

# ARTICLES OF CONSTITUTION



## Preamble

The Rambam Sephardi Synagogue was constituted on 19 June 2014 by Derek Sheena, Joseph Arazi and Nathan Hasson. Its constituting documents govern, amongst other things, the nomination of its Trustees, entrusted with the financial governance of the Synagogue.

Understanding that the Trustees have ultimate responsibility before the Charities Commission, this document is intended as the governing document for the day-to-day decision-making of our Community.

### Definitions:

- a) 'AGM' refers to the Annual General Meeting.
- b) 'Board' is constituted by elected members of the Synagogue and /or co-opted individuals during any given term of office.
- c) 'Community' is the group of people who congregate together for prayer, celebration, communal activities and support whether or not they are paid up members of the Synagogue.
- d) 'Halakha' any reference to Halakha (Jewish Religious Law) refers to Halakha as interpreted by the Sephardi Beth Din at the time.
- e) 'Rabbi' as appointed by the Community, may be salaried or on a volunteer basis.
- f) Member – Person(s) that has applied to be a member of Rambam Sephardi Synagogue and whose application has been approved by the Sephardi Beth Din. Members also include those that have transferred their membership over from other S&P Sephardi synagogues.
- g) 'Synagogue' refers to the Rambam Sephardi Synagogue.
- h) 'In writing' any reference to communication 'in writing' shall include electronic communication whether by email, text or WhatsApp to the contact details as held from time to time on the Rambam Sephardi Synagogue membership database (currently Shulcloud).
- i) 'Executive Committee' consists of the Chairperson, Treasurer and one other board member to be elected by the Board.
- j) 'Finta' the annual membership subscription fee.

- 1. The Synagogue shall be known as "THE RAMBAM SEPHARDI SYNAGOGUE"
- 2. The Community shall recognise the religious jurisdiction of the Sephardi Beth Din (Charity no: 2125517)
- 3. The Rambam Sephardi Synagogue:
  - 3.1. is registered with the Charities Commission.
  - 3.2. may be affiliated to the Association of Sephardi Congregations.
  - 3.3. may have a representative on the Board of Deputies of British Jews.

4. The objects of the Congregation are to:
- 4.1. advance the religion and related culture of Sephardi Jews in the London and Hertfordshire area, for the benefit of the local and surrounding Jewish communities, through prayer, celebration of religious festivals and meetings/events and the support of our community during times of need;
  - 4.2. provide facilities for religious education and social activities;
  - 4.3. provide the dispensation of Tzedakah/Charity
  - 4.4. support lifecycle events such as births, Bar/Bat mitzvot, weddings, divorce, deaths and bereavements.
  - 4.5. provide facilities for burial in consecrated ground through the Spanish and Portuguese Burial Society or other burial scheme which the Board may recognise as having a scheme for its members.
  - 4.6. provide support for such measures calculated to promote the observance of Modern Orthodox Judaism.
  - 4.7. promote our Vision for:

*The Rambam Sephardi Community to be part of a Jewish contemporary world where each of us is welcomed and feels like we are all related. It is to celebrate and share all our different Sephardi traditions to see our children develop pride in their roots and joy in their culture and from there, engage with the world.*

5. All Persons whether male or female recognised as Jews by the Halakha from the age of thirteen/twelve respectively, shall be eligible for admission as Members of the Congregation and will become voting members from the age of 18.
6. Membership categories will be maintained by the membership secretary and will include details of special rates for youth members and newly-wed couples.
7. The Board shall have the right to exclude any members.
8. The membership rights of any Member shall lapse if their Finta is two years in arrears.
9. Should any Member depart from the tenets of our Holy religion by publicly professing another faith, the Rabbi of Rambam Sephardi Synagogue and the Sephardi Beth Din together with the Board, shall pass a resolution excluding such person from the roll of Members.
10. All Jewish salaried officials of the Synagogue shall be ex-officio Members of the Synagogue and exempted from the payment of the Finta.
11. The appointment of a Rabbi or his dismissal shall be subject to a resolution of the Membership, except in exceptional circumstances when the Rabbi may be deemed unfit to perform his duties. In this case the Board may suspend the Rabbi for a period not exceeding 30 days during which the Board needs to notify the Membership, within the first 7 days of suspension, of an EGM to be called within 21 days. The sole purpose of the EGM is to ratify the dismissal.

12. Finta.

The Board shall annually set a scale Finta of the Synagogue. The Treasurer may arrange to accept from any new or existing Member a Finta lower than the normal scale or even no Finta under special circumstances.

13. The financial year of the Synagogue shall be from 1st April to 31<sup>st</sup> March.

14. The Board

14.1. the day-to-day affairs of the Synagogue shall be managed by a Board consisting of a minimum of five and a maximum of seven members, namely an Honorary, Chairperson an Honorary Treasurer, and other Honorary Members.

14.2. It is our desire to have a Board representing the entire community by gender, tradition and age.

14.3. Should the elected Board wish to co-opt additional Board Members at any time during the current term, it may do so for the duration of that term of office and only by unanimous decision of the Board.

14.4. From time to time, as the Board deems appropriate, the Board may invite a non-member to attend a Board meeting.

14.5. The Board shall appoint, at its discretion, any Sub-Committee(s) as it sees fit for the running of the Community.

14.6. There will be no limit to the number of sub-committee members co-opted to support the board.

15. Duties of the Board:

15.1. The Administration of Funds.

15.2. The carrying out of resolutions duly passed by Members at AGM.

15.3. Direct and manage the day to day running of the Community.

15.3. The Board shall meet regularly.

15.4. A majority of board members shall constitute a quorum, including at least 1 executive member.

16. Duties of the Chairperson:

16.1. The Chairperson shall preside over Board meetings. In the event of a vote on the Board resulting in a tie, the Chairperson shall have a casting vote.

16.2. All duties of the Chairperson shall in his/her absence devolve and be exercised by the Treasurer.

16.3. The Chairperson shall be an ex-officio member of all Sub-Committees.

17. Duties of the Treasurer:

17.1. The Treasurer shall have the custody of, and shall be responsible for, the monies and account books of the Community. The Honorary Treasurer shall not pay any monies other than ordinary running expenses of the Community without the approval of at least one other Trustee.

17.2. The Funds of the Community that are not required for immediate use may be invested in such manner as the Board may from time to time approve.

17.3. The Bank Account of the Community shall be kept at a Bank to be decided by the Board and shall be in the name of the Community.

17.4. The preparation of annual reports and accounts for presentation at the Annual General Meeting.

18. Annual General Meeting:

The Annual General Meeting shall be held once in each calendar year to transact the following business:

18.1. To receive the report of the Board

18.2. To receive and approve the annual accounts and the Treasurer's report.

18.3. To receive reports from the various Sub-Committees.

18.4. To elect "The Board" namely:

the Executive Committee and other board positions

- 18.5. To transact such other business of which the Board will have given notice in the communication convening the Meeting.
- 18.6. To transact such other business as any Member may have duly requested the Board to place on the Agenda within 14 days prior to the AGM
- 18.7. Any motion by a Member to be placed before the Annual General Meeting must be duly proposed and seconded by a Member.
- 18.8. In the event of extreme and ongoing difficulty eg a pandemic, at the discretion of the Board, the AGM including elections may be conducted online.
19. Elections:
- 19.1. The election of the Board shall be decided by the voting Members of the community present at the meeting by secret ballot.
- 19.2. Members are entitled to vote if they are fully up to date with their Finta.
- 19.3. To be eligible to stand for a board position requires the person to have been a Member for a minimum of 12 months at the time of the proposed election. In addition, no person shall be elected as Member of the Board if they are in arrears with the payment of their Finta by more than 12 months.
20. At least twenty one days' notice shall be given in writing to the Members of the date fixed for an AGM and elections to the Board.
21. The notice convening the Meeting shall inform that prospective nominees should be nominated by 5 qualifying members who are not their direct family members (ie not the spouse, child, grandchild, parent or sibling of the prospective nominee) and not immediately related to one another (as above) or live in the same household.
22. Such nominations must reach the Treasurer no later than 10 days prior to the convened date of the Meeting.
23. A person nominated shall signify in writing to the Treasurer/Chairperson as appropriate, to avoid conflict of interest, no later than 10 days prior to the AGM or on the nomination paper that they are willing to serve, if elected.
- 23.1. All qualifying nominees should present a written personal statement outlining their motivation for standing for office and their suitability for that position and as a Board member.
- 23.2. Personal Statements should not exceed 150 words and must reach the Treasurer no later than 10 days prior to the convened date of the Meeting. Such statements should be circulated to the Members in one batch no later than 7 days before the AGM.
24. Electoral Ballot:
- 24.1. In the event of more than one nomination for any board position the election shall take place by ballot.
- 24.2. In the event that no nominees are received for all board positions, the board may at its discretion and with the agreement of the nominee, link board positions such that a board member may have 2 or more roles.
- 24.3. The Meeting shall elect two persons who are not themselves candidates to conduct the ballot and announce the results.
- 24.4. In the event of a tie between two or more candidates at an election, a second secret ballot shall be taken. If this second ballot results in a tie, the Chairperson of the Meeting shall have a casting vote.

The Chairperson at the Annual General Meeting shall be the current Chairperson of the Board. In the absence of the Chairperson preference is given to the Treasurer and then the other Executive member and then any other member of the Board.

25. A Secretary will be co-opted for the purposes of recording the proceedings of the Annual General Meeting.
26. Only the presiding Chairperson, and the Secretary of the Meeting shall sit on the platform.
27. Members of the Board are elected for a period of two years and can be nominated for re-election for two subsequent terms of two years. A Member having served 3 consecutive terms will be eligible for re-election to a Board position only after a break of at least 2 years.
28. Positions available each year will be determined by the number of Board positions reaching their two-year anniversary.
29. At the first AGM held after their co-opted appointment, the term of any Co-Opted members of the Board will cease. Time served as a Co-Opted member of the Board will not count towards their term as a voted Board member should they then be duly elected to a position on the Board.
30. Any resolution requiring a vote at the AGM shall be decided by a majority of votes and in the event of a tie the Chairperson shall have a casting vote.
31. Twenty five percent (25%) of Members shall constitute a quorum.
32. Extraordinary General Meeting.
  - 32.1. If the Board receives a communication signed by twenty Members and requesting an Extraordinary General Meeting to be convened, the Board shall comply with such a request and a Meeting of only Members shall be called no later than two months from the date of receipt of such communication. At least twenty-one days' notice shall be given in writing to the Members of the date fixed for an EGM.
  - 32.2. Any request for an Extraordinary General Meeting must state the purpose of such a Meeting and contain the text of any resolution which the requisitioners wish to be considered by such a Meeting.
  - 32.3. The details shall be circulated to the Members in the notice convening the Meeting.

End of Constitution