



FILE COPY

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

Company Number **10019304**

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

LEEDS JEWISH REPRESENTATIVE COUNCIL

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 **22nd February 2016**



N100193045



Companies House



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

187345/40
IN01

Application to register a company



Companies House

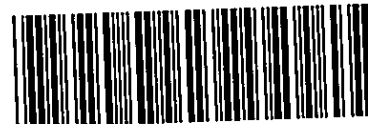
A fee is payable with this form
Please see 'How to pay' on the last page

☒ **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 this, please use form



A50L10FK

A10

12/02/2016

#71

COMPANIES HOUSE

FRIDAY

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

Please show the proposed company name below

Proposed company
name in full ①

LEEDS JEWISH REPRESENTATIVE COUNCIL

For official use

10019304

→ 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

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

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

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

IN01

Application to register a company

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 311

Street STONEGATE ROAD

Post town LEEDS

County/Region WEST YORKSHIRE

Postcode L S 1 7 6 A Z

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

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

IN01

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	
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.

IN01

Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①	
	Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	
Country		
	① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address 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	
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies 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 ①		
Registration number		
	② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse ① This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
C4	Non-EEA companies	
	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 ①		
Registration number		
	① Non-EEA 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	

IN01

Application to register a company

Director

D1	Director appointments ①	
	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)	SIMON	
Surname	JACKSON	
Former name(s) ②		
Country/State of residence ③	UNITED KINGDOM	
Nationality	BRITISH	
Month/year of birth ④	<div>X</div> <div>X</div> <div>m</div> <div>1</div> <div>y</div> <div>1</div> <div>9</div> <div>6</div> <div>y</div> <div>2</div>	
Business occupation (if any) ⑤	SOLICITOR	

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.

D2	Director's service address ⑥	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
Country		

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.

IN01

Application to register a company

Director**D1****Director appointments ①**

	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)	ALAN									
Surname	DUNWELL									
Former name(s) ②										
Country/State of residence ③	UNITED KINGDOM									
Nationality	BRITISH									
Month/year of birth ④	X	X	m0	m3	y1	y9	y6	y5		
Business occupation (if any) ⑤	ACCOUNTANT									

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.

D2**Director's service address ⑥**

	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.									
Building name/number	THE COMPANY'S REGISTERED OFFICE									
Street										
Post town										
County/Region										
Postcode										
Country										

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.

IN01 – continuation page

Application to register a company

Director

D1

Director appointments ^①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4.

Title*	MS
Full forename(s)	ABIGAIL
Surname	LEVIN
Former name(s) ^②	
Country/State of residence ^③	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ^④	X X m1 m0 y1 y9 y6 y3
Business occupation (if any) ^⑤	MANAGEMENT CONSULTANT

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.

D2

Director's service address ^⑥

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

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.

IN01 – continuation page

Application to register a company

Director

D1 Director appointments ^①	
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)	LAURENCE
Surname	SAFFER
Former name(s) ^②	
Country/State of residence ^③	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ^④	<div>X</div> <div>X</div> <div>m0</div> <div>m3</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y2</div>
Business occupation (if any) ^⑤	JUDGE

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.

D2 Director's service address ^⑥	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

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.

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ①	<p>① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page</p> <p>Registered or principal address 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</p>
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		
E2	Location of the registry of the corporate body or firm	
<p>Is the corporate director registered within the European Economic Area (EEA)?</p> <p>→ Yes Complete Section E3 only</p> <p>→ No Complete Section E4 only</p>		
E3	EEA companies ②	<p>② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse</p> <p>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
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		
E4	Non-EEA companies	<p>④ Non-EEA 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</p>
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		

IN01

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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

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
Totals				

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
Totals				

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 ③

③ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium② Number of shares issued multiplied by
nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation
page if necessary

② Total number of issued shares in this class

IN01

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
❶

❶ 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>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>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	SIMON
Surname 1	JACKSON
Address 2	311 STONEGATE ROAD, LEEDS
Postcode	L S 1 7 6 A Z
Amount guaranteed 3	£10 00

Subscriber's details

Forename(s) 1	ALAN
Surname 1	DUNWELL
Address 2	311 STONEGATE ROAD, LEEDS
Postcode	L S 1 7 6 A Z
Amount guaranteed 3	£10 00

Subscriber's details

Forename(s) 1	ABIGAIL
Surname 1	LEVIN
Address 2	311 STONEGATE ROAD, LEEDS
Postcode	L S 1 7 6 A Z
Amount guaranteed 3	£10 00

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Application to register a company

Subscriber's details

Forename(s) ①	LAURENCE									
Surname ①	SAFFER									
Address ②	311 STONEGATE ROAD, LEEDS									
Postcode	L	S	1	7		6	A	Z		
Amount guaranteed ③	£10 00									

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

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

IN01

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 ¹

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

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

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

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Application to register a company

12

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 JENNIFER CHAMBERS FOR & ON BEHALF OF SHULMANS LLP

Building name/number 10

Street WELLINGTON PLACE

Post town LEEDS

County/Region WEST YORKSHIRE

Postcode L S 1 4 A P

Country UNITED KINGDOM

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 JAC/L1378/1

Company name SHULMANS LLP

Address 10 WELLINGTON PLACE

Post town LEEDS

County/Region WEST YORKSHIRE

Postcode L S 1 4 A P

Country UNITED KINGDOM

DX 729700 LEEDS 69

Telephone 0113 245 2833



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.



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 or email 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.

THE COMPANIES ACT 2006

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

**MEMORANDUM & ARTICLES OF ASSOCIATION
OF
LEEDS JEWISH REPRESENTATIVE COUNCIL**

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

LEEDS JEWISH REPRESENTATIVE COUNCIL
("the Company")

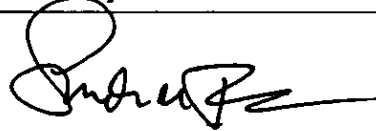
Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company

Name of each subscriber

Authentication by each subscriber

Simon Jackson

Signed



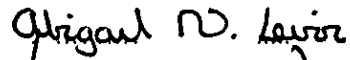
Alan Dunwell

Signed



Abigail Levin

Signed



Laurence Saffer

Signed



Dated this 26th January 2016

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

LEEDS JEWISH REPRESENTATIVE COUNCIL

- 1 The articles hereinafter contained shall be the Articles of Association of the Council. The Regulations contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 shall not apply to the Council.

INTERPRETATION

- 2 In the Articles the following words shall have the following meanings

<u>Words</u>	<u>Meanings</u>
'Acts'	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Council,
'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 Council,
'Articles'	means the Council's Articles of association,
'Board Meeting'	means a meeting of the Directors held pursuant to the Articles,
'clear days'	in relation to the period of notice means a period excluding <ul style="list-style-type: none">• 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,
'Council'	means the Leeds Jewish Representative Council, the company intended to be regulated by the Articles, which is also the successor to the LJRC. Any reference in the trust deed of The Leeds Jewish Community Charitable Trust to "the Leeds Jewish Representative Council" shall be construed to be reference to the Council,
'Directors'	means the directors of the Council, formerly referred to as the Honorary Officers as part of the LJRC, appointed in accordance with the Articles and any rules made pursuant to Article 127 relating to such. Any reference in the trust deed of The Leeds Jewish Community Charitable Trust to the Honorary Officers of the LJRC shall be construed to be reference to the Directors,
'document'	includes, unless specified otherwise, any document sent or supplied in electronic form,
'electronic form'	has the meaning given in section 1168 of the Companies Act 2006,
'Executive'	the committee created as such at a Board Meeting pursuant to Article 106, the rules for which were decided at the same Board Meeting pursuant to Article 127, and is the successor to the "Executive" of the LJRC. Any reference in the trust deed of The Leeds Jewish Community

Charitable Trust to "Executive" shall be construed to be reference to the Executive of the Council,

'LJRC'	means the unincorporated organisation known as Leeds Jewish Representative Council (constitution dated 24 th October 1976, as amended in March 1999), which is the predecessor of the Council,
'Member'	means members of the Council, admitted in accordance with the Articles and any rules made pursuant to Article 127 relating to such,
'memorandum'	means the Council's memorandum of association,
'Officers'	includes the Directors and the Secretary (if any),
'Secretary'	means any person appointed to perform the duties of the Secretary of the Council (if any), and
'United Kingdom'	means Great Britain and Northern Ireland

- 3 Unless the context requires otherwise, 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 this constitution becomes binding on the Council
- 4 In these Articles, where the context admits, the masculine gender shall include the feminine and neutral genders, the singular shall include the plural and references to persons include charities, companies and organisations and, in each case, vice versa
- 5 Apart from the exception mentioned in Article 3 a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force
- 6 Any words following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms

LIABILITY OF MEMBERS

- 7 The liability of Members is limited to a sum not exceeding £10, being the amount that each Member undertakes to contribute to the assets of the Council in the event of it being dissolved or wound up while he is a Member, or within one year after he ceases to be a Member, for the payment of the Council's debts and liabilities incurred before he ceases to be a Member, payment of the costs, charges and expenses of winding up and adjustment of the rights of the contributories among themselves

OBJECTS

- 8 The Council's objects ('Objects') are specifically restricted to the following
 - (1) to defend, represent and promote the welfare of the Jewish community in Leeds and the surrounding districts, both on a local and national level through any activities or purposes the Directors consider to be appropriate and beneficial to persons practising or adhering to the Jewish religion,
 - (2) to encourage community cohesion and promote religious and ethnic harmony for the public benefit, through supporting and/or organising inter-faith and inter-cultural activities that facilitate dialogue and advance sustainable cross-community reconciliation and to otherwise promote religious and racial harmony for the public benefit,
 - (3) to organise, support and/or facilitate mentoring, networking or community outreach projects and/or activities to engender a greater sense of mutual trust and solidarity in the Jewish community in Leeds and the surrounding districts,

- (4) to raise awareness of Jewish beliefs and practices, through the advancement of education, the advancement of the Jewish religion and the organisation and/or support for activities that bridge social/religious/cultural divides, and promote world Jewry, and
 - (5) to support, grow and develop the Jewish community in Leeds and the surrounding districts in such ways as the Directors consider appropriate
- 9 None of the objects set out in Article 8 shall be restrictively construed and the widest interpretation shall be given to each such object. The Council shall have as full a power to exercise each and every one of the objects specified in Article 8 as though each sub-clause of Article 8 contained the objects of a separate Company
- 10 The Council is a not-for-profit organisation and, in accordance with Articles 12, 134, 135 and 136, the income and property of the Council shall be applied solely towards the promotion of the Objects, and no distribution of monies (including any profit) shall be payable to the Members generally or on the dissolution or winding up of the Council except as permitted by the Articles

POWERS

- 11 The Council has power to do anything that is calculated (whether acting by the Directors, in General Meeting or otherwise pursuant to the Articles) to further its Object(s), or to be conducive or incidental to doing so. In particular, the Council has power (collectively referred hereinafter as 'Powers')
- (1) raise funds. In doing so, the Council must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations,
 - (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
 - (3) sell, lease or otherwise dispose of all or any part of the property belonging to the Council,
 - (4) borrow money and to charge the whole or any part of the property belonging to the Council as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation,
 - (5) co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them. The Council may review and, if approved, resolve that any appeals for funds made to the Council be simply referred to The Leeds Jewish Community Charitable Trust for consideration,
 - (6) establish or support any organisations, charitable trusts, associations or institutions formed to pursue or support any of the purposes included in the Objects,
 - (7) acquire, merge with or to enter into any partnership or joint venture arrangement with any other organisation with similar purposes to the Objects,
 - (8) set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
 - (9) employ and remunerate such staff as are necessary for carrying out the work of the Council. The Council may employ or remunerate a Director only to the extent it is permitted to do so by Articles,
 - (10) deposit or invest funds, employ a professional fund manager and arrange for the investments or other property of the Council to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustees Act 2000,
 - (11) provide indemnity insurance for the Directors in accordance with, and subject to the conditions in the Companies Acts, and

- (12) pay out of the funds of the Council the costs of forming and registering the Council as a company

APPLICATION OF INCOME AND PROPERTY

- 12 The income and property of the Council shall be applied solely towards the promotion of the Objects of the Council as set out in Article 8, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any Officer, employee, agent or servant of the Council, or to any Member made in accordance with the Articles
- 13 A Director is entitled to be reimbursed from the property of the Council or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Council
- 14 A Director may receive an indemnity from the Council in the circumstances specified in Article 126
- 15 None of the income or property of the Council may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Council This does not prevent a Member who is not also a Director receiving
- (1) a benefit from the Council in the capacity of a beneficiary of the Council, or
 - (2) reasonable and proper remuneration for any goods or services supplied to the Council
- 16 No Director or connected person may
- (1) buy any goods or services from the Council on terms preferential to those applicable to Members of the public,
 - (2) sell goods, services, or any interest in land to the Council,
 - (3) be employed by, or receive any remuneration from, the Council, or
 - (4) receive any other financial benefit from the Council,

unless permitted by Articles 13, 14, 17 to 21 (inclusive) and 23, or authorised by the Court

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

Scope and powers permitting Directors' or connected persons' benefits

- 17 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 Council where that is permitted by the Articles and approved by the Directors
- 18 Subject to Article 23, a Director or connected person may provide the Council with goods that are not supplied in connection with services provided to the Council by the Director or connected person
- 19 A Director or connected person may receive interest on money lent to the Council at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate)
- 20 A Director or connected person may receive rent for premises let by the Director or connected person to the Council The amount of the rent and the other terms of the lease must be reasonable and proper The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
- 21 A Director or connected person may take part in the normal trading and fundraising activities of the Council on the same terms as Members of the public

- 22 The Directors may not receive any other benefit or payment, and must not be paid any remuneration, unless it is authorised by Articles 12 to 21 (inclusive) and 23

Payment for supply of goods only – controls

- 23 The Council and its Directors may only rely upon the authority provided by Article 18 if each of the following conditions is satisfied

- (1) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Council or its Directors (as the case may be) and the Director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the Council,
- (2) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question,
- (3) the other Directors are satisfied that it is in the best interests of the Council to contract with the supplier rather than with someone who is not a Director or connected person. In reaching that decision the Directors must balance the advantage of contracting with a Director or connected person against the disadvantages of doing so,
- (4) the supplier is absent from the part of any Board Meeting at which there is discussion of the proposal to enter into a contract or arrangement with him with regard to the supply of goods to the Council,
- (5) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the Board Meeting,
- (6) the reason for their decision is recorded by the Directors in the minute book, and
- (7) a majority of the Directors then in office are not in receipt of remuneration or payments authorised by Article 16

- 24 In Articles 13 to 23

- (1) 'Council' includes any company in which the Council
 - (a) holds more than 50% of the shares, or
 - (b) controls more than 50% of the voting rights attached to the shares, or
 - (c) has the right to appoint one or more Directors to the board of the company
- (2) 'connected person' includes any person within the definition in Article 137

DECLARATION OF DIRECTORS' INTERESTS

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

CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

- 28 If a conflict of interests 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 unconflicted Directors may authorise such a conflict of interests where the following conditions apply

- (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,

- (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
 - (3) the unconflicted Directors consider it is in the interests of the Council to authorise the conflict of interests in the circumstances applying
- 29 In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict does not involve a direct or indirect benefit of any nature to a Director or to a connected person

MEMBERS

- 30 The subscribers to the memorandum are the first Members of the Council and such other persons as are admitted to membership in accordance with the Articles and any rules made under the Articles shall be Members
- 31 Membership is open to other individuals or organisations who are eligible to
- (1) apply to the Council (in the form required by the Directors for the relevant class of membership) in accordance with any rules made pursuant to Articles 127 and 128, and
 - (2) are approved by the Directors in accordance with the Articles and any rules made pursuant to Articles 127 and 128
- 32 The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Council to refuse the application
- 33 The Directors must inform the applicant in writing of the reasons for the refusal within 21 days of the decision. The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final
- 34 The Directors must keep a register of names and addresses of the Members. Membership is not transferable and shall cease on the dissolution or death of the Member
- 35 Any Member may terminate his membership of the Council by notice in writing served on the Council, which shall have immediate effect and the name of the Member shall be removed from the Register of Members and the associated Membership Certificate (if any) returned (or deemed to have been returned) and cancelled

CLASSES OF MEMBERSHIP

- 36 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of Members
- 37 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership. The rights attached to a class of membership may only be varied if
- (1) three-quarters of the Members of that class consent in writing to the variation, or
 - (2) a special resolution is passed at a separate general meeting of the Members
- 38 The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members

TERMINATION OF MEMBERSHIP

- 39 Membership is terminated if
- (1) the Member dies or, if it is an organisation, ceases to exist,

- (2) the Member resigns by written notice to the Council unless, after the resignation, there would be less than two Members,
- (3) any sum due from the Member to the Council is not paid in full within 6 months of it falling due and the Member has failed to remedy such a breach within 14 days of receiving notice from the Council to do so,
- (4) the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Council that his membership is terminated. A resolution to remove a Member from membership may only be passed if
 - (a) the Member has been given at least 21 days' notice in writing of the Board Meeting at which the resolution will be proposed and the reasons why it is to be proposed, or
 - (b) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Council) has been allowed to make representations to the meeting

GENERAL MEETINGS

- 40 The Directors may call a general meeting at any time
- 41 The Council must hold its first annual general meeting within 18 months after the date of its incorporation. An annual general meeting must be held in each subsequent year and not more than 15 months may elapse between successive annual general meetings
- 42 If the President or Council receives a written request signed by at least 25 Members calling for a general meeting of the Council then such meeting must be held within 28 days of the receipt of such request, and the date and time of the meeting and the details of the resolution to be placed before the meeting must be notified to all Members within 14 clear days' of receipt at the offices of the Council. The request must include details of any resolution to be placed before the meeting

NOTICE OF GENERAL MEETINGS

- 43 The minimum period of notice required to hold a general meeting of the Council is 14 clear days for all other general meetings
- 44 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights
- 45 The notice 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 to appoint a proxy under section 324 of the Companies Act 2006 and Articles 66 to 69
- 46 The notice must be given to all the Members and to the Directors and auditors
- 47 The proceedings at a 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 by the Council

PROCEEDINGS AT GENERAL MEETINGS

- 48 No business shall be transacted at any general meeting unless a quorum is present. The proceedings at general meetings shall be conducted in accordance with the Articles and any rules or bylaws made pursuant to Articles 127 and 128
- 49 Subject to the rules made pursuant to Articles 127 and 128, a quorum at general meetings is 10 Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting
- 50 The authorised representative of a Member organisation shall be counted in the quorum

- 51 If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present the meeting shall be adjourned to such time and place as the Directors shall determine
- 52 The Directors must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting
- 53 If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting
- 54 General meetings shall be chaired by the President. If the President 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 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 present in person or by proxy and entitled to vote must choose one of their number to chair the meeting
- 55 The Members present in person or by proxy at a 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 reconvened unless those details are specified in the resolution. If a meeting is adjourned by a resolution of the Members for more than 7 days, at least 7 clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting
- 56 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
- 57 Any vote at a 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
- (1) by the person chairing the meeting,
 - (2) by at least two Members present in person or by proxy and having the right to vote at the meeting, or
 - (3) by Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting
- 58 The result of the vote must be recorded in the minutes of the Council but the number or proportion of votes cast need not be recorded
- 59 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- 60 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
- 61 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll
- 62 If the poll is not taken immediately at least 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken. The poll must be taken within 30 days after it has been demanded
- 63 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

- 64 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting
- 65 A Member may attend a general meeting via suitable electronic means agreed by the Directors, via which the Member can effectively communicate with all the other participants, by serving written notice on the Council with details of their request no later than 21 days prior to the date of the general meeting or as otherwise agreed with the Council

CONTENT OF PROXY NOTICES

- 66 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which
- (1) states the name and address of the Member appointing the proxy,
 - (2) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
 - (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
 - (4) is delivered to the Council in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 67 The Directors may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 68 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
- 69 Unless a proxy notice indicates otherwise, it must be treated as
- (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
 - (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

DELIVERY OF PROXY NOTICES

- 70 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general 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 Council by or on behalf of that person
- 71 An appointment under a proxy notice may be revoked by delivering to the Council a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 72 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
- 73 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

WRITTEN RESOLUTIONS

- 74 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 who would have been entitled to vote upon it had been proposed at a general meeting shall be effective provided that
- (1) a copy of the proposed resolution has been sent to every eligible Member,

- (2) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution, and
 - (3) it is contained in an authenticated document that has been received at the registered office within the period of 28 days beginning with the circulation date
- 75 A resolution in writing may comprise several copies to which one or more Members have signified their agreement. In the case of a Member that is an organisation, its authorised representative may signify its agreement.

VOTES OF MEMBERS

- 76 Subject to Articles 36 to 38, every Member, whether an individual or an organisation, shall have one vote.
- 77 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 78 Any organisation that is a Member of the Council may nominate any person to act as its representative at any meeting of the Council.
- 79 The organisation must give written notice to the Council of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Council prior to the meeting. The representative may continue to represent the organisation thereafter until written notice to the contrary is received by the Council.
- 80 Any notice given to the Council will be conclusive evidence that the representative is entitled to represent the organisation or that his authority has been revoked. The Council shall not be required to consider whether the representative has been properly appointed by the organisation.

DIRECTORS

- 81 A Director must be a natural person aged 18 years or older. No one may be appointed a Director if he would be disqualified from acting under the provisions of Article 95.
- 82 The minimum number of Directors shall be 3 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 83 The first Directors shall be those persons notified to Companies House as the first Directors of the Council.
- 84 A Director may not appoint an alternate Director or anyone to act on his or behalf at Board Meetings.

POWERS OF DIRECTORS

- 85 The Directors shall manage the business of the Council and may exercise all the powers of the Council subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
- 86 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 87 Any Board Meeting at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

RETIREMENT OF DIRECTORS

- 88 At the first annual general meeting, and each subsequent annual general meeting, all the Directors must retire from office unless by the close of the meeting the Members have failed to elect sufficient Directors to hold a quorate Board Meeting in accordance with any rules made pursuant to Articles 127 and 128.

- 89 The Directors shall retire and/or rotate in accordance with any rules made pursuant to Articles 127 and 128
- 90 If a Director is required to retire at an annual general meeting by a provision of the Articles or any rules made pursuant to Articles 127 and 128 the retirement shall take effect upon the conclusion of the meeting

APPOINTMENT OF DIRECTORS

- 91 Subject to any rules or bylaws made pursuant to Articles 127 and 128, the Council may by ordinary resolution appoint a person who is willing to act to be a Director
- 92 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless he is recommended for re-election by the Directors or is nominated or recommended in accordance with any rules made pursuant to Articles 127 and 128, or
- 93 The Directors may appoint a person who is willing to act to be a Director
- 94 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting in accordance with and subject to any rules made pursuant to Articles 127 and 128

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 95 A Director shall cease to hold office if he
- (1) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a Director,
 - (2) ceases to be a Member of the Council,
 - (3) in the written opinion, given to the Council, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Director and may remain so for more than three months,
 - (4) resigns as a Director by notice to the Council (not only if at least two Directors will remain in office when the notice of resignation is to take effect), or
 - (5) is absent without the permission of the Directors from all their meetings held within a period of 6 consecutive months and the Directors resolve that his or her office be vacated

BOARD MEETINGS

- 96 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles. Any Director may call a Board Meeting. The Secretary (if any) must call a Board Meeting if requested to do so by a Director
- 97 Questions arising at a Board Meeting shall be decided by a majority of votes. In the case of an equality of votes, the President (or the chair (if different)) shall have a second or casting vote
- 98 A Board Meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants. The quorum at a Board Meeting shall be three or such other number as may be decided from time to time by the Directors
- 99 No decision may be made by a Board Meeting 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
- 100 A Director shall not be counted in the quorum present at a Board Meeting when any decision is made about a matter upon which that Director is not entitled to vote

- 101 There shall be a minimum of 2 Directors and, unless resolved otherwise by the Directors, there shall be no maximum. If the number of Directors is less than the number fixed as the quorum for Board Meetings, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 102 The President shall chair Board Meetings but if the President is unwilling to preside or is not present within 10 minutes after the time appointed for the Board Meeting, the Directors present may appoint one of their number to chair that Board Meeting.
- 103 The President shall have no functions or powers except those conferred by the Articles or delegated to him by the Directors.
- 104 A resolution in writing or in electronic form agreed by all of the Directors entitled to receive notice of a Board Meeting and to vote upon the resolution shall be as valid and effectual as if it had been passed at a Board Meeting duly convened and held provided that
- (1) a copy of the resolution is sent or submitted to all the Directors eligible to vote, and
 - (2) a simple majority of the Directors has signified its agreement to the resolution in an authenticated document or documents that are received at the registered office of the Council within the period of 28 days beginning with the circulation date.
- 105 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.

DELEGATION

- 106 The Directors may delegate any of their powers or functions to any committee provided that at least one Director is a member of any such committee and that the terms of any delegation be recorded in writing and placed in/with the minute book.
- 107 The Directors may impose conditions when delegating, including the conditions that
- (1) the relevant powers are to be exercised exclusively by the committee to whom they delegate,
 - (2) no expenditure may be incurred on behalf of the Council except in accordance with a budget previously agreed with the Directors.
- 108 The Directors may revoke or alter a delegation.
- 109 All acts and proceedings of any committees must be fully and promptly reported to the Directors in accordance with its rules.

VALIDITY OF BOARD DECISIONS

- 110 Subject to Article 111, all acts done by a Board Meeting, or of a committee created pursuant to Articles 106 to 109, shall be valid notwithstanding the participation in any vote of a Director or committee member (as the case may be)
- (1) who was disqualified from holding office,
 - (2) who had previously retired or who had been obliged by the constitution to vacate office,
 - (3) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,
- if without
- (4) the vote of that Director or committee member (as the case may be), and
 - (5) that Director or committee member (as the case may be) being counted in the quorum,

the decision has been made by a majority of the Directors or committee members (as the case may be) at a quorate meeting

- 111 Article 110 does not permit a Director or committee member (as the case may be) or a connected person to either to keep any benefit that may be conferred upon him by a resolution of the Directors or of a committee if, but for Article 110, the resolution would have been void, or if the Director or committee member has not complied with Article 27

MINUTES

- 112 The Directors must keep minutes of all

- (1) appointments of Officers or admission of Members made by the Directors,
- (2) proceedings at meetings of the Council,
- (3) Board Meetings and meetings of committees of Directors including
 - (a) the names of the Directors present at the meeting,
 - (b) the decisions made at the meetings, and
 - (c) where appropriate the reasons for the decisions

ACCOUNTS

- 113 The Directors must prepare and submit 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
- 114 The Directors must keep accounting records as required by the Companies Acts and comply with the requirements of the Companies Acts to prepare and submit an Annual Return
- 115 A bank account must be kept in the name of the Council in such bank or building society as the Directors decide from time to time. All monies received by the Council, other than sums properly required for the purposes of petty cash, must be banked as soon as reasonably practicable after receipt. To be honoured a cheque must be signed by any two Directors as are specified as signatories, or by such members of staff who have been duly authorised by a resolution of the Directors
- 116 The accounts and records of the Council must be audited annually by an independent firm of chartered accountants who may be appointed from time to time by the Directors. The Council may pay the chartered accountants such remuneration as the Directors decide and agree with those accountants

MEANS OF COMMUNICATION TO BE USED

- 117 Subject to the Articles, anything sent or supplied by or to the Council under the Articles may be sent or supplied in any way that the Companies Acts provides for documents or information authorised or required by any provision of the Companies Act to be sent or supplied by or to the Council
- 118 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may be sent or supplied by the means that the Directors notify to the Council
- 119 Any notice to be given to or by any person pursuant to the Articles must be in writing or must be given in electronic form
- 120 The Council may give any notice to a Member either
- (1) personally, or
 - (2) by sending it by post in a prepaid envelope addressed to the Member at his address, or

- (3) by leaving it at the address of the Member, or
 - (4) by giving it in electronic form to the Member's address,
 - (5) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
- 121 A Member who does not register an address with the Council or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Council.
- 122 A Member present in person at any meeting of the Council shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 123 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 124 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006.
- 125 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic form of communication, 48 hours after it was sent.

INDEMNITY

- 126 The Council may indemnify a relevant Director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

In this Article a 'relevant Director' means any Director or former Director of the Council.

RULES

- 127 The Directors may from time to time make such reasonable and proper rules or bylaws as they may deem necessary or expedient for the proper conduct and management of the Council.
- 128 The rules or bylaws may, without limitation, regulate the following matters:
- (1) the admission of Members of the Council (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members,
 - (2) the conduct of Members of the Council in relation to one another, and to the Council's employees and volunteers,
 - (3) the allocation of the whole or any part or parts of the Council's premises at any particular time or for any particular purpose,
 - (4) the procedure at general meetings and Board Meetings insofar as such procedure is not regulated by the Companies Acts or by the Articles,
 - (5) generally, all such matters as are commonly the subject matter of company rules.
- 129 The Council in general meeting, acting by special resolution, has the power to alter, add to or repeal the rules or bylaws.
- 130 The Directors must adopt such means as they think sufficient to bring the rules and bylaws to the notice of Members of the Council.

- 131 The rules or bylaws shall be binding on all Members of the Council. No rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in, the Articles

DISPUTES

- 132 In the event of any dispute or difference of opinion at a general meeting, or a dispute arising between Members of the Council about the validity or propriety of anything done by the Members of the Council under these Articles, such a dispute shall be decided on a show of hands. In the event of a tie, the President or other chair for the time being of the meeting will have a casting vote
- 133 If the dispute cannot be resolved by virtue of Article 132, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation

DISSOLUTION

- 134 If, upon the winding up or dissolution of the Council, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other body or bodies (whether or not the same is a Member) having objects that are similar to the Objects, in particular that they support the Jewish community, and shall prohibit the distribution of its or their income, profit and property among its or their members to an extent at least as is imposed on the Council by virtue of Article 12. The Members of the Council may at any time before, and in expectation of, the Council's dissolution determine such body or bodies at or before the time of dissolution
- 135 Subject to any such resolution of the Members of the Council, as set out in Article 134, the Directors may at any time before and in expectation of the Council's dissolution resolve that any net assets of the Council after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Council be applied or transferred to one or more organisations in accordance with Article 134
- 136 In no circumstances shall the net assets of the Council be paid to or distributed among the Members of the Council (except to a Member that is an organisation formed for purposes similar to the Objects) and if no resolution is passed by the Members or the Directors, in accordance with Article 134 or 135, the net assets of the Council shall be applied for the restricted purposes set out in Article 134 as directed by the Court

CONNECTED PERSONS

- 137 In Articles 13 to 24, 29 and 111 'connected person' means
- (1) a child, parent, grandchild, grandparent, brother or sister of the Director,
 - (2) the spouse or civil partner of the Director or of any person falling within sub-clause (1) above,
 - (3) a person carrying on business in partnership with the Director or with any person falling within sub-clause (1) or (2) above,
 - (4) an institution which is controlled
 - (a) by the Director or any connected person falling within sub-clause (1), (2) or (3) above, or
 - (b) by two or more persons falling within sub-clause (4)(a) when taken together, or
 - (5) a body corporate in which
 - (a) the Director or any connected person falling within sub-clauses (1) to (3) has a substantial interest, or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest