



**FILE COPY**

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

Company Number **10089003**

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

**WOODFORD LIBERAL SYNAGOGUE (REDBRIDGE)**

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 **29th March 2016**



**\*N100890038\***



**Companies House**



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

IN01

Application to register a company

**SAME DAY**



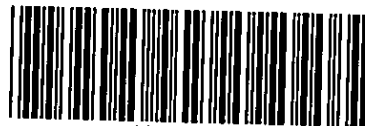
Companies House

A fee is payable with this form.  
Please see 'How to pay' on the last page.

☒ **What this form is for**  
You may use this form to register a  
private or public company

☐ **What this form is for**  
You cannot use this form to register a  
limited liability partnership. If you want to  
register a limited liability partnership, please use form  
LLP01.

SATURDAY



A08 26/03/2016 #250  
COMPANIES HOUSE

## Part 1 Company details

A1

### Company name

To check if a company name is available use our WebCheck service and select  
the 'Company Name Availability Search' option

[www.companieshouse.gov.uk/info](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below

Proposed company  
name in full ①

Woodford Liberal Synagogue (Redbridge)

For official use

10089003

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

① **Duplicate names**  
Duplicate names are not permitted.  
A list of registered names can  
be found on our website. There  
are various rules that may affect  
your choice of name. More  
information on this is available in  
our guidance booklet GP1 at:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A2

### Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive  
or restricted words or expressions that require you to seek comments of a  
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response

② **Company name restrictions**  
A list of sensitive or restricted  
words or expressions that require  
consent can be found in our  
guidance booklet GP1 at:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A3

### Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to  
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☒ I confirm that the above proposed company meets the conditions for  
exemption from the requirement to have a name ending with 'Limited',  
'Cyfyngedig' or permitted alternative.

③ **Name ending exemption**  
Only private companies that are  
limited by guarantee and meet other  
specific requirements or private  
companies that are charities are  
eligible to apply for this. For more  
details, please go to our website:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A4

### Company type ④

Please tick the box that describes the proposed company type and members'  
liability (only one box must be ticked)

☐ Public limited by shares  
☐ Private limited by shares  
☒ Private limited by guarantee  
☐ Private unlimited with share capital  
☐ Private unlimited without share capital

④ **Company type**  
If you are unsure of your company's  
type, please go to our website:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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**A5**

**Situation of registered office ①**

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales  
☐ Wales  
☐ Scotland  
☐ Northern Ireland

**① Registered office**

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

**A6**

**Registered office address ②**

Please give the registered office address of your company

Building name/number Woodford Liberal Synagogue

Street Marlborough Road

Post town London

County/Region

Postcode E 1 8 1 A R

**② Registered office address**

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

**A7**

**Articles of association ③**

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**A8**

**Restricted company articles ④**

Please tick the box below if the company's articles are restricted

☐

**④ Restricted company articles**

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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Application to register a company

## Part 2

## Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

## Secretary

**B1**

### Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation  
For a corporate secretary, complete Sections C1-C4

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

**① Corporate appointments**  
For corporate secretary appointments, please complete section C1-C4 instead of section B

**Additional appointments**  
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

**② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**B2**

### Secretary's service address ③

Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	

**③ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

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Application to register a company

## Corporate secretary

<b>C1</b>	<b>Corporate secretary appointments ①</b>	
	Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm		<b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	→ Yes Complete <b>Section C3 only</b>	
	→ No Complete <b>Section C4 only</b>	
<b>C3</b>	<b>EEA companies ②</b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</b>
Registration number		
<b>C4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

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## Application to register a company

### Director

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	Please use this section to list all the director appointments taken on formation <b>For a corporate director, complete Sections E1-E4</b>	
Title*	Mr	
Full forename(s)	Jonathan Simon	
Surname	Hurst	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	England	
Nationality	British	
Month/year of birth <sup>④</sup>	<div>X</div> <div>X</div> <div>m</div> <div>0</div> <div>m</div> <div>6</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>6</div>	
Business occupation (if any) <sup>⑤</sup>	University Lecturer	

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.

**④ Month and year of birth**  
Please provide month and year only.

**⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

**Additional appointments**  
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

<b>D2</b>	<b>Director's service address <sup>①</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4	
Building name/number	Woodford Liberal Synagogue	
Street	Marlborough Road	
Post town	London	
County/Region		
Postcode	<div>E</div> <div>1</div> <div>8</div> <div></div> <div></div> <div></div> <div>1</div> <div>A</div> <div>R</div> <div></div> <div></div> <div></div>	
Country	England	

**① Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

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## Application to register a company

### Director

<b>D1</b>	<b>Director appointments ①</b>	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4	
Title*	Mr	
Full forename(s)	Mohamed Inshan	
Surname	Karnall	
Former name(s) ②		
Country/State of residence ③	England	
Nationality	British	
Month/year of birth ④	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="text" value="0"/> <input type="text" value="5"/> <input type="text" value="1"/> <input type="text" value="9"/> <input type="text" value="5"/> <input type="text" value="9"/>	
Business occupation (if any) ⑤	Civil Servant	

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.

**④ Month and year of birth**  
Please provide month and year only.

**⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

**Additional appointments**  
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

<b>D2</b>	<b>Director's service address ⑥</b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	Woodford Liberal Synagogue	
Street	Marlborough Road	
Post town	London	
County/Region		
Postcode	<input type="text" value="E"/> <input type="text" value="1"/> <input type="text" value="8"/> <input type="text" value="1"/> <input type="text" value="A"/> <input type="text" value="R"/>	
Country	England	

**⑥ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

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## Application to register a company

### Corporate director

<b>E1</b>	<b>Corporate director appointments</b> ①	
	Please use this section to list all the corporate directors taken on formation	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>	
<b>E3</b>	<b>EEA companies</b> ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③		
Registration number		
	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</b>	
<b>E4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered you must also provide its number in that register	



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Application to register a company

**Part 3 Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee).

**F1 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
<b>Totals</b>				£

**F2 Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
<b>Totals</b>				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
<b>Totals</b>				

**F3 Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate  
nominal value ❸

❸ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately For  
example £100 + €100 + \$10 etc

❶ Including both the nominal value and any  
share premium

❷ Total number of issued shares in this class.

❸ Number of shares issued multiplied by  
nominal value of each share

**Continuation Pages**

Please use a Statement of Capital continuation  
page if necessary

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## Application to register a company

F4

### Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars  
1

#### 1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder

A separate table must be used for each class of share

#### Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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## Application to register a company

Class of share		
Prescribed particulars ①		<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation pages</b>          Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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## Application to register a company

**F5**

### Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

#### Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

**Part 4 Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Consent to act)

**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

**① Name**

Please use capital letters

**② Address**

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

**③ Amount guaranteed**

Any valid currency is permitted

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary

**Subscriber's details**

Forename(s) ①	JONATHAN SIMON
Surname ①	HURST
Address ②	Woodford Liberal Synagogue, Marlborough Road London
Postcode	E 1 8    1 A R
Amount guaranteed ③	£1

**Subscriber's details**

Forename(s) ①	MOHAMED INSHAN
Surname ①	KAMALL
Address ②	Woodford Liberal Synagogue, Marlborough Road London
Postcode	E 1 8    1 A R
Amount guaranteed ③	£1

**Subscriber's details**

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

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## Application to register a company

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ❸	

#### ❶ Name

Please use capital letters

#### ❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

#### ❸ Amount guaranteed

Any valid currency is permitted

#### Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

**Part 5**      **Consent to act****H1****Consent statement**

Please tick the box to confirm consent.

- ☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity

**Part 6**      **Statement of compliance**

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No    Go to **Section I1** (Statement of compliance delivered by the subscribers)
- Yes    Go to **Section I2** (Statement of compliance delivered by an agent)



**I1****Statement of compliance delivered by the subscribers <sup>①</sup>**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

**① Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance

**Continuation pages**  
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

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Application to register a company

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**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name

Building name/number

Street

Post town

County/Region

Postcode

Country

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Agent's signature

Signature

X

X



# IN01

## Application to register a company



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Ben Fryer**

Company name **Mayer Brown International LLP**

Address **201 Bishopsgate**

Post town **London**

County/Region

Postcode **E C 2 M 3 A F**

Country **England**

DX

Telephone **020 3130 3552**



### Certificate

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below.

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agent's address (Given in Section I2)



### Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.



### Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.



### How to pay

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse).



### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

**For companies registered in England and Wales**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1

**Section 243 exemption**  
If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE



### Further information

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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PRIVATE COMPANY LIMITED BY GUARANTEE

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MEMORANDUM OF ASSOCIATION

of

WOODFORD LIBERAL SYNAGOGUE (REDBRIDGE)

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**OF**

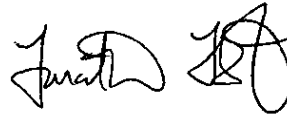
**WOODFORD LIBERAL SYNAGOGUE (REDBRIDGE)**

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 of each subscriber**

**Jonathan Simon Hurst**



**Mohamed Inshan Kamall**



**Dated:** 23rd February 2016

DATED 23 FEBRUARY 2016

ARTICLES OF ASSOCIATION  
OF  
WOODFORD LIBERAL SYNAGOGUE (REDBRIDGE)

# ARTICLES OF ASSOCIATION FOR A CHARITABLE COMPANY

## THE COMPANIES ACT 2006

### COMPANY NOT HAVING A SHARE CAPITAL

#### ARTICLES OF ASSOCIATION OF WOODFORD LIBERAL SYNAGOGUE (REDBRIDGE)

1 The company's name is WOODFORD LIBERAL SYNAGOGUE (REDBRIDGE) (and in these Articles it is called the **"Synagogue"**)

#### 2. Interpretation

2 1 In these Articles

**"address"** means a postal address or for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Synagogue,

**"the Articles"** means the Synagogue's articles of association,

**"Associate Member"** is defined in Article 9 2,

**"clear days"** in relation to the period of a notice means a period excluding

- (a) the day when the notice is given or deemed to be given, and
- (b) the day for which it is given or on which it is to take effect;

**"the Commission"** means the Charity Commission for England and Wales,

**"Companies Acts"** means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Synagogue,

**"connected person"** means

- (a) a child, parent, grandchild, grandparent, brother or sister of the Director,
- (b) the spouse or civil partner of the Director or of any person falling within sub-clause (a) above,
- (c) a person carrying on business in partnership with the Director or with any person falling within sub-clause (a) or (b) above,
- (d) an institution which is controlled
  - (i) by the Director or any connected person falling within sub-clause (a), (b) or (c) above; or
  - (ii) by two or more persons falling within sub-clause (d)(i), when taken together, and
- (e) a body corporate in which
  - (i) the Director or any connected person falling within sub-clauses (a) to (c) has a substantial interest, or
  - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest,

**"the Council"** means the board of Directors from time to time,

**“Directors”** means the directors of the Synagogue The Directors are charity trustees as defined by Section 177 of the Charities Act 2011,

**“document”** includes, unless otherwise specified, any document sent or supplied in electronic form,

**“electronic form”** has the meaning given in section 1168 of the Companies Act 2006,

**“Friend of the Congregation”** means a person described as such in Article 30,

**“Full Member”** is defined in Article 9 1,

**“General Meetings”** means a general meeting of Members of the Synagogue convened and held in accordance with these Articles,

**“Life Vice President”** means a person described as such in Article 29 3,

**“Member”** has the meaning given in Section 112 of the Companies Act 2006 and Article 8;

**“the memorandum”** means the Synagogue’s memorandum of association,

**“officers”** includes the Secretary and the Treasurer,

**“Ordinary Resolution”** means a resolution passed by a majority of not less than 50%,

**“persons of the Jewish faith”** means those persons who are of the Jewish faith, having acquired such faith.

(a) at birth from at least one Jewish parent, or

(b) by upbringing, or

(c) by conversion,

and for the avoidance of any doubt, it shall remain at the discretion of the Council (upon receipt of such rabbinical advice as the Council may determine necessary) as to whether any person is deemed to be a “person of the Jewish faith” for the purposes of these Articles;

**“President”** means the person described as such in Article 29 1,

**“Secretary”** means any person appointed to perform the duties of the secretary of the Synagogue,

**“Special Resolution”** means a resolution passed by a majority of not less than 75%,

**“Transfer Agreement”** means an agreement to be made between (1) the Unincorporated Association (charity number 232980) and (2) the Synagogue relating to the transfer of assets by the Unincorporated Association to the Synagogue,

**“Treasurer”** means any person appointed to perform the duties of the treasurer of the Synagogue,

**“Unincorporated Association”** means the unincorporated association, Woodford Liberal Synagogue, registered as a charity with registration number 232980;

**“the United Kingdom”** means Great Britain and Northern Ireland, and

**“Vice Presidents”** means the persons described as such in Article 29.2

2 2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

2 3 Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when the Articles become binding on the Synagogue

2 4 A reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

### 3 Liability of Members

3.1 The liability of each of the Members of the Synagogue is limited to a sum not exceeding £1, being the amount that each Member undertakes to contribute to the assets of the Synagogue in the event of its being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for

3 1.1 payment of the Synagogue’s debts and liabilities incurred before he or she ceases to be a Member,

3.1.2 payment of the costs, charges and expenses of winding up; and

3 1 3 adjustment of the rights of the contributories amongst themselves

### 4 Objects

The Synagogue’s objects (**“Objects”**) are specifically restricted to the following:

- The advancement of Liberal Judaism and, for such purposes, to be affiliated to Liberal Judaism (formerly known as the Union of Liberal and Progressive Synagogues).
- To provide and conduct religious services for the Members of the Synagogue
- To provide and conduct religious education for children
- To arrange for the solemnisation of marriages
- To arrange for the funerals of and to make provision for burial and cremation of Members of the Synagogue
- To maintain a place of worship
- To do all such other acts as shall be conducive to the aforementioned objects and as the Directors shall from time to time determine

## 5 Powers

5 1 The Synagogue has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Synagogue has power

5 1.1 to raise funds In doing so, the Synagogue must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,

5 1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property;

5 1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Synagogue In exercising this power, the Synagogue must comply as appropriate with sections 117 and 122 of the Charities Act 2011,

5 1 4 to borrow money and to charge the whole or any part of the property belonging to the Synagogue as security for repayment of the money borrowed or as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation The Synagogue must comply as appropriate with sections 124-126 of the Charities Act 2011, if it wishes to mortgage land,

5 1 5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,

5 1 6 to establish or support any charitable trusts, associations or institutions formed for any charitable purpose,

5 1 7 to set aside income as a reserve against future expenditure,

5 1 8 to employ and remunerate such staff as are necessary for carrying out the work of the Synagogue and make all reasonable provisions for the payment of pensions to or on behalf of employees and to make all reasonable provision for the payment of pensions to or on behalf of such staff The Synagogue may employ or remunerate a Director only to the extent it is permitted to do so by Article 7 and provided it complies with the conditions in that Article,

5.1 9 to organise education and activity in connection with the Objects,

5.1.10 to publish in any form and by any method material in connection with the Objects,

5.1.11 to accept any gift of money, property or other assets,

5 1.12 to accept and hold monies, property or other assets on special trusts within the Objects;

5 1 13 to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011, and

5 1 14 to pay out of the funds of the Synagogue the costs of forming and registering the Synagogue both as a company and as a charity.

## 6 Application of Income and Property

6 1 The income and property of the Synagogue shall be applied solely towards the promotion of the Objects

6 2

6 2 1 A Director may benefit from indemnity insurance cover purchased at the Synagogue's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

6 2 2 A Director may receive an indemnity from the Synagogue in the circumstances specified in Article 34



6 2 3 A Director may not receive any other benefit or payment whether arising directly or indirectly out of or in connection with his or her position as a Director of the Synagogue unless it is authorised by Article 7

6 3 Subject to Article 7, none of the income or property of the Synagogue may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member This does not prevent a Member who is not also a Director receiving

6 3 1 a benefit from the Synagogue in the capacity of a Member of the Synagogue,

6 3 2 reasonable and proper remuneration for any goods or services supplied to the Synagogue.

## 7. Benefits and Payment to Synagogue Directors and Connected Persons

7 1 No Director or connected person may.

7 1 1 buy any goods or services from the Synagogue on terms preferential to those applicable to members of the public; or

7 1 2 sell goods, services, or any interest in land to the Synagogue, or

7 1 3 be employed by, or receive any remuneration from, the Synagogue, or

7 1 4 receive any other financial benefit from the Synagogue (but for the avoidance of any doubt this shall not preclude any Director who is also a Member of the Synagogue from enjoying the usual benefits of being a Member of the Synagogue);

unless the payment is permitted by Article 7.2, or authorised by the court or the Charity Commission

In this Article, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

7 2

7 2 1 A Director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Synagogue where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011

7 2.2 A Director or connected person may take part in the normal fundraising activities of the Synagogue on the same terms as members of the public

## 8 Members

8.1 The subscribers to the memorandum are the first Members of the Synagogue

8.2 Membership of the Synagogue is not transferable

8 3 The Directors must keep a register of names and addresses of the Members

9      Classes of membership

9 1      Subject to the approval of the Council, full membership of the Synagogue shall be open to persons of the Jewish faith of not less than 18 years of age who subscribe to the principles and objects of Liberal Judaism and of the Synagogue (and such persons may be afforded the status of “**Full Members**”)

9 2      Subject to the approval of the Council, associate membership of the Synagogue shall be open to persons of the Jewish faith who are not less than 16 years and not more than 21 years of age and who subscribe to the principles and objects of Liberal Judaism and of the Synagogue (and such persons may be afforded the status of “**Associate Members**”).

9 3      Existing Associate Members of the Synagogue shall be entitled to become Full Members of the Synagogue on attaining the age of 18 years or on being confirmed by the Synagogue

9 4      Full Members of the Synagogue (other than those in arrears with the annual subscription) are entitled to hold any office within the Synagogue and to be eligible for election to the Council and to vote at General Meetings. Associate Members are not entitled to hold any office within the Synagogue or to be eligible for election to the Council and shall have no right to vote at General Meetings, but shall enjoy all other privileges of membership afforded to Full Members

9 5      All applicants for membership of the Synagogue shall be required to complete and submit to the Synagogue a written application in such form as shall be from time to time prescribed by the Council. An applicant for membership shall become a Member of the Synagogue upon the granting of his/her application by the Council and payment of the appropriate subscription

9 6      Every Member of the Synagogue shall be liable to pay such annual subscription to the Synagogue as shall be determined from time to time by the Council. Due notice of a proposed change of the annual subscription must be circulated to all Members of the Synagogue at least two weeks in advance of any such change being introduced. It shall be possible for subscriptions to be paid yearly or half-yearly or at such intervals as shall be fixed by the Council. The Council shall have power in its absolute discretion to waive, reduce, or remit payment in whole or in part of, any membership subscription in cases of financial hardship.

9 7      All Members of the Synagogue (and their unmarried children under the age of 21) are also members of the Woodford Progressive Synagogue Burial and Cremation Scheme (the “**Scheme**”) and may not be Members of the Synagogue without being members of the Scheme, except as the Council may authorise from time to time, either in individual cases or more generally.

9 8      Without prejudice to Article 9 9, the Council may terminate the membership of any Member of the Synagogue if it shall deem it to be in the interest of the Synagogue to do so, provided that any resolution calling for the termination of the membership of a Member of the Synagogue under this Article shall require to be passed by a two-thirds majority of those members of the Council present at the meeting at which such resolution is considered and voting on the said resolution, and provided further that no such resolution shall be considered

at any meeting of the Council unless written notice of intention to propose such resolution shall have been given to every member of the Council and to the Member of the Synagogue concerned not less than seven days before the date of such meeting

9 9 The Council shall also have the power to terminate the membership of any Member of the Synagogue who shall be more than four months in arrears with their annual subscription upon giving such Members 14 clear days' notice of their intention to do so, unless all arrears are paid before the expiration of such notice

9.10 If a person whose membership shall have ceased under the provisions of Article 9.8 or 9.9 shall apply to be reinstated as a Member of the Synagogue, his/ her application shall be dealt with under Article 9 5

## 10 Termination of membership

10 1 Membership of the Synagogue is terminated if the Member voluntarily terminates their membership of the Synagogue in writing, ceases to be a Member of the Synagogue pursuant to Article 9.8 or 9 9, or dies

## 11 General Meetings of Members of the Synagogue

11.1 The Directors may call a General Meeting at any time.

11.2 The Directors shall be bound forthwith to convene a General Meeting at the written request of not less than one third of the total number of Members of the Synagogue (none of such Members being in arrears with the annual subscription) stating the business which such Members require to be discussed at that General Meeting

11 3 Every annual General Meeting and other General Meeting shall be held at such time and place as the Council shall decide

11 4 Notice of a General Meeting other than an annual General Meeting shall be issued to each Member of the Synagogue not less than 14 clear days prior to the meeting and shall set forth the agenda A notice for every annual General Meeting shall be sent not less than 28 clear days prior to the meeting A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members of the Synagogue having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

11 5 The notice of a General Meeting must specify the date time and place of the meeting and the general nature of the business to be transacted If the meeting is to be an annual General Meeting, the notice must say so The notice must also contain a statement setting out the right of Members of the Synagogue to appoint a proxy whether under section 324 of the Companies Act 2006 or Article 14 The notice must be given to all the Members of the Synagogue

11 6 Any Members of the Synagogue desiring to propose a resolution at any General Meeting shall forward a copy of such resolution to the Council within 10 clear days from the date of issue of the notice convening the General Meeting

11.7 A resolution may be properly proposed at a General Meeting unless it would in the opinion of a majority of the members of the Council, if passed, be ineffective, defamatory of any person, frivolous or vexatious

11.8 The Synagogue must hold its first annual General Meeting within 18 months after the date of its incorporation.

11.9 An annual General Meeting of Members of the Synagogue must be held in each subsequent year and not more than 15 months may elapse between successive annual General Meetings

11.10 The proceedings at a General Meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission

11.11 No business shall be transacted at any General Meeting unless a quorum is present

11.12 Subject to the provisions of Article 11.15, a quorum in the case of a General Meeting of Members of the Synagogue is Two Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting until the effective date of the Transfer Agreement and thereafter 15 Members of the Synagogue present in person or by proxy and entitled to vote upon the business to be conducted at the meeting

11.13 If.

11.13.1 a quorum is not present within half an hour from the time appointed for the meeting, or

11.13.2 during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Directors shall determine

11.14 The Directors must reconvene the meeting of and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

11.15 If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting, the Members of the Synagogue present in person or by proxy at that time shall constitute the quorum for that meeting

11.16 General Meetings of the Members of the Synagogue shall be chaired by the chairperson of the Council. If he or she is not present within 15 minutes of the time appointed for the meeting, a Director nominated by the Directors shall chair the meeting. If there is only one Director present and willing to act, he or she shall chair the meeting. If no Director is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the Members of the Synagogue present in person or by proxy and entitled to vote must choose one of their number to chair the relevant meeting

11.17 The Members of the Synagogue present in person or by proxy at a General Meeting may resolve by Ordinary Resolution that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be convened unless those details are specified in the resolution. No business shall be conducted

at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place. If a meeting is adjourned by a resolution of the Members of the Synagogue for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting

## 12 Proceedings at annual General Meetings

12.1 The business to be transacted at an annual General Meeting shall be

12.1.1 To receive reports covering the period since the previous annual General Meeting from Council,

12.1.2 to receive the auditor's/independent examiner's report for the previous financial year and receive the accounts for the previous financial year,

12.1.3 to receive an estimate of the Synagogue's income and expenditure for the current year,

12.1.4 to elect members of the Council, the chairperson of the Council and officers of the Synagogue (including the Secretary and Treasurer) to fill the vacancies arising;

12.1.5 to appoint an auditor/independent examiner and

12.1.6 to deal with any other business as the Council shall decide.

## 13 Votes of Members

13.1 Every Member of the Synagogue entitled to vote at a General Meeting shall have one vote at a General Meeting.

13.2 Subject to Article 13.3, any vote at a General Meeting shall be decided by a show of hands unless before or on the declaration of the result of the show of hands, a poll is demanded:

13.2.1 by the person chairing the meeting; or

13.2.2 by persons present in person or by proxy representing not less than one third of all the persons present at the meeting in person or by proxy having the right to vote at the meeting

13.3 With respect to any contested election of members of the Council at an annual General Meeting, the chairperson of the Council or officers of the Synagogue, the names of the Members nominated for such a role shall be published not less than 7 days prior to the relevant annual General Meeting and the voting shall then be by a poll of those present at the meeting

13.4 The declaration by the person who is chairing the General Meeting of the result of a vote shall be conclusive unless a poll is demanded in accordance with Article 13.2.

13.5 The result of the vote at a General Meeting must be recorded in the minutes of the Synagogue but the number or proportion of votes cast need not be recorded

13.6 In the case of an equality of votes at any General Meeting, the person who is chairing the meeting shall not have a second or casting vote

## 14 Content of Proxy Notices

14.1 Each Member of the Synagogue shall have the right to appoint a proxy in accordance with this Article in respect of a General Meeting to which the Member is entitled to attend and vote at.

14.2 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:

14 2 1 States the name and address of the Member appointing the proxy,

14 2 2 Identifies the person appointed to be that Member’s proxy and the General Meeting in relation to which that person is appointed;

14 2.3 Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine, and

14 2.4 Is delivered to the Synagogue in accordance with these Articles and any instructions contained in the notice of the General Meeting to which they relate

14.3 The Synagogue may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

14 4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

14 5 Unless a proxy notice indicates otherwise, it must be treated as

14 5 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the relevant General Meeting; and

14 5 2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself

14 6 An appointment under a proxy notice may be revoked by delivering to the Synagogue a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given

14 7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

14 8 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf

## 15 Written resolutions

15 1 A resolution in writing agreed by a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of the Members of the Synagogue who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that

15 1 1 a copy of the proposed resolution has been sent to every eligible Member of the Synagogue,

15.1 2 a simple majority (or in the case of a Special Resolution a majority of not less than 75%) of eligible Members of the Synagogue has signified its agreement to the resolution, and  
15.1 3 it is contained in an authenticated document which has been received at the registered office of the Synagogue within the period of 28 days beginning with the circulation date

15 2 A resolution in writing may comprise several copies to which one or more Members of the Synagogue have signified their agreement.

## 16 Directors

16.1 A Director must be a natural person aged 18 years or older

16 2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 20

16 3 The minimum number of Directors shall be two until the effective date of the Transfer Agreement and thereafter six (unless otherwise determined by Ordinary Resolution)

16 4 The first Directors shall be those persons notified to Companies House as the first directors of the Synagogue.

16 5 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors

## 17 Powers of Directors

17 1 The Directors shall manage the business of the Synagogue and may exercise all the powers of the Synagogue unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any Special Resolution

17 2 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Synagogue

17 3 The rules and bye laws made by the Directors may regulate the following matters but are not restricted to them

17.3 1 Burial, cremation and marriages,

17.3 2 the admission of Members to the Synagogue and the rights and privileges of such Members and the entrance fees, subscriptions and other fees or payments to be made by Members of the Synagogue,

17 3 3 the establishment of classes of membership with different rights and obligations (but not to affect or alter any voting rights of Members at that time in place),

17 3.4 the conduct of Members of the Synagogue in relation to one another, and to the Synagogue's employees and volunteers,

17 3 5 the procedure at General Meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Act 2006 or by these Articles; and

17 3 6 generally, all such matters as are commonly the subject matter of company rules

17 4 The Directors and/or the Synagogue in General Meeting have the power to alter, add to or repeal the rules or bye laws referred to in Article 17 3.

17 5 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of Members of the Synagogue

17 6 The rules or bye laws referred to in Article 17 3 shall be binding on all Members of the Synagogue No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the Articles

17 7 No alteration of the Articles or any Special Resolution shall have retrospective effect to invalidate any prior act of the Directors

17 8 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors

## 18 The Council

18.1 The Council shall consist of a chairperson, vice chairperson(s), the Treasurer, the Secretary and not less than five nor more than 15 other Members of the Synagogue The office of chairperson of the Council shall not be held for more than three consecutive years

18 2 The Rabbi of the Synagogue shall be an ex-officio member of the Council The Rabbi of the Synagogue shall be entitled to attend Council meetings as a non-voting member

18 3 The Council and officers of the Synagogue (including the Secretary and the Treasurer) shall be elected by and from the Full Members of the Synagogue at an annual General Meeting.

18 4 Election to the Council shall be for a period of three years Retiring Members may offer themselves for re-election

18 5 The Council shall have the power to appoint sub-committees for special purposes (in accordance with Article 23)

18 6 Should the number of Council members fall below nine then the Council shall have the power to co-opt a Member to fill the vacancy Further, where a Member of the Synagogue has special qualifications and/or experience, the Council shall have the power to co-opt him or her to the Council in order to further its efficient operation

## 19 Retirement of Directors

If a Director is required to retire at an annual General Meeting by a provision of these Articles, the retirement shall take effect upon the conclusion of the meeting, or if the retiring Director is an officer of the Synagogue, upon the election of his or her successor at an annual General Meeting (and if no successor is elected, at the conclusion of such annual General Meeting)



## 20 Disqualification and removal of Directors

A Director shall cease to hold office as Director if he or she

20 1 ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a Director,

20 2 is disqualified from acting as a Director by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision),

20 3 ceases to be a Member of the Synagogue;

20 4 becomes incapable by reason of mental or physical illness or injury of managing and administering his or her own affairs, or

20 5 resigns as a Director by notice to the Synagogue (but only if at least two Directors will remain in office when the notice of resignation is to take effect)

## 21 Remuneration of Directors

The Directors must not be paid any remuneration by the Synagogue unless it is authorised by Article 7

## 22 Proceedings of Directors

22 1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles

22 2 There shall be not less than six meetings of the Council every year

22 3 The Directors and officers shall, as far as possible, immediately after the date of the Transfer Agreement be the same persons who were the council members and officers of Woodford Liberal Synagogue (charity number 232980) immediately before the effective date of the Transfer Agreement and the periods of office of Council members and coopted Council members and officers of Woodford Liberal Synagogue (charity number 232980) shall be taken into account in determining the dates for the expiry of their term of office and retirement

22 4 Notice of meetings of the Council shall be of not less than seven days duration unless, in the opinion of the chairperson of the Council, or any other officer in the absence of the chairperson or if the chairperson shall be unable for any reasons to act, there shall be a matter requiring the urgent attention of the Directors. The notice shall set forth the agenda of that meeting

22 5 Any Director may call a meeting of the Council. The Secretary (if any) must call a meeting of the Council if requested to do so by a Director

22.7 No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable

electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants

22 8 The quorum up to the effective date of the Transfer Agreement shall be two and thereafter shall be five, or such larger number as may be decided from time to time by the Directors.

22 9 If the number of Directors present at a meeting of the Council is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting

22 10 The chairperson of the Council shall chair meetings of the Council

22 11 If no-one has been appointed to chair meetings of the Council, or if the person appointed is unwilling to preside or is not present within 15 minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting

22 12 The person appointed to chair meetings of the Council shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors

22 13 Questions arising at a meeting of the Council shall be decided by a majority of votes

22 14 Any Member of the Synagogue shall be entitled to attend any meeting of the Council subject to the chairperson of the Council having an absolute discretion to decide to exclude any such Member from the whole or any part of the meeting The Member attending such meeting shall have no right to participate in the deliberations of the meeting in any way and shall abide by rules of confidentiality designated by the chairperson of the Council Such rules may include a provision excluding the right of Members of the Synagogue to attend a confidential part of a meeting

## 23 Delegation

23 1 The Directors may delegate any of their powers or functions to a committee of one or more Directors (if the Directors so decide) and other Members of the Synagogue who are not Directors but who are appointed under procedures established by the Directors under Article 17

23 2 The Directors may impose conditions when delegating, including the conditions that.

23 2 1 the relevant powers are to be exercised exclusively by the committee to whom they delegate,

23 2.2 no expenditure may be incurred on behalf of the Synagogue except in accordance with a budget previously agreed with the Directors

23 3 The Directors may revoke or alter a delegation

23 4 All acts and proceedings of any committees must be fully and promptly reported to the Directors

23 5 The Council shall have power to appoint such committees as it may think fit. The chairperson of every committee which is designated by the Council as a Standing Committee, if not already a Director, shall be a member of the Council ex-officio and without power to vote.

24. Declaration of Director's Interests

A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Synagogue or in any transaction or arrangement entered into by the Synagogue which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Synagogue and any personal interest (including but not limited to any personal financial interest).

25. Conflicts of interest and conflicts of loyalties

25 1 If a conflict of interest arises for a Director 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 un-conflicted Directors may authorise such a conflict of interest where the following conditions apply:

25 1 1 the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,

25 1.2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting, and

25 1 3 the un-conflicted Directors consider it is in the interests of the Synagogue to authorise the conflict of interest in the circumstances applying.

25 2 In this Article, a conflict of interest 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 a Director or to a connected person.

26 Validity of Directors' Decisions

26 1 Subject to Article 26.2, all acts done by a meeting of the Council, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director.

26 1 1 who was disqualified from holding office,

26 1 2 who had previously retired or who had been obliged by the constitution to vacate office,

26 1 3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if without

26.1 4 the vote of that Director, and

26.1 5 that Director being counted in the quorum,

the decision has been made by a majority of the Directors at a quorate meeting

26.2 Article 26 1 does not permit a Director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 26 1 the resolution would have been void, or if the Director has not complied with Article 24.

## 27 Written Resolutions

27 1 A resolution in writing or in electronic form agreed by all of the Directors entitled to receive notice of a meeting of the Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held

27 2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement

## 28 Minutes

The Directors must keep minutes of all

28 1 appointments of officers made by the Directors, and

28 2 meetings of the Council and committees of Directors including

28 2 1 the names of the Directors present at the meeting, and

28 2 2 the decisions made at the meetings

## 29 President, Vice Presidents and Life Vice Presidents of the Synagogue

29 1 In recognition of outstanding service to the Synagogue, a person can be proposed by the Council at an annual General Meeting for election to the honorary office of "President" of the Synagogue. On election, he or she will be entitled to attend Council meetings as a non-voting member. The President's appointment shall be confirmed annually, or after such other period as may be decided from time to time by the Council.

29 2 In recognition of outstanding service to the Synagogue, a person can be proposed by the Council at an annual General Meeting for election to the honorary office of "Vice President" of the Synagogue. More than one person can be so elected. A Vice President will be entitled to attend Council meetings as a non-voting member. Such elections shall be confirmed annually, or after such other period as may be decided from time to time by the Council. An outgoing chairperson the Council will automatically be appointed as a Vice President of the Synagogue upon leaving the office of chairperson of the Council. Vice Presidents appointed in this way will thenceforth be treated in all respects as if they had been elected at an annual General Meeting.

29.3 In recognition of outstanding service to the Synagogue, a person can be proposed by the Council at an annual General Meeting for election to the honorary office of "Life Vice President". On election, he or she will be entitled to attend Council meetings as a non-voting member and his or her appointment will be confirmed annually, or after such other period as may be decided from time to time by the Council. More than one person can be so elected.

29 4 The persons who are President, Vice Presidents and Life Vice Presidents as at the effective date of the Transfer Agreement shall be President, Vice Presidents and Life Vice Presidents of the Synagogue on the same terms as far as possible as the terms of their appointment as President, Vice Presidents and Life Vice Presidents of the Unincorporated Association

30 Friend of the Congregation

30 1 Persons aged 18 years old and above who are not persons of the Jewish faith may be admitted to the Synagogue in the capacity of "Friend of the Congregation" A Friend of the Congregation shall not be considered a Member of the Synagogue

30 2 A Friend of the Congregation

30 2 1 shall be able to join any committee of the Synagogue except those with influence over religious affairs:

30 2 2 shall not be entitled to hold any office,

30 2 3 shall not be eligible for election to the Council, and

30.2 4 shall not be entitled to vote at General Meetings.

30 3 Persons of the Jewish Faith shall not be able to become Friends of the Congregation

30 4 All applications to become a Friend of the Congregation shall be made in writing and shall be signed by the applicant and are subject to approval by Council.

30 5 Each Friend of the Congregation shall pay an annual subscription of such sum as shall be fixed from time to time by Council The provisions of Article 9 6 as they apply to subscriptions payable by Members of the Synagogue shall apply with necessary modifications to the subscriptions payable by a Friend of the Congregation

31 Means of communication to be used

31 1 Subject to the other Articles, anything sent or supplied by the Synagogue under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Synagogue

31 2 Subject to the other Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

31.3 Any notice to be given by the Synagogue pursuant to the Articles

31 3 1 may be in writing, or

31 3 2 may be given using electronic communications, or

31 3.3 may be made available on a website.

31 4 Where a document or information which is required or authorised to be sent or supplied by the Synagogue under the Companies Act 2006 is sent or supplied by using

electronic communication or by making it available on a website, the recipient must have agreed that he or she may be communicated with in that form or manner or be deemed to have so agreed under the Companies Act 2006 (and not revoked that agreement) Where any other document or information is sent or supplied by electronic communication or made available on a website, the Directors may decide what agreement (if any) is required from the recipient

31.5 A Member of the Synagogue present in person at any meeting of the Synagogue shall be deemed to have received notice of the meeting and of the purposes for which it was called

## 32 Accounts

32.1 The Directors must prepare for each financial year accounts as required by the Companies Acts The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

32.2 The Directors must keep accounting records as required by the Companies Acts

## 33 Annual Report and Return and Register of Charities

33.1 The Directors must comply with the requirements of the Charities Act 2011 with regard to

33.1.1 transmission of the statements of account to the Synagogue,

33.1.2 preparation of an annual report and its transmission to the Commission, and

33.1.3 preparation of an annual return and its transmission to the Commission.

33.2 The Directors must notify the Commission promptly of any changes to the Synagogue's entry on the Central Register of Charities.

## 34 Indemnity

34.1 The Synagogue may indemnify a relevant Director against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the 2006 Act

34.2 In this Article, a "relevant Director" means any Director or former Director of the Synagogue or Council member or former council member of Woodford Liberal Synagogue (charity number 232980).

## 35 Dissolution

35.1 The Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Synagogue after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Synagogue be applied or transferred in any of the following ways

35.1.1 directly for the Objects, or

35.1.2 by transfer to any charity or charities for purposes similar to the Objects, or

35.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

35 2 Subject to any such resolution of the Members, the Directors may at any time before and in expectation of its dissolution resolve that any net assets of the Synagogue after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Synagogue be applied or transferred.

35 2 1 directly for the Objects, or

35 2.2 by transfer to any charity or charities for purposes similar to the Objects; or

35 2 3 to any charity or charities for use for particular purposes that fall within the Objects

35 3 In no circumstances shall the net assets of the Synagogue be paid to or distributed among the Members and if no resolution in accordance with Article 35 1 or 35 2 is passed by Members or the Directors, the net assets of the Synagogue shall be applied for charitable purposes as directed by a court or the Commission.