

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8341721

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

THE UNION OF ORTHODOX HEBREW CONGREGATIONS

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, Cardiff, on 27th December 2012



N08341721D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



Companies House

— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 27/12/2012



X10MVKI9

*Company Name
in full:*

THE UNION OF ORTHODOX HEBREW CONGREGATIONS

I confirm that the above proposed company meets the conditions for exemption from the requirements to have a name ending with 'Limited' or permitted alternative

Company Type:

Private limited by guarantee

*Situation of Registered
Office:*

England and Wales

*Proposed Register
Office Address:*

**140 STAMFORD HILL
LONDON
ENGLAND
N16 6QT**

I wish to adopt entirely bespoke articles

Company Secretary 1

Type: **Corporate**

Name: **THE TALMUD CENTRE TRUST**

*Registered or
Principal Office
Address:* **106 OSBALDESTON ROAD
LONDON
ENGLAND
N16 6NL**

European Economic Area (EEA) Company

Register Location: **ENGLAND**

Registration Number: **.**

Consented to Act: **Y** *Date authorised:* **27/12/2012** *Authenticated:* **YES**

Company Director **1**

Type: **Person**
Full forename(s): **MR DAVID**

Surname: **FRAND**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **10/10/1942** *Nationality:* **BRITISH**

Occupation: **TEXTILE MERCHANT**

Consented to Act: **Y** *Date authorised:* **27/12/2012** *Authenticated:* **YES**

Company Director **2**

Type: **Person**
Full forename(s): **MR SYDNEY SAMUEL**

Surname: **SINITSKY**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **05/05/1948** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Consented to Act: **Y** *Date authorised:* **27/12/2012** *Authenticated:* **YES**

Company Director **3**

Type: **Person**

Full forename(s): **MR RALPH RAPHAEL**

Surname: **BERGMAN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **16/12/1943**

Nationality: **BRITISH**

Occupation: **MAGISTRATE**

Consented to Act: **Y**

Date authorised: **27/12/2012**

Authenticated: **YES**

Company Director 4

Type: **Person**
Full forename(s): **MR BENZION SCHALOM ELIEZER**

Surname: **FRESHWATER**

Former names:

Service Address: **FRESHWATER HOUSE 158-162 SHAFTESBURY AVENUE
LONDON
ENGLAND
WC2H 8HR**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **24/04/1948** *Nationality:* **BRITISH**

Occupation: **MANAGING DIRECTOR**

Consented to Act: **Y** *Date authorised:* **27/12/2012** *Authenticated:* **YES**

Statement of Guarantee

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;*
- payments of costs, charges and expenses of winding up, and;*
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.*

Name: **THE TALMUD CENTRE TRUST**

Address: **106 OSBALDESTON ROAD
LONDON
ENGLAND
N16 6NL**

Amount Guaranteed: **1**

Name: **ADATH YISROEL SYNAGOGUE**

Address: **40 QUEEN ELIZABETH WALK
LONDON
ENGLAND
N16 0HJ**

Amount Guaranteed: **1**

Name: **SCHIFFSHUL LTD**

Address: **5 WINDUS ROAD
LONDON
ENGLAND
N16 6DT**

Amount Guaranteed: **1**

Name: **BETH SHMUEL SYNAGOGUE LIMITED**

Address: **169-171 GOLDERS GREEN ROAD
LONDON
ENGLAND
NW11 9BY**

Amount Guaranteed: **1**

Statement of Compliance

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

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **THE LONDON LAW AGENCY LIMITED**

Agent's Address: **THE OLD EXCHANGE 12 COMPTON ROAD
WIMBLEDON, LONDON
UNITED KINGDOM
SW19 7QD**

Authorisation

Authoriser Designation: **agent**

Authenticated: **Yes**

Agent's Name: **THE LONDON LAW AGENCY LIMITED**

Agent's Address: **THE OLD EXCHANGE 12 COMPTON ROAD
WIMBLEDON, LONDON
UNITED KINGDOM
SW19 7QD**

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association
of
The Union of Orthodox Hebrew Congregations

Bates Wells & Braithwaite London LLP
2-6 Cannon Street
London EC4M 6YH
(Telephone: 020 7551 7777)
www.bwbllp.com
208727/0001/001094029

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of The Union of Orthodox Hebrew Congregations

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

**Naftoli Friedman
(The Talmud Centre Trust)**

**Moses Theo Bibelman
(Adath Yisroel Synagogue)**

Schiffshul Ltd

Beth Shmuel Synagogue Limited

Dated 20 December 2012

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

The Union of Orthodox Hebrew Congregations

Bates Wells & Braithwaite London LLP

2-6 Cannon Street

London EC4M 6YH

(Telephone: 020 7551 7777)

www.bwbllp.com

STL/EA/208727/0001

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

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The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of The Union of Orthodox Hebrew Congregations

(hereinafter referred to as the “UOHC”)

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

- 2.1 The object of the UOHC is for the public benefit to protect and to further in every way the interests and requirements of Orthodox Judaism in Great Britain and to establish and support such institutions as will serve this object.
- 2.2 In furtherance of the object set out in Article 2.1 above, the UOHC shall act as an umbrella organisation for and a unifying force of its Affiliated Congregations and to cooperate, where appropriate, with other organisations and congregations.

3. Activities

- 3.1 All the activities of the UOHC shall be carried out in accordance with Jewish law as laid down by the Shulchan Oruch and the Rabbinat's decision on all matters of Halochah shall be final and binding.
- 3.2 The UOHC shall represent the interests of its Affiliated Congregations to other bodies and organisations, including Jewish, non-Jewish, local, national and international bodies and organisations.
- 3.3 The UOHC shall elect a Rabbinat and provide for a Vaad Rabbonim in the manner set out in these Articles and shall facilitate the provision of Shechitah and Kashrus facilities, Mikvaos, educational institutions, welfare organisations, care for the aged, publications, religious marriages and burial facilities and such other facilities and institutions as are deemed necessary for the maintenance of a strictly Orthodox Jewish community.

4. Powers

To further its object the UOHC may:

- 4.1 provide and assist in the provision of money, materials or other help;

- 4.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 4.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 4.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 4.5 provide or procure the provision of counselling and guidance;
- 4.6 provide or procure the provision of advice;
- 4.7 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;
- 4.8 enter into contracts to provide services to or on behalf of other bodies;
- 4.9 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 4.10 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the UOHC must comply as appropriate with the Charities Act 2011);
- 4.11 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the UOHC must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 4.12 set aside funds for special purposes or as reserves against future expenditure;
- 4.13 invest the UOHC's money not immediately required for its objects in or upon any investments, securities or property;
- 4.14 arrange for investments or other property of the UOHC to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a Financial Expert or Experts acting under their instructions and pay any reasonable fee required;
- 4.15 lend money and give credit to any person or company, take security for such loans or credit;
- 4.16 guarantee or give security for the performance of contracts by any person or company;

- 4.17 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 4.18 accept (or disclaim) gifts of money and any other property;
- 4.19 raise funds by way of subscription, donation or otherwise;
- 4.20 trade in the course of carrying out its objects and carry on any other trade whether or not expected to give rise to taxable profits;
- 4.21 incorporate and acquire subsidiary companies to carry on any trade;
- 4.22 subject to Article 5 (limitation on private benefits):
 - 4.22.1 engage and pay employees, consultants and professional or other advisers; and
 - 4.22.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 4.23 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 4.24 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the UOHC's objects);
- 4.25 undertake and execute charitable trusts;
- 4.26 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 4.27 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 4.28 pay out of the funds of the UOHC the costs of forming and registering the UOHC;
- 4.29 insure the property of the UOHC against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the UOHC;
- 4.30 provide indemnity insurance for the Trustees or any other officer of the UOHC in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011; and
- 4.31 do all such other lawful things as may further the UOHC's object.

LIMITATION ON PRIVATE BENEFITS

5. Limitation on private benefits

- 5.1 The income and property of the UOHC shall be applied solely towards the promotion of its objects.

Permitted benefits to Members

- 5.2 No part of the income and property of the UOHC may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member or Associate Member of the UOHC. This shall not prevent any payment in good faith by the UOHC of:

- 5.2.1 any payments made to any Member or Associate Member in his or its capacity as a beneficiary of the UOHC;
- 5.2.2 reasonable and proper remuneration to any Member or Associate Member for any goods or services supplied to the UOHC (including services performed by the Member or Associate Member under a contract of employment with the UOHC); and
- 5.2.3 any reasonable and proper rent for premises let by any Member or Associate Member to the UOHC.

Permitted benefits to Trustees and Connected persons

- 5.3 No Trustee may:

- 5.3.1 sell goods, services or any interest in land to the UOHC;
- 5.3.2 be employed by, or receive any remuneration from, the UOHC; or
- 5.3.3 receive any other financial benefit from the UOHC;

unless the payment is permitted by Article 5.4 or 5.5 or authorised in Writing by the Charity Commission.

- 5.4 A Trustee may receive the following benefits from the UOHC:

- 5.4.1 a Trustee or person Connected to a Trustee may receive a benefit from the UOHC in his, her or its capacity as a beneficiary of the UOHC;
- 5.4.2 a Trustee may be reimbursed by the UOHC for, or may pay out of the UOHC's property, reasonable expenses properly incurred by him when acting on behalf of the UOHC on production of written authorisation from one of the honorary treasurers and receipts;
- 5.4.3 a Trustee or person Connected to a Trustee may be paid reasonable and proper remuneration by the UOHC for any goods or services supplied to the UOHC on the instructions of the Trustees (excluding, in the case of a Trustee, the service of acting as Trustee and services performed under a

contract of employment with the UOHC) provided that this provision may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is a person Connected to a Trustee in relation to that Trustee);

- 5.4.4 a Trustee or person Connected to a Trustee may receive reasonable and proper rent for premises let to the UOHC;
- 5.4.5 the UOHC may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 4.30; and
- 5.4.6 a Trustee or other officer of the UOHC may receive payment under an indemnity from the UOHC in accordance with the indemnity provisions set out at Article 7;

provided that where benefits are conferred under Article 5.4, Article 19 (Conflicts of Interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

Subsidiary Companies

- 5.5 Article 5.4 (read so that references to “the UOHC” are replaced by references to “any Subsidiary Company”) shall permit a Trustee to receive benefits from a Subsidiary Company provided that:
 - 5.5.1 Article 5.4.1 shall be treated as though it read “a Trustee or person Connected to a Trustee may receive a benefit from any Subsidiary Company in his, her or its capacity as a beneficiary of the UOHC or of any Subsidiary Company”; and
 - 5.5.2 the words in Article 5.4.3 “on the instructions of the Trustees (excluding, in the case of a Trustee, the service of acting as Trustee and services performed under a contract of employment with the UOHC)” shall be treated as though they read “, with the approval of the Trustees, (excluding the service of acting as Trustee but including other services performed by a Trustee or person Connected to a Trustee under a contract of employment with any Subsidiary Company)”.

LIMITATION OF LIABILITY AND INDEMNITY

6. Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the UOHC in the event of its being wound up while it is a Member or within one year after it ceases to be a Member, for:

- 6.1 payment of the UOHC’s debts and liabilities contracted before it ceases to be a Member;

- 6.2 payment of the costs, charges and expenses of winding up; and
- 6.3 adjustment of the rights of the contributories among themselves.

7. Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the UOHC shall be indemnified out of the assets of the UOHC in relation to any liability incurred by him in that capacity but only to the extent permitted by the Companies Acts; and every member of the Executive Committee of the UOHC may be indemnified out of the assets of the UOHC in relation to any liability incurred by him in that capacity, but only to the extent permitted by the Companies Acts.

TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

8. Trustees' general authority

- 8.1 Subject to the Articles, the Trustees are responsible for the management of the UOHC's business, for which purpose they may exercise all the powers of the UOHC.
- 8.2 In these Articles the Board of Trustees shall be called the Executive Committee and meetings of the Trustees shall be called meetings of the Executive Committee.

9. Members' reserve power

- 9.1 The Members may, by special resolution passed in a meeting of the Council, direct the Executive Committee to take, or refrain from taking, specified action.
- 9.2 No such special resolution invalidates anything which the Executive Committee has done before the passing of the resolution.

10. Chairman

The Executive Committee shall appoint the duly elected President or in his absence one of the Vice Presidents to serve as the chairman of meetings of the Executive Committee ("Chairman").

DELEGATION OF TRUSTEES' POWERS

11. Trustees' power to delegate

- 11.1 Subject to the Articles, the Executive Committee may delegate any of its powers or functions or the implementation of its decisions and day to day management of the affairs of the UOHC to any person or committee.

- 11.2 Any delegation by the Executive Committee may be by such means, to such an extent, in relation to such matters, and on such terms and conditions as the Executive Committee thinks fit.
- 11.3 The Executive Committee may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management of the UOHC by any person or committee to whom they are delegated.
- 11.4 The Executive Committee may revoke any delegation in whole or part, or alter its terms and conditions.
- 11.5 The Executive Committee may by power of attorney or otherwise appoint any person to be the agent of the UOHC for such purposes and on such conditions as it shall determine.

12. Delegation to Committees

- 12.1 The Executive Committee may appoint sub-committees for such purposes as it deems necessary from time to time in accordance with the following conditions:
 - 12.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the sub-committee (although the resolution may allow the sub-committee to make co-options up to a specified number);
 - 12.1.2 the composition of any sub-committee shall be entirely in the discretion of the Executive Committee and may include such number of Trustees (if any) as the resolution may specify;
 - 12.1.3 the deliberations of any sub-committee must be reported regularly to the Executive Committee and any resolution passed or decision taken by any sub-committee must be reported promptly to the Executive Committee for ratification and every sub-committee must appoint a secretary for that purpose; in the case of urgent matters any such resolution passed or decision taken must have had the prior approval of at least three Honorary Officers;
 - 12.1.4 the Executive Committee may make such regulations and impose such terms and conditions and give such mandates to any sub-committee as it may from time to time think fit; and
 - 12.1.5 no sub-committee shall knowingly incur expenditure or liability on behalf of the UOHC except where authorised by the Executive Committee or in accordance with a budget which has been approved by the Executive Committee.
- 12.2 The meetings and proceedings of any sub-committee shall be governed by the Articles regulating the meetings and proceedings of the Executive Committee so far as they apply and are not superseded by any regulations made by the Executive Committee.

13. Delegation of any day to day management powers

In the case of any delegation of the day to day management of the UOHC to a senior executive or any other manager or managers:

- 13.1 the delegated power shall be to manage the delegated matter(s) by implementing the policy and strategy adopted by and within a budget approved by the Executive Committee and (if applicable) to advise the Executive Committee in relation to such policy, strategy and budget;
- 13.2 the Executive Committee shall provide any manager with a description of his or her role and the extent of his or her authority; and
- 13.3 in the case of any day to day activities of the UOHC the senior executive or other manager(s) must consult with an Honorary Officer regarding the delegated matter(s), should a query arise, and abide by his decision; and
- 13.4 any manager must report as requested to the Executive Committee on the activities undertaken in managing the delegated matter(s) and provide the Executive Committee as requested with management accounts which are sufficient to explain the financial position of the delegated matter(s).

14. Delegation of investment management

The Executive Committee may delegate the management of investments to a Financial Expert or Experts provided that:

- 14.1 the investment policy is set down in Writing for the Financial Expert or Experts by the Executive Committee;
- 14.2 timely reports of all transactions are provided to the Executive Committee;
- 14.3 the performance of the investments is reviewed regularly with the Executive Committee;
- 14.4 the Executive Committee is entitled to cancel the delegation arrangement at any time;
- 14.5 the investment policy and the delegation arrangements are reviewed regularly;
- 14.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance and not exceeding financial industry standard levels as authorised by the Financial Services Authority (or its successor body); and
- 14.7 the Financial Expert or Experts must not do anything outside the powers of the Executive Committee.

15. Rules

- 15.1 The Executive Committee may from time to time make, repeal or alter such rules as it thinks fit as to the management of the UOHC and its affairs. The rules shall be binding on all Members and Associate Members of the UOHC (as applicable) provided that no rule shall be inconsistent with the Companies Acts, these Articles or any rule of law including the Shulchan Oruch as interpreted by the Rabbinate.
- 15.2 The rules may regulate the following matters but are not restricted to them:

- 15.2.1 the duties of any sub-committee, Council Delegates, Members, Associate Members or employees of the UOHC or the Vaad Rabbonim;
 - 15.2.2 the admission of Members or Associate Members to the UOHC and the benefits conferred on such Members or Associate Members, and any subscriptions, fees or payments to be made by such Members or Associate Members;
 - 15.2.3 the conduct of Trustees, Members or Associate Members of the UOHC in relation to one another, and to the UOHC's employees and volunteers;
 - 15.2.4 the conduct of business of the Executive Committee or any sub-committee (including, without limitation, how the Executive Committee and the Council make decisions and how such rules are to be recorded or communicated to the Members and Associate Members and the Council Delegates);
 - 15.2.5 the procedure at Council meetings;
 - 15.2.6 any of the matters or things within the powers or under the control of the Executive Committee; and
 - 15.2.7 generally, all such matters as are commonly the subject matter of company rules.
- 15.3 The Council has the power to alter, add to or repeal the rules by a majority vote of those present and voting at a Council meeting.

DECISION-MAKING BY TRUSTEES

16. Trustees to take decisions collectively

Any decision of the Executive Committee must be by decision of a majority of the Trustees present and voting at a quorate Executive Committee meeting.

17. Calling a meeting of the Executive Committee

- 17.1 A minimum of five Trustees may request a meeting of the Executive Committee.
- 17.2 A meeting of the Executive Committee must be called by at least seven days' notice unless either:
 - 17.2.1 a majority of the Trustees agree; or
 - 17.2.2 urgent circumstances require shorter notice.
- 17.3 Notice of meetings of the Executive Committee must be given to each Trustee, such notice to be either verbally or in Writing (including electronically).
- 17.4 The Executive Committee shall meet not less than once every two months and at least six times each year.

18. Quorum for meetings of the Executive Committee

- 18.1 At a meeting of the Executive Committee, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting of the Executive Committee.
- 18.2 Meetings of the Executive Committee shall be quorate if:
- 18.2.1 a majority of the members of the Executive Committee are present; and
 - 18.2.2 at least two Honorary Officers are present (one being the President or a Vice-President).
- 18.3 If all the Trustees participating in a meeting of the Executive Committee are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 18.4 If the total number of Trustees for the time being is less than twenty-four, the Trustees must not take any action other than:
- 18.4.1 to call a meeting of the Council to enable the Council to elect further Trustees; or
 - 18.4.2 if there are fewer than four Trustees who have been elected by the members of the Executive Committee pursuant to Article 23, to elect sufficient Trustees so that the Executive Committee includes at least four Trustees elected pursuant to Article 23.

19. Trustee interests and management of conflicts of interest

Declaration of interests

- 19.1 Unless Article 19.2 applies, a Trustee must declare the nature and extent of:
- 19.1.1 any direct or indirect interest which he has in a proposed transaction or arrangement with the UOHC; and
 - 19.1.2 any duty or any direct or indirect interest which he has which conflicts or may conflict with the interests of the UOHC or his duties to the UOHC.
- 19.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

- 19.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the UOHC, he is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

19.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the UOHC, he may participate in the decision-making process and may be counted in the quorum and vote unless:

19.4.1 the decision could result in the Trustee or any person who is Connected with him receiving a benefit other than:

- (a) any benefit received in his, her or its capacity as a beneficiary of the UOHC (as permitted under Article 5.4.1) and which is available generally to the beneficiaries of the UOHC;
- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 4.30;
- (c) payment under the indemnity set out at Article 7; and
- (d) reimbursement of expenses in accordance with Article 5.4.2; or

19.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary;

in which case he must comply with Article 19.5.

19.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 19.5, he must:

19.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

19.5.2 not be counted in the quorum for that part of the process; and

19.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the UOHC

19.6 Where a Trustee or person Connected with him has a conflict of interest or conflict of duties and the Trustee has complied with his obligations under these Articles in respect of that conflict:

19.6.1 the Trustee shall not be in breach of his duties to the UOHC by withholding confidential information from the UOHC if to disclose it would result in a breach of any other duty or obligation of confidence owed by him; and

19.6.2 the Trustee shall not be accountable to the UOHC for any benefit expressly permitted under these Articles which he or any person Connected with him derives from any matter or from any office, employment or position.

20. Validity of Trustee actions

All acts done by a person acting as a Trustee or by resolution of the Executive Committee, even if a defect is afterwards discovered in the appointment of a Trustee

or Trustees or that one or more Trustees was disqualified from holding office or had vacated office, shall be as valid as if such person or persons had been duly appointed and/or were qualified and/or had continued to hold office as a Trustee.

APPOINTMENT AND RETIREMENT OF TRUSTEES

21. Number of Trustees

- 21.1 There shall not be more than thirty Trustees.
- 21.2 Twenty-three of the Trustees shall be elected by the Council, and a maximum of five Trustees may be elected by those members of the Executive Committee who have been elected by the Council pursuant to Article 22, and two Trustees shall be one of the Council Delegates of the Adath Yisroel Burial Society and the chairman of the Kedassia sub-committee.
- 21.3 A Trustee may not appoint an alternate director, or anyone to act on his behalf, at meetings of the Executive Committee.

22. Election of Trustees by the Council

- 22.1 Those persons notified to the Registrar of Companies as the first directors of the UOHC shall be the first Trustees.
- 22.2 The Council shall elect Trustees to serve on the Executive Committee by a resolution passed by a majority of those present and voting at a Council meeting from a pool of candidates provided that such candidates shall:
 - 22.2.1 have been proposed by at least 10% of the Council Delegates; and
 - 22.2.2 fulfil the criteria in Articles 24.1 and 26 hereto.
- 22.3 The Council shall elect Trustees every four years provided that the first election of Trustees by the Council shall take place within twelve months of the incorporation of the UOHC.
- 22.4 Trustees elected to hold office by the Council shall hold office for a fixed term of four years.
- 22.5 A Trustee can be re-elected by the Council for as many consecutive four year terms as the Council shall in its absolute discretion think fit.
- 22.6 The Secretary shall send each Council Delegate a list of the nominated candidates at least fourteen days before the Council meeting at which the election of new Trustees will be held.

23. Election of Trustees by the Executive Committee

- 23.1 The Trustees elected by the Council, pursuant to Article 22, may elect a maximum of five Trustees to hold office for fixed terms of four years.

- 23.2 The Trustees shall be elected by a majority of those Trustees present and voting at a quorate meeting of the Executive Committee.
- 23.3 Candidates selected for each vacancy to be filled shall:
- 23.3.1 have been proposed by at least four Trustees; and
 - 23.3.2 fulfil the criteria set out in Articles 24.1 and 26 hereto.
- 23.4 The Executive Committee shall be empowered to fill by co-option any vacancies which may arise between elections.

24. Composition of the Executive Committee

- 24.1 The Trustees shall be elected in accordance with Articles 21, 22 and 23 so that the Executive Committee is constituted as follows:
- 24.1.1 all members of the Executive Committee must be paid-up Associate Members (with arrears of membership dues being permitted for up to six months); and
 - 24.1.2 one member of the Executive Committee must also be an authorised representative of the Adath Yisroel Burial Society and one member must be the chairman of the Kedassia sub-committee.
- 24.2 The Trustees shall elect up to seven of the Trustees to act as Honorary Officers of the UOHC, for a maximum term of four years, following which the Honorary Officer may be reappointed as an Honorary Officer for further consecutive four year terms.
- 24.3 The Honorary Officers shall transact the day to day business of the UOHC and shall meet as often as is necessary to effect that purpose;
- 24.4 The positions to which Honorary Officers shall be appointed are:
- 24.4.1 one President;
 - 24.4.2 two Vice-Presidents;
 - 24.4.3 two Honorary Treasurers; and
 - 24.4.4 two Honorary Secretaries (one of whom may be appointed as the Secretary of the UOHC).

25. Retirement, disqualification and removal of Trustees

A Trustee shall cease to hold office if:

- 25.1 he ceases to be a paid-up Associate Member of the UOHC (arrears of membership dues to be permitted for up to six months);
- 25.2 in the opinion of the Rabbinate he ceases to abide by Jewish law as laid down by the Shulchan Oruch;

- 25.3 he ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 25.4 he is disqualified under the Charities Act 1993 from acting as a trustee of a charity;
- 25.5 a bankruptcy order is made against him, or an order is made against him in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
- 25.6 he fails to attend three or more consecutive meetings of the Executive Committee without valid reason;
- 25.7 notification is received by the Executive Committee of the UOHC, from the Trustee, that he is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Trustees will remain in office when such resignation has taken effect); or
- 25.8 he is removed by the Executive Committee in accordance with Article 26.2.

26. Eligibility to Hold Office

- 26.1 No person shall be eligible to hold office as a Trustee, member of any sub-committee, or to act as a Council Delegate of an Affiliated Congregation or of the Adath Yisroel Burial Society unless:

- 26.1.1 he is a paid-up Associate Member of the UOHC (arrears of membership dues to be permitted for up to six months);
- 26.1.2 he abides by the standards of Kashrus laid down by the Rabbinat; and
- 26.1.3 he abides by Jewish law as laid down by the Shulchan Oruch together with its commentaries, as interpreted by the Rabbinat.

- 26.2 The Executive Committee, at a meeting of the Executive Committee at which a majority of the Executive Committee are present and voting, shall have the power to remove any person from holding the following positions:

- 26.2.1 Honorary Officer;
- 26.2.2 Trustee;
- 26.2.3 Council Delegate; and
- 26.2.4 member of any sub-committee;

if such person is considered to act in a way which is contrary to the interests of the UOHC, provided that:

- (i) the Executive Committee shall have consulted with the Rabbinat prior to the Executive Committee meeting and the Rabbinat's opinion shall be read out during the meeting at the start of the debate on the issue; and

- (ii) such person shall have the opportunity to make written and/or oral representations to the Executive Committee meeting at which the vote is to be held.
- (iii) any decision by the Executive Committee to remove any person from office is subject to approval of and endorsement by the Rabbinat.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

27. Becoming a Member

- 27.1 The first Members of the UOHC shall be the subscribers to the Memorandum. Thereafter, the Members of the UOHC shall be:
 - 27.1.1 the Adath Yisroel Burial Society; and
 - 27.1.2 the Affiliated Congregations.
- 27.2 With the exception of the subscribers to the Memorandum, no congregation may become a Member (an Affiliated Congregation) of the UOHC unless:
 - 27.2.1 that congregation has applied for membership in a manner approved by the Executive Committee; and
 - 27.2.2 the Executive Committee has approved the application.
 - 27.2.3 that congregation accepts the authority of the Rabbinat.
- 27.3 The Executive Committee may decline to accept any congregation as a Member and need not give reasons for so doing.

28. Affiliated Congregations

- 28.1 Affiliated Congregations shall have full autonomy over their own affairs (financial and otherwise) provided that all such affairs are carried on in accordance with Jewish law as laid out in the Shulchan Oruch as interpreted by the Rabbinat.
- 28.2 An Affiliated Congregation admitted to membership and the Adath Yisroel Burial Society must notify the Executive Committee in writing of the name of its Council Delegate(s) and may replace such Council Delegate(s) at any time by giving notice in writing to the Executive Committee. The membership rights may be exercised by the Council Delegate(s) or by the Affiliated Congregation which he/they represent(s).
- 28.3 An Affiliated Congregation admitted to membership shall provide a list of paid-up members of that congregation, giving full names, addresses, telephone numbers and e-mail addresses.

Subscriptions

- 28.4 The Executive Committee may at its discretion levy subscriptions on Members and Associate Members of the UOHC at such rate or rates as it shall decide.

Register of Members

- 28.5 A Register of Members and Associate Members shall be maintained and shall include the names, addresses, telephone numbers and e-mail addresses of all Members and Associate Members, as well as the names, addresses, telephone numbers and e-mail addresses of each of the Council Delegates.

29. Termination of Membership

- 29.1 Membership is not transferable.

- 29.2 A Member shall cease to be a Member:

29.2.1 on notice given to the Executive Committee of the UOHC by the Member of its intention to withdraw from membership of the UOHC;

29.2.2 if, at a meeting of the Executive Committee at which at least half of the Trustees are present and voting, a resolution is passed resolving that the Member be expelled on the ground that its continued membership is harmful to or is likely to become harmful to the interests of the UOHC. Such a resolution may not be passed without prior referral to the Rabbinate and unless the Member has been given at least fourteen Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by the Executive Committee or of making written representations to the Executive Committee; or

29.2.3 if it has not held any daily services or services on Shabbos for a period of six months.

30. Associate Members

- 30.1 All members of Affiliated Congregations shall be Associate Members of the UOHC.

- 30.2 Associate Members shall not be Members of the UOHC for the purposes of the Articles or of the Companies Acts.

MEETINGS OF THE COUNCIL

31. Members' Meetings

In these Articles Members' meetings shall be called Council meetings.

32. Constitution of the Council

- 32.1 The UOHC shall constitute a Council made up of Council Delegates of its Members as follows:

32.1.1 every Affiliated Congregation shall have at least one male Council Delegate;

32.1.2 every Affiliated Congregation shall also be entitled to one additional male Council Delegate for each additional fifty married male members who are paid-up Associate Members of the UOHC up to a maximum of four representatives for each Affiliated Congregation; and

32.1.3 two authorised representatives of the Adath Yisroel Burial Society.

32.2 An Affiliated Congregation may substitute its Council Delegate(s) and may increase or decrease the number of Council Delegate(s) it may appoint if its membership rises or falls, provided that notice in Writing of any changes is sent to the Executive Committee not less than twenty-eight days before the date of a Council meeting.

33. Meetings of the Council

The Council shall meet at least twice each calendar year (one such meeting to be the Annual General Meeting of the UOHC).

34. Quorum

The quorum for meetings of the Council shall be a majority of the total number of Council Delegates which may attend Council meetings.

35. Annual general meetings

The Council must hold an annual general meeting within twelve months of incorporation and afterwards once in every calendar year and not more than fifteen months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Trustees think fit.

36. Other meetings of the Council

36.1 The Executive Committee may call a Council meeting at any time.

36.2 The Executive Committee must call a Council meeting if required to do so under the Companies Acts.

37. Length of notice for Council meetings

All Council meetings must be called by either:

37.1 at least fourteen Clear Days' notice; or

37.2 shorter notice if it is so agreed by an appropriate majority of the Members in accordance with the Companies Acts.

38. Contents of notice

- 38.1 Every notice calling a Council meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 38.2 If a resolution requiring seventy-five percent of those present and voting to pass the resolution is to be proposed (a “special resolution”), the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 38.3 In every notice calling a Council meeting of the UOHC there must appear with reasonable prominence a statement informing the Member of its rights to appoint a proxy to represent it at the Council meeting in place of the Council Delegate(s).
- 38.4 If the UOHC gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

39. Service of notice

Notice of Council meetings must be given to every Council Delegate and every Trustee who is not a Council Delegate.

40. Attendance and speaking at Council meetings

- 40.1 A Council Delegate is able to exercise the right to speak at a Council meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 40.2 A Council Delegate is able to exercise the right to vote at a Council meeting when:
 - 40.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 40.2.2 that Council Delegate’s vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

41. Chairing Council meetings

- 41.1 The Chairman of the Executive Committee (if any) or in his absence some other Trustee nominated by the Executive Committee shall preside as chairman of every Council meeting.
- 41.2 If neither the Chairman nor any Trustee nominated in accordance with Article 41.1 is present within thirty minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to chair the meeting and, if there is only one Trustee present and willing to act, he shall chair the meeting.

42. Attendance and speaking by Trustees and non-Members

- 42.1 Trustees who are not also Council Delegates may attend and speak at Council meetings.
- 42.2 The chairman of a Council meeting may after consulting with the Executive Committee permit any person to attend and speak at a Council meeting.
- 42.3 Any persons attending Council meetings who are not Council Delegates will not be entitled to vote.

VOTING AT COUNCIL MEETINGS

43. Voting: general

- 43.1 A resolution put to the vote of a Council meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 43.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chairman of the meeting that the resolution:
 - 43.2.1 has or has not been passed; or
 - 43.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 57 is also conclusive evidence of that fact without such proof.

44. Votes

- 44.1 On a vote on a resolution which is carried out by a show of hands or a poll vote, each Council Delegate shall have one vote.
- 44.2 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a casting vote in addition to any other vote he may have.

45. Errors and disputes

- 45.1 No objection may be raised to the qualification of any person voting at a Council meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 45.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

46. Poll votes

- 46.1 A poll on a resolution may be demanded:
 - 46.1.1 in advance of the Council meeting where it is to be put to the vote; or

46.1.2 at a Council meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

46.2 A demand for a poll may be withdrawn if:

46.2.1 the poll has not yet been taken; and

46.2.2 the chairman of the meeting consents to the withdrawal.

47. Procedure on a poll

47.1 Subject to the Articles, polls at Council meetings must be taken when, where and in such manner as the chairman of the meeting directs.

47.2 The chairman of the Council meeting may appoint scrutineers (who need not be Council Delegates) and decide how and when the result of the poll is to be declared.

47.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

48. Proxies

Power to appoint

48.1 A Member is entitled to appoint a person as its proxy to exercise all or any of its rights to attend and speak and vote at a Council meeting of the UOHC. A proxy must vote in accordance with any instructions given by the Member by whom the proxy is appointed and may only act as proxy for one Council Delegate

Manner of appointment

48.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

48.2.1 states the name and address of the Member appointing the proxy;

48.2.2 identifies the person appointed to be that Member's proxy and the Council meeting in relation to which that person is appointed;

48.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Executive Committee may determine; and

48.2.4 is delivered to the Executive Committee in accordance with the Articles and any instructions contained in the notice of the Council meeting to which they relate.

48.3 The Executive Council may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.

- 48.4 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.
- 48.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 48.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 48.5.2 appointing that person as a proxy in relation to any adjournment of the Council meeting to which it relates as well as the Council meeting itself.

49. Delivery of Proxy Notices

- 49.1 The Proxy Notification Address in relation to any Council meeting is:
- 49.1.1 the registered office of the UOHC; or
 - 49.1.2 any other Address or Addresses specified by the Executive Committee as an Address at which the UOHC or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form.

Attendance of Council Delegates

- 49.2 A Council Delegate who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a Council meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the UOHC by or on behalf of the Member. If the Council Delegate casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

- 49.3 Subject to Articles 49.4 and 49.5, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the Council meeting or adjourned meeting to which it relates.
- 49.4 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 49.5 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:
- 49.5.1 received in accordance with Article 49.3; or
 - 49.5.2 given to the chairman of the meeting, the Secretary (if any) or any Trustee at the meeting at which the poll was demanded.

Interpretation

- 49.6 Saturdays, Sundays and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 49.

Revocation

- 49.7 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 49.8 A notice revoking the appointment of a proxy only takes effect if it is received before:
- 49.8.1 the start of the meeting or adjourned meeting to which it relates; or
 - 49.8.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

- 49.9 If a Proxy Notice is not executed by the Member appointing the proxy, it must be accompanied by written evidence of the authority of the Member who executed it to execute it on the appointor's behalf.

THE RABBINATE

50. Constitution of the Rabbinate

- 50.1 The Executive Committee may elect new members of the Rabbinate, and shall elect an Av Beis Din when a vacancy arises, by a majority of those present and voting at the Executive Committee meeting, such decision to be subject to ratification by the Council.
- 50.2 At least fourteen Clear Days' notice must be given to all Trustees that an election for a new member of the Rabbinate is to be held at the Executive Committee meeting, with details of the proposed candidate(s) being included in the agenda for the meeting.
- 50.3 Every candidate for the Rabbinate shall require the approval of the Vaad Rabbonim.

51. The Role of the Rabbinate

- 51.1 The Rabbinate shall be the supreme authority for the UOHC on all matters pertaining to Halochah.
- 51.2 The Rabbinate's decisions shall be final and binding on the UOHC, on all Affiliated Congregations and on the Adath Yisroel Burial Society.
- 51.3 The Rabbinate shall appoint and constitute a Beth Din and:
- 51.3.1 any dispute, controversy or claim arising out of or relating to these Articles or any rule made under these Articles shall be referred to and resolved by such Beth Din.

- 51.3.2 any dispute, controversy or claim between or by Associate Members (or any of them) shall be referred to and resolved by such Beth Din.
- 51.3.3 any Associate Member or any Member must appear before such Beth Din when summoned and must abide by the decision of such Beth Din
- 51.3.4 failure or refusal to appear before such Beth Din when summoned and to abide by such Beth Din's decision will result in a resolution being put before the Executive Committee at its next meeting to revoke the Member's membership from the UOHC and/or to adopt sanctions against the Affiliated Congregation or the Associate Member, subject to endorsement by the Rabbinat.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

52. Amendment of the Articles

The Council shall have the power to amend these Articles by a special resolution passed by 75 percent of those present and voting at a Council meeting, provided that:

- 52.1 any necessary consent to the amendments be obtained from the Charity Commission;
- 52.2 no amendment shall be effective if it would cause the UOHC to cease being a charity under the laws of England and Wales; and
- 52.3 no amendments shall be effective if they are contrary to Jewish law as laid out in the Shulchan Oruch as interpreted by the Rabbinat.

53. Communications by the Executive Committee to the Members and Associate Members

Methods of communication

- 53.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice) sent or supplied by the UOHC under the Articles or the Companies Acts 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 the UOHC, including without limitation:
 - 53.1.1 in Hard Copy Form; or
 - 53.1.2 in Electronic Form.
- 53.2 A Document or information may only be sent or supplied in Electronic Form if the recipient has agreed that it may be sent or supplied in that form or manner or is deemed to have so agreed under the Companies Acts (and has not revoked that agreement).

- 53.3 Subject to the Articles, any notice or Document to be sent or supplied to a Member in connection with the taking of decisions by the Executive Committee may also be sent or supplied by the means which that Member has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

- 53.4 A Council Delegate or a proxy of a Member at a Council meeting shall be deemed to have received notice of the meeting and the purposes for which it was called where any Document or information is sent or supplied by the UOHC to the Members:

53.4.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays and Public Holidays but excluding Jewish Religious Holidays) after it was posted;

53.4.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent.

- 53.5 Subject to the Companies Acts, a Member may agree with the UOHC that notices or Documents sent in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 53.6 Where any Document or information has been sent or supplied by the UOHC by Electronic Means and the UOHC receives notice that the message is undeliverable:

53.6.1 if the Document or information has been sent to a Member or Trustee and is notice of a Council meeting of the UOHC, the UOHC is under no obligation to send a Hard Copy of the Document or information to the Member's or Trustee's postal address as shown in the UOHC's Register of Members or Trustees, but may in its discretion choose to do so;

53.6.2 in all other cases, the UOHC shall send a Hard Copy of the Document or information to the Member's postal address as shown in the UOHC's Register of Members; and

53.6.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

54. Communications to the UOHC

The provisions of the Companies Acts shall apply to communications to the UOHC.

55. Secretary

A Secretary may be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as it shall think fit, and may be removed by the Executive Committee. If there is no Secretary:

- 55.1 anything authorised or required to be given or sent to, or served on, the UOHC by being sent to its Secretary may be given or sent to, or served on, the UOHC itself, and if addressed to the Secretary shall be treated as addressed to the UOHC; and
- 55.2 anything else required or authorised to be done by or to the Secretary of the UOHC may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Executive Committee.

56. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

57. Minutes

The Executive Committee and the Council must cause minutes to be made:

- 57.1 of all appointments made by the Executive Committee and the Council;
- 57.2 of all resolutions of the Executive Committee and the Council (including, without limitation, decisions made without a meeting); and
- 57.3 of all proceedings at meetings of the Executive Committee and of the Council, including the names of the Trustees and Council Delegates and invitees present at each such meetings;

and any such minute, if purported to be signed or authenticated by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting shall, as against any Member or Trustee of the UOHC, be sufficient evidence of the proceedings.

58. Records and accounts

- 58.1 The Executive Committee shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

58.1.1 annual reports;

58.1.2 annual returns; and

58.1.3 annual statements of account.

58.2 Except as provided by law or authorised by the Executive Committee or an ordinary resolution of the Council, no person is entitled to inspect any of the UOHC's accounting or other records or Documents merely by virtue of being a Member or a Council Delegate.

59. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

60. Winding up

60.1 At any time before, and in expectation of, the winding up or dissolution of the UOHC, the Council of the UOHC or, subject to any resolution of the Council, the Executive Committee, may resolve that any net assets of the UOHC after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the UOHC be applied or transferred to any institution or institutions which is or are regarded as charitable under the law of England and Wales:

60.1.1 for purposes similar to the object of the UOHC; or

60.1.2 for use for particular purposes that fall within the object of the UOHC.

60.2 In no circumstances shall the net assets of the UOHC be paid to or distributed among the Members of the UOHC under this Article 60 (except to a Member that is itself a charitable institution chosen to benefit under this Article 60.)

60.3 If no resolution is passed in accordance with Article 60.1 the net assets of the UOHC shall be applied for such purposes regarded as charitable under the law of England and Wales as are directed by the Charity Commission.

SCHEDULE

INTERPRETATION

Defined terms

In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1. “Address”	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
2. “Affiliated Congregations”	means congregations which: <ul style="list-style-type: none"> (a) hold regular daily services and/or services on Shabbos; (b) accept the UOHC’s Object as set out in Article 2.1 hereof; (c) accept the jurisdiction of the Rabbinate of the UOHC; and (d) whose membership of the UOHC has been approved by the Executive Committee.
3. “Articles”	the UOHC’s articles of association;
4. “Associate Member(s)”	means paid-up members of an Affiliated Congregation and individual paid-up members of the UOHC;
5. “Av Beth (Beis) Din”	means the head of the Rabbinate;
6. “Beth (Beis) Din”	means a Court of Jewish law appointed and/or approved by the Rabbinate;
7. “Chairman”	has the meaning given in Article 10;
8. “Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
9. “Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the UOHC;
10. “Connected”	any person falling within one of the following

categories:

- (a) any spouse, parent, child, brother, sister, grandparent or grandchild of a Trustee; or
- (b) the spouse of any person in (a); or
- (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or
- (d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;

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| 11. | “Council” | means the assembly of the Council Delegates appointed by the Members; |
| 12. | “Council Delegate(s)” | means the authorised representative(s) of the Affiliated Congregations or of the Adath Yisroel Burial Society appointed in accordance with Article 28; |
| 13. | “Document” | includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form; |
| 14. | “Electronic Form” and “Electronic Means” | have the meanings respectively given to them in Section 1168 of the Companies Act 2006; |
| 15. | “Financial Expert” | an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000; |
| 16. | “Halochoh” | means Jewish law as defined in the Shulchan Oruch together with its commentaries, as interpreted by the Rabbinat; |
| 17. | “Hard Copy” and “Hard Copy Form” | have the meanings respectively given to them in the Companies Act 2006; |
| 18. | “Kashrus” | means the Jewish dietary laws as defined in the Shulchan Oruch together with its commentaries, as interpreted by the Rabbinat; |
| 19. | “Members” | means Affiliated Congregations and the Adath Yisroel Burial Society, each of which sends Council Delegates to the Council in accordance |

		with Article 32;
20.	“Members of an Affiliated Congregation”	means those who attend regular services on Shabbos at an Affiliated Congregation and are paid-up Associate Members;
21.	“Mikvaos”	means ritual baths;
22.	“President”	Also known as Rosh Hakohol;
23.	“Proxy Notice”	has the meaning given in Article 48;
24.	“Proxy Notification Address”	has the meaning given in Article 49;
25.	“Public Holiday”	means any day that is a national or bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered or any day which is a Jewish religious Holy Day;
26.	“Rabbinatē”	means the Rabbinical authority as defined in Article 50;
27.	“Secretary”	means the company secretary of the UOHC (if any);
28.	“Shabbos”	means the Jewish Sabbath;
29.	“Shechitah”	means Jewish ritual slaughter as defined in the Shulchan Oruch together with its commentaries, as interpreted by the Rabbinatē;
30.	“Shulchan Oruch”	means the Code of Jewish Law written by Rabbi Yoseph Karo in the 16 th century, together with its commentaries, as interpreted by the Rabbinatē;
31.	“Subsidiary Company”	any company in which the UOHC holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
32.	“Trustee”	a member of the Executive Committee (being a director of the UOHC);
33.	“Vaad Rabbonim”	means the council of the members of the Rabbinatē and the Rabbis of each of the Affiliated Congregations; and
34.	“Writing”	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether

sent or supplied in Electronic Form or otherwise.

35. Subject to paragraph 35 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
36. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraphs 1 to 33 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the UOHC.