

The Western Marble Arch Synagogue
(A Company Limited by Guarantee)
Company number 9589315

NOTICE OF SPECIAL RESOLUTION

At a meeting of all the members of the above company held at No 1 Wallenberg Place W1 on Sunday 17th January 2016 at 10.30 am/~~pm~~ the following resolution was passed unanimously as a special resolution:

"It is resolved that the Memorandum and Articles in the form attached to this resolution be adopted in the place of the Memorandum and Articles adopted on the registration of the company."

Date

17.1.2016

S.S. — ds

Chairman

THURSDAY



A51Y7LZE

A21

03/03/2016

#74

COMPANIES HOUSE

DATED

13th May

2015

COMPANY LIMITED BY GUARANTEE

Memorandum and Articles of Association of
The Western Marble Arch Synagogue

Company Number 09589315

Incorporated on 13th May 2015

Articles amended on 17th January 2016



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **9589315**

The Registrar of Companies for England and Wales, hereby certifies that

THE WESTERN MARBLE ARCH SYNAGOGUE

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House on 13th May 2015



N09589315R



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

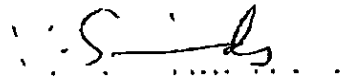
MEMORANDUM OF ASSOCIATION OF
THE WESTERN MARBLE ARCH SYNAGOGUE

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber

Authentication by each subscriber

STANLEY SIMMONS



ALAN LEE



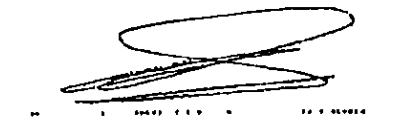
ALAN GOLDBERG



ANDREW TOBIAS



DAVID BIRNBERG



Date 21 April 2015

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ARTICLES OF THE WESTERN MARBLE ARCH SYNAGOGUE

1 NAME

The name of the charity is The Western Marble Arch Synagogue, referred to in these Articles as "WMA"

2 REGISTERED OFFICE

The registered office of WMA is to be in England and Wales

3 LIMITED LIABILITY

The liability of members is limited

4 GUARANTEE

Every member of the WMA promises, if WMA is dissolved while he or she is a member or within 12 months after ceasing to be a member, to contribute such sum as may be demanded of him or her, up to £1 maximum, towards the costs of dissolution and the liabilities incurred by WMA while he or she was a member

5 MAIN OBJECTS

The Objects of WMA are -

- 5 1 the advancement of the orthodox Jewish religion,
- 5 2 to provide for the religious needs and spiritual growth of its members,
- 5 3 to support and follow the principles of Torah and Halachah,
- 5 4 to establish and maintain regular Sabbath and other religious services,
- 5 5 to establish and maintain Hebrew and religion classes
- 5 6 to provide for communal social and educational events

6 POWERS

WMA has the power to do anything which is calculated to further the Objects or is conducive to or incidental to doing so. In particular, WMA has the following powers

- 6 1 To promote or carry out research, provided that the useful results of such research are placed in the public domain
- 6 2 To provide advice
- 6 3 To publish or distribute information
- 6 4 To co-operate with other bodies
- 6 5 To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity

- 6 6 To support, administer or set up other charities
- 6 7 To raise funds (but not by means of taxable trading)
- 6 8 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act)
- 6 9 To acquire or hire property of any kind
- 6 10 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act)
- 6 11 To make grants or loans of money and to give guarantees
- 6 12 To set aside funds for special purposes or as reserves against future expenditure
- 6 13 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Board Members consider necessary and having regard to the suitability of investments and the need for diversification)
- 6 14 To delegate the management of investments to a financial expert (authorised to give investment advice under the Financial Services and Markets Act 2000) but only on terms that
 - (a) the investment policy is set down in writing for the financial expert by the Board,
 - (b) every transaction is reported promptly to the Board,
 - (c) the performance of the investments is reviewed regularly with the Board,
 - (d) the Board is entitled to cancel the delegation arrangement at any time,
 - (e) the investment policy and the delegation arrangement are reviewed at least once a year,
 - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board on receipt, and
 - (g) the financial expert must not do anything outside the powers of the Board
- 6 15 To arrange for investments or other property of WMA to be held in the name of a nominee company acting under the control of the Board or of a financial expert acting under their instructions, and to pay any reasonable fee required
- 6 16 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required

Articles of Association

- 6 17 To insure the property of WMA against any foreseeable risk and take out other insurance policies to protect WMA when required
- 6 18 To provide indemnity insurance for the Board Members in accordance with and subject to the conditions in, section 189 of the Charities Act 2011
- 6 19 Subject to Article 8, to employ paid or unpaid agents, staff or advisers
- 6 20 To enter into contracts to provide services to or on behalf of other bodies
- 6 21 To establish or acquire subsidiary companies to assist or act as agents for WMA
- 6 22 To pay the costs of forming and registering WMA both as a company and as a charity
- 6 23 To do anything else within the law which promotes or helps to promote WMA

7 TRUSTEES AND THE BOARD OF MANAGEMENT

The charity trustees of WMA are referred to in these Articles as Board Members. The Board Members when meeting together are referred to as The Board of Management ("The Board"). Every Board Member is a director and charity trustee of WMA, and no other person is a director or charity trustee.

8 MEMBERS' BENEFITS

- 8 1 The income and property of WMA shall be applied solely towards the promotion of the objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of WMA, and no Board Member shall be appointed to any office of WMA paid by salary or fees or receive any remuneration or other benefit in money or money's worth from WMA. Provided that nothing in this document shall prevent any payment in good faith by WMA
 - (a) of reasonable and proper remuneration for any services rendered to WMA by any member, officer or servant of WMA who is not a Trustee,
 - (b) of interest on money lent by any member of WMA or Trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Trustees,
 - (c) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company,
 - (d) of reasonable and proper rent for property conveyed or let by any member of WMA or a Trustee, and
 - (e) to any Trustee of reasonable out-of-pocket expenses

9 TRUSTEES' BENEFITS

- 9 1** A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from WMA except
- (a) a benefit from trustee indemnity insurance cover purchased at WMA's expense in accordance with Article 6 18
 - (b) as mentioned in Article 9 2 (contractual payments),
 - (c) charitable benefits on the same terms as any other beneficiaries of WMA
 - (d) interest at a reasonable rate on money lent to WMA,
 - (e) reasonable rent or hiring fee for property or equipment let or hired to WMA,
 - (f) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of WMA,
 - (g) an indemnity in respect of any liabilities properly incurred by in running WMA in his or her capacity as a Trustee (including the costs of a successful defence to legal proceedings, or in connection with any application in which relief is granted by the Court from liability for negligence, default or breach of duty or breach of trust in relation to WMA),
 - (h) payment to any company in which a Trustee has no more than a two per cent shareholding,
 - (i) taking part in the normal trading and fundraising activities of WMA on the same terms as members of the public,
 - (j) in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- 9 2** A Trustee or a connected person may enter into a contract with WMA to supply or buy goods or services in return for a payment or other material benefit if
- (a) the goods or services are actually required by WMA,
 - (b) the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and
 - (i) is set at a meeting of the Board in accordance with the procedure in Article 9 3, and
 - (ii) is set out in an agreement in writing between WMA or its Board and the supplier of the goods and services
 - (c) the other Board Members are satisfied that it is in the best interests of WMA to contract with the supplier rather than with someone who is not a Board Member or connected person. In reaching that decision the

Board Members must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so

- (d) the reason for the Board's decision to contract with a Board Member or connected person is recorded in the minute book
- (e) no more than one half of the Board Members are interested in such a contract in any financial year

9 3 Whenever a Board Member has a personal interest in a matter to be discussed at a meeting of the Board or a committee, he must

- (a) declare an interest before the meeting or at the meeting before discussion begins on the matter,
- (b) be absent from the meeting for that item unless expressly invited to remain in order to provide information,
- (c) not be counted in the quorum for that part of the meeting, and
- (d) be absent during the vote and have no vote on the matter

9 4 In this Article 9, "Charity" includes any company in which WMA

- (a) holds more than 50% of the shares,
- (b) controls more than 50% of the voting rights attached to the shares, or
- (c) has the right to appoint one or more directors to the board of the company

Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article 9 4

9 5 This Article 9 must not be amended without the written consent of the Commission in advance

10 CONFLICTS OF INTEREST

10 1 If a conflict of interests arises for a Board Member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Board Members may authorise such a conflict of interests where the following conditions apply

- (a) the conflicted Board Member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
- (b) the conflicted Board Member does not vote on any such matter and is not to be counted when considering whether a quorum of Board Members is present at the meeting, and

- (c) the unconflicted Board Members consider it is in the interests of WMA to authorise the conflict of interests in the circumstances applying

10 2 In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to the Board Member or to a connected person

11 RECORDS AND FINANCIAL ACCOUNTS

11 1 The Board must comply with the requirements of the Companies Acts and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of

- (a) annual returns,
- (b) annual reports, and
- (c) annual statements of account

11 2 The Board must keep proper records of

- (a) all proceedings at general meetings,
- (b) all proceedings at meetings of the Board,
- (c) all reports of committees, and
- (d) all professional advice obtained

11 3 Accounting records relating to WMA must be made available for inspection by any Board Member at any time during normal office hours and may be made available for inspection by members who are not Board Members if the Board so decides

11 4 A copy of WMA's latest available statement of account must be supplied on request to any Board Member or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays WMA's reasonable costs

11 5 The Board may by a majority declare all or any part of the capital of the WMA as a restricted fund on such terms as it decides. The income of that restricted fund shall be applicable as general income. The Board may by a majority declare all or any part of the capital of any restricted fund to be derestricted, subject to the terms of the gift of any donor

12 DISSOLUTION

12 1 If the Board considers that it is expedient to dissolve the WMA either to facilitate a merger with another orthodox synagogue or because the WMA cannot conveniently or economically be carried on, or for any other reason, the Board

shall call an Extraordinary General Meeting of WMA to consider the matter and shall have regard to (but not be bound by) the opinions expressed and any resolutions passed at the meeting

- 12 2 The Board may at any time before, and in expectation of, the dissolution of WMA resolve that any net assets of WMA after all its debts and liabilities have been paid, or provision has been made for them, should on or before the dissolution of WMA be applied or transferred

(a) to the Western Charitable Foundation (Registered Charity Number 1147803) or if that charity no longer exists, or is in the course of being wound up, then to its successor organisation or

(b) if (a) is not possible then in such other manner consistent with charitable status and the orthodox Jewish affiliation of the WMA as the Commission approve in writing in advance

- 12 3 In no circumstances may the net assets of WMA be paid to or distributed among the members of WMA

- 12 4 The Board must notify the Charity Commission promptly that the Charity has been dissolved. If the Board is obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the final accounts to the Charity Commission

13 GOVERNING LAW

The Memorandum and Articles of WMA are governed by the law of England and Wales

14 COMPUTATION OF DAYS

Where any computation of days is required by the Articles, the day of giving or transmitting notice and the day of the meeting shall be excluded

15 THE SCHEDULE

- 15 1 The provisions of the Schedule ("the Laws") shall form part of these Articles, but if there is any conflict between the provisions of the Articles and the Laws, the provisions of Articles 1 to 15 shall prevail. References to the Articles include the Laws

- 15 2 The Articles and the Laws may only be changed by special resolution, and subject to sections 197 and 198 of the Charities Act 2011

16 CLAUSE HEADINGS ETC.

In the Articles and the Laws the Table of contents, the Index of Expressions, and the clause headings are for ease of reference only and do not affect the interpretation of the provisions

THE SCHEDULE

LAWS OF THE WESTERN MARBLE ARCH SYNAGOGUE

PART ONE

PREAMBLE

- A The members of the Western Synagogue and the Marble Arch Synagogue formed a new congregation on 25th November 1990 known as the Western Marble Arch Synagogue ("Old WMA") and it was admitted as an Associated Synagogue of the United Synagogue ("US") on 25th February 1991
- B The Western Synagogue transferred its synagogue treasures, other religious artefacts and stained glass to the Old WMA to be held in trust for the Western Charitable Foundation ("WCF"), such trust to continue so long as the Old WMA used them for the purposes of the synagogue
- C The Marble Arch Synagogue transferred its synagogue treasures, other religious artefacts and stained glass to the Old WMA to be held in trust for the US, such trust to continue so long as the Old WMA used them for the purposes of the synagogue
- D The Old WMA was registered as a charity with registered charity number 1154188
- E This Company has now been formed with the intention that it will be registered as a charity, and subject to that registration all the assets and liabilities of Old WMA will be transferred to this Company

PART TWO

ELIGIBILITY FOR MEMBERSHIP, etc

- 1 1 There shall be eligible as members of WMA all persons who are Jewish according to the orthodox tradition and who are not less than 18 years of age Any question as to eligibility for membership shall be referred to the Chief Rabbi of the United Hebrew Congregation of the Commonwealth ("the Chief Rabbi") whose decision shall be final
- 1 2 No person shall be permitted to become a member of WMA whilst he or she is indebted to any other US synagogue except with the written permission of the Honorary Officers of the synagogue to which he or she is indebted, and similarly the US and the Constituent and Affiliated synagogues have agreed not to accept any person as a member who is indebted to WMA without the consent of the Honorary Officers of WMA
- 1 3 Any termination of membership under these Laws shall not prejudice the Member's existing rights or entitlements of membership of the US but the Secretary shall immediately on termination of membership under Laws 5 6 to 5 10 notify the Membership Department of the US

RIGHTS OF BURIAL

- 2 1 Members who were members of Old WMA with established rights of burial with the US or with the WCF shall continue to have such rights
- 2 2 Members of WMA with no such established rights or who desire to change their existing rights shall have rights of burial either in cemeteries run by the US or the WCF
- 2 3 The rights of burial of members of WMA in cemeteries run by the US or the WCF as the case may be shall be subject to the continuing payment of subscriptions to the relevant Funeral Expenses Schemes and continuing payment of the member's agreed contributions due to WMA

THE CHIEF RABBI

- 3 1 The form of worship and religious observances shall be in accordance with the Ashkenazi Ritual laid down for orthodox synagogues by the Chief Rabbi
- 3 2 No marriages shall take place in the Western Marble Arch Synagogue or under its auspices without authorisation issued by the Office of the Chief Rabbi
- 3 3 The appointment of a Minister or a Reader shall be subject to the prior written approval of the Chief Rabbi
- 3 4 No Minister, Preacher or Reader may officiate or participate in officiating at any of the services unless the prior approval of the Chief Rabbi has been obtained for that person to officiate
- 3 5 No person may participate in or conduct any service without the approval of the Minister, nor if the Chief Rabbi has objected to that person doing so

THE UNITED SYNAGOGUE

- 4 1 In addition to all other rights, every member of WMA will be entitled to all the rights and privileges applicable to members of the US generally including (but not limited to) the right to vote and to be eligible for election to the Council of the US
- 4 2 WMA shall provide for a contribution to the US for the purpose of achieving common religious and charitable objects as follows -
 - (a) the Office of the Chief Rabbi
 - (b) the London Beth Din
 - (c) Religious education in London
 - (d) the Kashrut Division
 - (e) Visitation and Welfare services

Laws of the Western Marble Arch Synagogue

- 4 3 WMA shall endeavour to enter into a new agreement with the US to replace the agreement which has existed up to the present time between Old WMA and the US
- 4 4 The Laws contained in Part Two shall not be altered without the approval of the Honorary Officers of the US, but this does not apply to Law 2 in so far as it deals with rights of burial with the WCF

PART THREE

BECOMING A MEMBER

- 5 1 A person eligible for membership pursuant to Law 1 1 and wishing to become a member shall apply to the Secretary in such form and furnishing such particulars as the Board may from time to time determine
- 5 2 All applications for membership shall be presented to the Executive for consideration Should the Executive not accept an application it shall be presented to the next meeting of the Board for consideration
- 5 3 Upon the acceptance of an application for membership under Law 5 2 and upon payment of a minimum of one half year's membership contribution the applicant shall become a member of WMA
- 5 4 The spouse of a person who has been accepted as a member of the WMA shall be deemed to be a member of the WMA in his or her own right subject to Law 1 1 unless the spouse informs the Secretary in writing that he or she does not require membership of the WMA
- 5 5 Provision shall be made in the case of a first marriage at the WMA for the couple to be granted free membership of the WMA from the date of marriage for a period of one year Thereafter membership shall be continued upon payment of the married couple's respective annual membership accounts
- 5 6 The Board shall have the right in its absolute discretion by three quarters of the Board Members present at a meeting to terminate the membership of any member The Board Members shall be given written notice of the resolution at the previous meeting of the Board setting out the reasons for recommending such termination
- 5 7 A member in respect of whom such a resolution is proposed shall be given the opportunity to appear personally before the Board before the resolution is put to the vote, but this shall not apply to a member if the reason for termination is non-payment of his or her account
- 5 8 The Secretary shall immediately notify by letter any member in respect of whom a resolution under Law 5 6 has been passed
- 5 9 Unless the reason for termination is non-payment of a member's account, a member aggrieved by a resolution under Law 5 6 shall have the right to apply to an Extraordinary General Meeting called for that purpose to rescind the resolution by a Special Resolution
- 5 10 Notice of resignation of membership must be received by the Secretary in writing at least one calendar month before 1st March or 1st September and the resignation shall take effect from the end of the half year in which it is received by the Secretary

CONTRIBUTIONS BY MEMBERS

- 6 The contribution payable by a member shall be such sum as is determined by the Board from time to time Such contribution shall be payable in advance yearly or half yearly on the 1st March and/or the 1st September in every year The Board shall have the power to vary contributions in appropriate circumstances

MEMBERS ACCOUNTS

- 7 1 Members' accounts for contributions due to WMA and where applicable subscriptions due to the US or the WCF Funeral Expenses Schemes pursuant to Law 2 3 shall be prepared and issued in such forms as are approved by the Treasurer from time to time
- 7 2 Members' accounts shall be issued yearly or half yearly pursuant to Law 8 and shall be due and payable in advance
- 7 3 If a Member's account is not paid in full for a period exceeding twelve months, then the Member's rights of membership shall be suspended, but the Board may reinstate such rights of membership at its absolute discretion
- 7 4 A list of members whose accounts are twelve months in arrears shall be laid before the Board by the Treasurer having first consulted with the other members of the Executive, and the Board may require such members to be given notice that if payment is not made in full within one month the Board may present and pass a resolution to terminate the Member's membership of WMA by a resolution under Law 5 6, subject to Law 1 3

RIGHTS OF MEMBERS (SEATING AND ELECTIONS)

- 8 1 Members shall, in addition to the rights referred to in Part Two, have the following rights -
- (a) The right to be seated in the Synagogue subject to the availability of seats
 - (b) Having held membership for at least six months, the right to attend and to vote at the following elections and meetings -
 - (i) Election of a President, a Vice-President, two Wardens, a Treasurer and Board Members
 - (ii) Election of two representatives of WMA on the Council of the US
 - (iii) Election of representatives of WMA at the Board of Deputies of British Jews ("the Board of Deputies")
 - (iv) Appointment of the Minister and the Reader
 - (v) General Meetings
 - (c) The right to stand for election subject to the following preconditions -
 - (i) Only a male member who has served on the Board for at least the two electoral sessions immediately before the date of the election is eligible to be elected as President
 - (ii) Only a member who has served on the Board for at least the two electoral sessions immediately before the date of the election is eligible to be elected as Vice-President
 - (iii) Only a male member who has been a member of WMA for at least the two electoral sessions immediately preceding the date of the election is eligible to be elected as Warden

- (iv) Only a member who has been a member of WMA for at least the two electoral sessions immediately preceding the date of the election is eligible to be elected as Treasurer
- (v) Only a member who has been a member of WMA for at least the electoral session immediately preceding the date of the election is eligible to be elected as a Board Member or as a Representative on the Council of the US or a Representative at the Board of Deputies
- (d) The Executive shall have the authority to decide to reduce the pre-condition relating to the number of electoral sessions required immediately before the date of the election. Such decision to be made by a simple majority vote of the Executive

RIGHTS OF MEMBERS (RELIGIOUS)

9 1 According to length of membership, members have the following rights -

- (a) The right to have their sons Bar Mitzvah in the Synagogue provided that their sons satisfy the requirements of Law 1 1 (except for the age limit) and Law 19
- (b) The right to have their daughters Bat Mitzvah in the Synagogue provided that their daughters satisfy the requirements of Law 1 1 (except for the age limit) and subject to the approval of the Minister and the Reader to the arrangements for the ceremony and Law 19 4
- (c) The right to be married in the Synagogue subject to Laws 3 2 and 20
- (d) The right to have their children married in the Synagogue subject to Laws 5 2 and 23
- (e) The right to the attendance of a Minister on the occasion of the Brit Milah of a son provided the son satisfies the requirements of Law 1 1 (except for the age limit)
- (f) The right to the attendance of a Minister on the marriage of a son or daughter in or under the auspices of the Synagogue
- (g) The right to the attendance of a Minister or other orthodox religious official at the orthodox funeral of an immediate family member and during the Shiva

As regards (e), (f) and (g) the right to the attendance of a Minister applies only in Greater London, or elsewhere by agreement with the Executive having first given due consideration as to the costs involved.

9 2 Male members shall have the additional right to be called to the reading of the Torah in the following circumstances, subject to the decision of the Honorary Officer presiding -

- (a) As a bridegroom on the Sabbath of his Aufruf
- (b) As a bridegroom on the Sabbath following his wedding if not already called up before the wedding
- (c) As a father after the birth of his daughter

- (d) On the day of the Yahrzeit of an immediate family member
- (e) On the occasion of his son's Brit Milah
- (f) A Sandek on the day of the Brit Milah
- (g) On recovery from illness or escaping from danger
- (h) As the father or nearest relative of a Bar Mitzvah
- (i) On the Sabbath preceding the day of the Yahrzeit of an immediate family member
- (j) As the father of a bridegroom or bride
- (k) On the Sabbath following the termination of Shivah

BOARD OF MANAGEMENT (GOVERNANCE)

- 10 1 The Board shall have vested in it all the powers necessary for the conduct and management of the WMA. The Board shall consult with the Minister where religious matters are concerned, when in the opinion of the Board it is appropriate to do so. The Board shall (unless otherwise prescribed in the Articles) act by a majority of those Board Members present and voting. Any Board Member may require a ballot to be held on any matter to be voted on, either before the vote is taken or immediately after at the same meeting.
- 10 2 The Board shall consist of -
- (a) A President, a Vice-President, two Wardens and a Treasurer who shall be termed "the Honorary Officers"
 - (b) Not less than 12 nor more than 16 ordinary Board Members, the number to be so elected being determined by the Board from time to time in addition to the co-opted members, if any, as specified in Law 10 4
 - (c) The immediate past Honorary Officer(s) who shall serve ex-officio on the Board and who shall have the right to attend, to speak and to vote in that capacity at meetings of the Board for the ensuing electoral session only
 - (d) Elders appointed to serve on the Board in accordance with Law 24, who shall have the right to attend and to speak at meetings of the Board
 - (e) Honorary Life Presidents appointed to serve on the Board in accordance with Law 25, who shall have the right to attend, to speak and to vote at meetings of the Board
- 10 3 The President shall chair all meetings of the Board unless he decides otherwise or if he is absent the next Honorary Officer in order of precedence shall preside

- 10 4 The Board shall have the power to co-opt not more than two additional ordinary Board Members to hold office until the next elections subject to eligibility and such co-opted members shall have full powers of voting
- 10 5 Wherever possible each elected or co-opted Board Member or Elder appointed to serve on the Board shall serve on one or more of the Committees of the Board
- 10 6 The Secretary shall attend Board of Management meetings at the discretion of the President and shall take full minutes of the proceedings
- 10 7 No Board Member shall have any duty, privilege or power except such as shall be vested in him or her by these Laws, or by law
- 10 8 For avoidance of doubt, a woman may be a member of WMA in her own right, and be a Board Member, and hold or be elected to office subject to Law 8 1(c)
- 10 9 The Board shall in each year vote on the appointment of two male members of the Synagogue for the offices of Chatan Torah and Chatan Bereshit who are recommended to the Board by the President
- 10 10 The Board may terminate membership of the Board, following the procedure in Law 10 11, in the following circumstances -
- (a) If the Board Member is guilty of serious personal misconduct which the Board considers is incompatible with his/her continued membership of the Board
 - (b) If the Board Member is absent for five consecutive meetings of the Board without reasonable cause
 - (c) If the Board Member is in breach of Article 9
 - (d) If the Board Member discloses to any unauthorised person any matters resolved by the Board to be confidential
 - (e) If the Board Member has become at any time ineligible for election to the Board
 - (f) If the Board Member's rights of membership are suspended as set out in Law 7 3 and 7 4
 - (g) If the Board Member declines to enter into a Confidentiality Agreement prepared from time to time by the Board
- 10 11 (a) In any such circumstances as set out in Law 10 10 the Board may in its absolute discretion pass a resolution by three quarters of the Board Members personally present at a meeting (excluding the Board Member who is the subject of the resolution) to terminate the membership of the Board by the Board Member concerned The Board Members shall be given at least 21 days written notice of the resolution setting out the reasons for recommending such termination
- (b) The Board Member in respect of whom such a resolution is proposed shall be given the opportunity to appear personally before the Board before the resolution is put to the vote
 - (c) The Secretary shall immediately notify by letter the Board Member in respect of whom a resolution under Law 10 11(a) has been passed

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- 10 12 A Board Member shall cease to hold that position
- (a) If the Board Member resigns
 - (b) If the Board Member becomes an employee of the WMA, the WCF or the US
- 10 13 The Board shall from time to time appoint representatives of WMA as follows -
- (a) Two Board Members to serve with the Board Members specifically elected to serve on the Council of the US
 - (b) Such other representatives to serve on representative bodies as the Board determines
- 10 14 The first Board Members and Honorary Officers shall be the Board Members and Honorary Officers of Old WMA who shall hold the same respective positions on the Board and the Executive of WMA as they held in Old WMA. They shall hold office in accordance with the electoral timetable with reference to Law 17 1. This shall also apply to the representatives of the Council of the US and Board of Deputies

COMMITTEES

- 11 1 The Board may from time to time form, re-form and abolish Committees of the Board whose powers and duties shall be prescribed by the Board. A Committee may include members who are not Board Members but shall have a majority of Board Members
- 11 2 The chairman of a Committee shall be appointed by the Board and be a Board member
- 11 3 The term of office of a Committee shall run from the date of its appointment by the Board until the first meeting of the Board after the next Annual General Meeting, and the chairman of the Committee shall hold office for the same period. The Board may fill a casual vacancy in the position of a chairman of a Committee
- 11 4 The chairman of any Committee shall select from among the members of the WMA such individuals as he proposes to make up the Committee and subject to approval by the Board they shall form the Committee. The Honorary Officers shall be ex-officio members of all Committees
- 11 5 A Committee shall keep minutes of its meetings. A report on the work of the Committee shall be submitted to the Board at its next meeting
- 11 6 The quorum for a meeting of a Committee shall be three members. No business shall be conducted at the meeting unless there is a quorum present
- 11 7 A Committee may invite or require the attendance of any person to a meeting of the committee

EXECUTIVE

- 12 1 The Executive shall consist of the Honorary Officers together with such other members who are appointed by the Board

- 12 2 An Honorary Officer shall cease to hold such office if he or she ceases to be a Board Member under Law 10 11 or 10 12, and a member of the Executive shall cease to hold such office if he or she ceases to be a member of WMA
- 12 3 The Honorary Officers shall take precedence in the order in which they are mentioned in the Laws
- 12 4 The quorum for a meeting of the Executive shall be three members of whom at least two are Honorary Officers No business shall be conducted at the meeting unless there is a quorum present
- 12 5 The Executive shall -
- (a) be responsible for the supervision of the day to day administration of the WMA, the allocation of seats and the adherence by the Minister, the Reader, Secretary, Beadle, Clerical and other employees to their contracts of service
 - (b) be responsible for the maintenance of the Synagogue buildings and treasures and other religious articles and for reporting on their condition from time to time and whenever necessary to the Board
 - (c) The investment of the funds of the charity not required for current purposes
- 12 6 The Executive is not authorised to enter into any contract or authorise any works involving expenditure except with the approval of the Board or in accordance with a budget approved by the Board
- 12 7 The Executive shall be primarily responsible for ensuring that the WMA complies with the provisions of the Data Protection Act 1984

WARDENS

- 13 The Wardens or in the absence of both of them the President, Vice-President, a past Warden or any other Honorary Officer in order of precedence shall be responsible in conjunction with the Minister to the Board for the proper conduct and decorum of the services in the Synagogue as laid down from time to time by the Board and shall arrange for the distribution of Mitzvahs and officiate as Segan But in accordance with Halacha a woman may not carry out the functions of a Warden under this Law

TREASURER

- 14 1 The funds of the WMA shall be applicable as general funds unless comprised in a restricted fund
- 14 2 The Treasurer shall -
- (a) superintend the receipt and expenditure of all funds of the WMA and the keeping of proper financial records
 - (b) be responsible for supervising the preparation of the accounts of WMA and their filing with the Charity Commission if required

- (c) not expend funds except with the approval of the Board or in accordance with a budget approved by the Board
- 14 3 The Treasurer shall prepare a budget for the WMA showing the estimated income and expenditure for the ensuing year and shall present such budget to the Board no more than eight nor less than two weeks before the end of each financial year. The budgeted income shall as closely as possible meet or exceed the budgeted expenditure for the maintenance and support of the WMA together with sums which the WMA is liable to contribute to the US. Budgeted income may include anticipated donations. The budget shall be considered by the Board and subject to such variations (if any) as are made by the Board the budget shall be deemed to be confirmed and adopted. The income and expenditure for the ensuing year shall be regulated, as closely as may be, by and with reference to the same budget.
- 14 4 All members' contributions, monies received in response to any appeal in which the name of WMA is used, and other monies whatsoever received by or for the WMA whether paid to any Honorary Officer or Board Member or official or otherwise shall be promptly paid to the account(s) of the WMA at the bank appointed by the Board. The operation of such account(s) shall be in accordance with the resolutions from time to time of the Board.
- 14 5 The Treasurer may, with the approval of the Board, appoint a member of the WMA to act as his deputy, subject to Law 17 2. The deputy shall not ex officio be a Board Member, but may be invited to attend Board and Executive meetings.
- 14 6 The written authorisation of the Treasurer (or in his/her absence his/her deputy) shall be obtained by a the Board or any Committee or any other group of persons connected with the WMA before funds are expended by them in the name of or on behalf of the WMA. Such authorised expenditure shall conform to the approved budget of the WMA unless an alternative source of funding (approved by the Treasurer) is secured and shall be utilised for the specific purpose for which it has been requisitioned. If the Treasurer receives an application for the expenditure of funds for a purpose not provided for in the approved budget he shall submit the application to the Board. The WMA shall not be responsible for any unauthorised expenditure incurred by any person.
- 14 7 The receipt of the Treasurer, Deputy Treasurer or Secretary shall be sufficient discharge for all funds paid to the WMA.

BOARD OF MANAGEMENT MEETINGS

- 15 1 Board meetings shall be convened by written notice whenever the Executive or the Board deem it necessary, but the Board must meet not less than once every three months.
- 15 2 Seven members of the Board including at least two Honorary Officers shall form a quorum of the Board. No business shall be transacted at any meeting unless a quorum is present. But if insufficient Honorary Officers are present or if a quorum is otherwise not present within 30 minutes after the time fixed for the start of the meeting, the meeting shall stand adjourned for 14 days to the same place and time (of which notice shall be given to all Board Members) when the members of the Board actually present shall form a quorum.
- 15 3 A notice setting out the time appointed for a meeting of the Board and the Agenda shall be sent by post or electronic transmission by the Secretary to every Board Member not less

than eight days before the meeting unless the urgency of the business necessitates shorter notice being given

- 15 4 A Board of Management meeting must be convened within 14 days of the delivery of a requisition in writing sent to the President by any three Board Members
- 15 5 At all meetings of the Board, Board Members present shall have one vote but the chairman of the meeting shall have a second or casting vote in the case of equality of votes which he or she shall be obliged to exercise No Board Member may vote by proxy
- 15 6 All questions to be voted upon shall be proposed and seconded The declaration of the chairman of the meeting shall be prima facie evidence of the result of the vote
- 15 7 The conduct of the meeting shall be in the hands of the chairman of the meeting whose ruling may however be over-ruled on any matter by the majority of Board Members voting at the meeting
- 15 8 Accidental failure to give notice to a Board Member shall not invalidate a meeting unless at least three Board Members have not been given notice
- 15 9 A requisition for a meeting called to consider the expulsion of a member of the WMA or the vacating of an office or a position on the Board shall specify the matter to be discussed
- 15 10 The Board may invite or require the attendance of any person for any purpose to a Board of Management meeting

GENERAL MEETINGS

- 16 1 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
- 16 2 Not less than 28 days notice shall be given to every member of the date, time and place of an Annual General Meeting The Annual General Meeting shall be held on such date in the months of May or June in each year as the Board determines The business of the Annual General Meeting shall be to receive the financial Accounts, and the reports of the President and Treasurer, to hold elections and any other business
- 16 3 Not less than 14 days notice shall be given to every member of the date, time and place of any Extraordinary General Meeting An Extraordinary General Meeting may be convened by the Board or the President An Extraordinary General Meeting must be convened at the request of a member of WMA pursuant to Law 5 9
- 16 4 The quorum for General Meetings shall be twenty members having the right to vote No business shall be transacted at any meeting unless a quorum is present If a quorum is not present within half an hour of the time appointed for the start of the meeting the meeting shall be adjourned to the same time fourteen days later when the persons actually present shall constitute a quorum
- 16 5 A notice calling a General Meeting shall comply with the provisions of section 325 of the Companies Act 2006 as to the right to appoint a proxy A member of WMA is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at a meeting of the company

- 16 6 Upon receipt of a requisition in writing addressed to the Secretary signed by not less than twenty members having the right to vote specifying the business to be considered an Extraordinary General Meeting must be convened within 14 days of the delivery of the requisition
- 16 7 Every resolution submitted to a General Meeting must be proposed and seconded. A resolution shall be decided in the first instance by a show of hands but if a poll is demanded by at least five of the members present the poll shall be taken at the same or at a further meeting to be convened within 14 days when the matter shall be decided by a poll or by members having the right to vote, subject to the requirement of a quorum. The procedure for the conduct of a poll shall be in accordance with the provisions of Laws 17 5, 17 6 and 17 7. In accordance with section 322A (1) of the Companies Act 2006, on a vote on a resolution on a poll taken at a meeting, the votes may include votes cast in advance
- 16 8 When appropriate an Agenda drawn up by the President shall be distributed before any General Meeting. The Secretary (or in his/her absence, some other person chosen by the Executive) shall attend all General Meetings and keep full minutes and such minutes when duly signed by the chairman of the meeting shall be prima facie evidence of the matters stated therein
- 16 9 The President shall chair all General Meetings or if he is absent the next Honorary Officer in order of precedence. If no Honorary Officer is present the meeting shall elect its own chairman for the meeting. In the case of an equality of votes the chairman shall have a second or casting vote
- 16 10 If WMA gives notice of—
- (a) a General Meeting, or
 - (b) a resolution intended to be moved at a General Meeting,
- any accidental failure to give notice to one or more members shall be disregarded for the purpose of determining whether notice of the meeting or resolution (as the case may be) is duly given

ELECTIONS

- 17 1 Elections shall take place at the Annual General Meeting. There shall be elected -
- (a) In every other year (unless a vacancy has arisen in the intermediate year) a President and a Vice-President each to serve for a term of two years
 - (b) One Warden in rotation who shall serve for a term of two years
 - (c) In every other year (unless a vacancy has arisen in the intermediate year) a Treasurer who shall serve for a term of two years
 - (d) In every third year (unless a vacancy has arisen) two representatives of WMA to serve on the Council of the US to serve for three years and, as and when appropriate, two representatives of WMA to serve on the Board of Deputies
 - (e) Other Board Members who shall serve for a term of one year

- (f) An Honorary Officer shall not be eligible for election to the same office for longer than six consecutive years from the date on which he or she was first elected under these Laws or the Laws of Old WMA, but he or she shall be eligible to be elected to that Honorary Office

- (i) after a period of one year has elapsed or
- (ii) if so determined by resolution of the other Board Members

Where an Honorary Officer is appointed to fill a vacancy, the holding of office during part of an electoral session shall be disregarded for the purposes of this sub-Law

17 2 No employee or ex-employee of the WMA or the WCF or of the US shall be eligible to serve on the Board either by way of election, co-option or appointment unless otherwise decided by the Board

17 3 The members elected to the offices or positions specified in this Law shall hold their respective offices or positions from the date of the election and shall continue in office until the end of each respective term as the case may be subject to Laws 10 11 or 10 12

17 4 The procedure for elections shall be as follows -

- (a) Nomination Forms shall be sent to each member having the right to vote not less than 14 days before the Nomination Return Date specified in Law 17 4(b) No member shall be duly nominated for election unless -

- (i) he or she is nominated by at least three members having the right to vote and
- (ii) the signed Nomination Forms in respect of him or her have been delivered to the Secretary not later than the Nomination Return Date

- (b) The Nomination Return Date for candidates for election shall be determined by the Board being a date not less than 21 days nor more than 28 days before the date of the Annual General Meeting

- (c) Immediately after the Nomination Return Date the Secretary shall send to every member duly nominated for election an Acceptance Form indicating the office(s) or position(s) (including representatives on the Council of the US and the Board of Deputies where appropriate) for which he or she has been nominated The Acceptance Form signed by or on behalf of the nominee indicating his or her willingness to stand for that office or position shall be delivered to the Secretary not less than 10 days before the date of the Annual General Meeting

- (d) Not less than six days before the date of the Annual General Meeting a list of candidates eligible for election (a candidate's name who is standing for election for the first time to be indicated in an appropriate manner) shall be sent to each member having the right to vote The list shall record the actual number of Board meetings held during the session and the attendances of members at those meetings Where a member is nominated for re-election to an office or position already held during the last electoral session their name shall be distinguished by an asterisk Where applicable details shall be given of membership of Committees

17 5 The procedure for conducting elections shall be as follows -

- (a) Elections shall be conducted by a Returning Officer who shall be the President but if he is a candidate for a contested office the next Honorary Officer in order of precedence who is not a candidate for a contested office shall be the Returning Officer
- (b) If there are no more nominations for members eligible to be elected than there are vacant offices or positions, then the Returning Officer shall declare such members nominated to be duly elected
- (c) If there is a contest for any of the offices or positions, then a ballot shall be held for the contested offices or positions. In this event not less than three members who are not standing for election shall be appointed by the Annual General Meeting to act as scrutineers one of whom shall be the Chief Scrutineer
- (d) Every member attending and having the right to vote shall be provided by the Returning Officer or his agent with a ballot paper containing the names of the members who have been nominated for the contested offices or positions to be filled
- (e) The ballot paper shall be stamped by the Returning Officer with the name of the WMA before issue. The member shall make a tick/cross in the appropriate box on the ballot paper and shall then deposit it in the ballot box in the presence of the Returning Officer or his agent
- (f) A ballot must be cast by a member personally attending at the Annual General Meeting, subject to Law 17 5(g). A ballot may not be cast by any other person on behalf of the member
- (g) A member may at least ten days in advance of the Annual General Meeting request from the Secretary a ballot paper on the ground that he/she is unable for health reasons to attend the Annual General Meeting and cast his/her ballot. The Secretary may require reasonable medical evidence. The member shall be sent at least seven days in advance of the meeting a ballot paper marked externally to distinguish it from ballots cast in person. The member shall cast his/her ballot following as closely as possible the procedures set out in this Law. He/she shall return the ballot paper by any convenient means to the Returning Officer, who shall be responsible for seeing that his/her ballot is counted
- (h) The Executive shall have discretionary power to consider and if thought fit approve a request from a member for a ballot paper if he/she is unable to attend for a valid reason a General Meeting. The member shall be sent in advance of the meeting a ballot paper marked externally to distinguish it from ballots cast in person. The member shall cast his/her ballot following as closely as possible the procedures set out in this Law. He/she shall return the ballot paper by any convenient means to the Secretary, who shall be responsible for seeing that his/her ballot is counted

17 6 At each election the ballot shall be kept open for a period of at least six hours to be set in advance by the Board

- 17 7 On the expiration of the time fixed for the holding of the ballot the Returning Officer shall declare the ballot closed and the result of the ballot shall be ascertained as follows -
- (a) The scrutineers shall open the ballot box and shall examine each ballot paper and shall reject as invalid any section of a ballot paper used in which there has been recorded in respect of any office or position a greater number of votes than the number of persons to be elected to that office or position, or any section of a ballot paper which has been spoiled
 - (b) The scrutineers shall ascertain the result of the ballot by counting the votes recorded on all valid sections of the ballot papers and shall prepare a list showing the number of votes recorded for each candidate
 - (c) The Chief Scrutineer shall sign that list and deliver it to the Returning Officer who shall immediately declare to be elected those candidates to whom the majority of votes shall have been given The declaration of the Returning Officer as to the result of the ballot shall be final
- 17 8 If any member refuses to serve in the office or position to which he or she has been elected the Returning Officer shall thereupon declare duly elected the person having the next largest number of votes
- 17 9 When there is an equality of votes between any of the candidates the result of the election shall be determined by drawing lots
- 17 10 After the declaration of the result of the ballot the Returning Officer together with the scrutineers shall seal up all the ballot papers (including rejected ballot papers) and shall hand them to the Secretary for safe keeping for a period of three months after which they may be destroyed
- 17 11 A member having the right to vote and wishing to object to any aspect of the procedure relating to the elections shall lodge such objections with the Secretary within twenty-four hours after the declaration of the result of the ballot He or she shall then within seven days of the lodging of his/her objection submit in writing to the Board a signed statement giving details of the ground for the objection The decision of the Board, after considering the objection, shall be final, and pending their decision the election shall be deemed to be in order and the declaration correct
- 17 12 The result of the election shall be notified immediately by the Secretary to the members elected The Secretary shall at the same time fix a copy of the results on the WMA notice board
- 17 13 If a vacancy on the Board occurs for any reason during an electoral session in an office or position specified in Law 10 2 or if the number of representatives on the Council of the US or the Board of Deputies falls below the permitted number the Board may resolve to fill the vacancies for the remainder of the term by co-option, subject to the eligibility of the member nominated to fill the vacancy
- 17 14 If a member is elected to more than one office or position on the Board his or her election shall be deemed to be in respect of the more senior office or position on the Board
- 17 15 An "electoral session" means the period between one Annual General Meeting and the next

- 17 16 Any reference to the qualification of a person to hold office, or to be elected to office, by reference to electoral sessions includes electoral sessions of Old WMA

SYNAGOGUE SERVICES

- 18 1 The Board may invite any Minister, Preacher, Reader or other officiant to take part in any of the services as it may from time to time think fit subject to Laws 3 4 and 3 5
- 18 2 Any member who has a complaint at the form or conduct of the services or the act, decision or conduct of any Honorary Officer or officiant (lay or otherwise) in respect of any matters concerning the services shall make the complaint in writing to the Secretary or the President. The complaint shall be considered by the Board at its next meeting and the Board shall take such action in connection with the complaint as it thinks proper
- 18 3 The decision of the Board on all matters that are not of a religious nature relating to the services shall be final and binding on all concerned. If the complaint is of a religious nature it shall be referred to the Minister (and if at the time there is no Minister then to the Chief Rabbi) and the decision of the Minister or Chief Rabbi shall be final and binding on all concerned

BAR MITZVAHS AND BAT MITZVAHS

- 19 1 A boy about to become Bar Mitzvah shall if required by the Board submit himself to examination by the Minister (and if at the time there is no Minister then by some other person as the Board directs) and shall not be permitted to read a portion of the Law if his competence to do so satisfactorily has not been approved by the person who has examined him
- 19 2 Any parent or guardian of or other person acting for a boy about to become Bar Mitzvah shall not less than 30 days before the desired date of the Bar Mitzvah ceremony apply to the Secretary indicating the day it is desired to hold the ceremony, the portion of the Torah it is desired that the boy should recite and the Hebrew names of the boy and the boy's father
- 19 3 All applications for the ceremony shall be presented to the Executive for consideration. If the Executive does not accept an application it shall be presented as a matter of urgency to the Board for consideration
- 19 4 A girl about to become Bat Mitzvah shall follow such course of studies as is prescribed for the time being by the Board and comply with the requirements of the Minister and the Reader as to the arrangements for the ceremony

MARRIAGES

- 20 1 Subject to Law 3 2 any person wishing to have a marriage solemnised at or under the auspices of the WMA shall give the Secretary 21 days' notice, and shall seven days before the solemnisation of the marriage deliver to the Secretary the authorisation for the marriage issued by the Office of the Chief Rabbi

- 20 2 No marriage shall be solemnised
- (a) unless the conditions in Law 20 1 are fulfilled and
 - (b) without the permission of a Warden or in the absence of the Wardens the permission of any other male Honorary Officer, but he may in his absolute discretion accept shorter notice
- 20 3 The fees payable in respect of any marriage shall be laid down from time to time by the Treasurer
- 20 4 Nothing contained in this Law shall be interpreted as departing in any way from the requirements of English law

MINISTER AND READER

- 21 1 The term Minister denotes any person appointed to act as Rabbi or Minister of the WMA
The term Reader denotes any person appointed to act as Chazan or Reader of the WMA
- 21 2 In case of a vacancy in the office of Minister or Reader the Board shall
- (a) invite and consider applications for the office that is vacant or is to become vacant
 - (b) recommend one candidate to the congregation for its consideration
 - (c) arrange and settle the terms of appointment in accordance with Law 21 3
 - (d) obtain the approval of an Extraordinary General Meeting of WMA, as to the identity of the candidate and the terms of his appointment A copy of the proposed contract shall be left at the Synagogue Office for fourteen days in advance of the Extraordinary General Meeting, and shall be available at the meeting
- 21 3 A Minister or a Reader shall be appointed to the WMA or his contract renewed on the following terms -
- (a) The appointment shall be subject to Law 3 3
 - (b) The appointment shall be for a period of five years or less, which may be renewed
 - (c) The Board shall in the first place negotiate the terms including such remuneration and benefits as the Board agrees with the candidate
 - (d) The terms may include contributions by either party to any schemes providing for the payment of pensions
- 21 4 The Board may in its absolute discretion modify the duties of the Minister or the Reader as occasion may demand
- 21 5 The Board may appoint a Minister or a Reader to act temporarily for not more than six months until a vacancy can be filled upon such terms as the Board thinks fit

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- 21 6 The Board may suspend the Minister or the Reader from his duties
- 21 7 (a) In the event of such suspension the Board shall within two months after the date thereof convene an Extraordinary General Meeting of the members to determine what action should be taken
- (b) The Minister or the Reader concerned and his representative shall have the right to attend and speak at both the Board meeting and the Extraordinary General Meeting at which the matter is to be considered
- 21 8 An Extraordinary General Meeting of the members shall have the power to dismiss the Minister or the Reader
- 21 9 The powers of the Extraordinary General Meeting under this Law shall be exercised by a simple majority of the votes cast by those entitled to vote

SECRETARY AND BEADLE

- 22 1 The term Secretary denotes any person appointed to act as Administrator or Secretary of the WMA and the term Beadle denotes any person appointed to act as Beadle of the WMA
- 22 2 The appointment of a Secretary and a Beadle shall be on such terms and conditions as the Board determines The Board shall also have the power to dismiss such employees

CLERICAL AND OTHER EMPLOYEES

- 23 The employment of clerical and other employees of the WMA and their dismissal shall be on such terms and conditions as the Executive determines

ELDERS

- 24 1 A person who has rendered distinguished service to WMA may be appointed by the Board to be an Elder
- 24 2 Any person holding the position of an Elder of the Old WMA at the time of formation of WMA shall be an Elder of WMA
- 24 3 There shall not be more than ten Elders at any time unless otherwise determined by the Board An Elder shall serve on the Board He/she shall have the right to attend and speak at all meetings of the Board He/she shall be supernumerary to the number of ordinary Board Members
- 24 5 An Elder may stand for election to a position on the Board, subject to eligibility
- 24 6 An Elder shall cease to hold that position if he
- (a) ceases to be a member of WMA for any reason, unless otherwise determined by the Board

- (b) resigns as an Elder
- (c) is removed as an Elder by the Board, on the same grounds and following the same procedure as set out in Laws 10 10 (save for point (b)) and 10 11 with appropriate changes

HONORARY LIFE PRESIDENTS

- 25 1 A past Honorary Officer of WMA or the Old WMA who has rendered outstanding service to WMA may be appointed by the Board to be an Honorary Life President Any person who was designated as an Honorary Life President of the Old WMA shall be designated as an Honorary Life President of WMA
- 25 2 An Honorary Life President shall serve on the Board He/she shall have the right to attend, speak and vote at all meetings of the Board He/she shall be supernumerary to the number of ordinary Board Members
- 25 3 An Honorary Life President may stand for election to a position on the Board, subject to eligibility
- 25 4 An Honorary Life President shall cease to hold that position if he
 - (a) ceases to be a member of WMA for any reason
 - (b) resigns from that position
 - (c) is removed from that position by the Board, on the same grounds and following the same procedure as set out in Laws 10 10 (save for point (b)) and 10 11 with appropriate changes