

**CONSTITUTION
of
Sukkat Shalom, Edinburgh Liberal Jewish Community (SCIO)**

**Adopted at the Extraordinary General Meeting held on 9th September 2012 and amended at
the Extraordinary General Meeting of 23rd January 2022**

The original constitution of Sukkat Shalom, Edinburgh Liberal Jewish Community was adopted when the organisation was founded on 6th June 2004 and subsequently amended at the AGM on 19th February 2012 and the EGM on 23rd January 2022.

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Type of Organisation

1. The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

2. The principal office of the organisation will be in Scotland (and must remain in Scotland).

Name

3. The name of the Congregation, also referred to in this constitution as the Congregation, shall be Sukkat Shalom, Edinburgh Liberal Jewish Community (SCIO).

Objects

4. The Congregation's objects are: to advance, promote and support the progressive branch of the Jewish religion in Edinburgh and the East of Scotland.

Powers

5. In pursuance of the objects set out in clause 4 (but not otherwise), the Congregation shall have the following powers:

- (a) To arrange, fund and run a programme of religious services, religious education and social events in accordance with the ideals of progressive Judaism.
- (b) To carry on any other activities which further any of the above objects.
- (c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Congregation's activities.
- (d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Congregation.
- (e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Congregation.
- (f) To borrow money, and to give security in support of any such borrowings by the Congregation.
- (g) To employ such staff as are considered appropriate for the proper conduct of the Congregation's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (h) To engage the services of rabbis to carry out religious duties such as leading services, providing education or pastoral services.
- (i) To engage such consultants and advisers as are considered appropriate from time to time.
- (j) To effect insurance of all kinds (which may include officers' liability insurance).
- (k) To invest any funds which are not immediately required for the Congregation's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (l) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Congregation's objects.

- (m) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Congregation's objects.
- (n) To form any charitable company with similar objects to those of the Congregation, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the Congregation's assets and undertaking.
- (o) To take such steps as may be deemed appropriate for the purpose of raising funds for the Congregation's activities.
- (p) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (q) To do anything which may be incidental or conducive to the furtherance of any of the Congregation's objects.

General structure

6. The structure of the Congregation shall consist of:
- (a) the MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the Council and take decisions in relation to changes to the constitution itself
 - (b) the COUNCIL – who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Congregation; in particular, the Council is responsible for monitoring the financial position of the Congregation. The members of the COUNCIL are the CHARITY TRUSTEES of the organisation.

Qualifications for membership

7. Membership shall be open any person, male or female, over thirteen years of age and of the Jewish religion.
- 7A. The Congregation may, at a General Meeting, decide to allow people who are not eligible for membership to have associate status. Associates would not have the right to vote in General Meetings but might **have other rights of membership** as approved by the Congregation.
8. Any member under eighteen years of age shall be entitled to all the privileges enjoyed by a full member, but shall not be eligible for election to the Council, nor have a vote at General Meetings nor shall they be liable to pay subscription fees.
9. Every paid official of the Congregation who is a person of the Jewish religion shall, during his/her period of office only, be entitled to enjoy all the rights and bear all the duties of a member except for payment of the subscription fee. However paid officials shall not be entitled to vote at meetings of the Council or be elected or co-opted to the Council.

Application for membership

10. Any person who wishes to become a member must sign, and lodge with the Congregation, a written application for membership.
11. The Council may, at its discretion, refuse to admit any person to membership.

12. The Council shall consider each application for membership at the first Council meeting which is held after receipt of the application; the Council shall, within a reasonable time after the meeting, notify the applicant of its decision on the application. On acceptance of the application the member will be invoiced for the amount of the annual membership subscription.

Membership subscription

13. Members over the age of eighteen shall be required to pay an annual membership subscription; the amount of the annual membership subscription shall be set at a scale approved by the membership at the Annual General Meeting.

14. The annual membership subscriptions shall be payable on or before a date decided by members at the Annual General Meeting or paid by a payment plan approved by the Council.

15. If the membership subscription payable by any member remains outstanding more than 12 weeks after the date on which it fell due (and providing he/she has been given at least one written reminder) the Council may, by resolution to that effect, expel him/her from membership.

16. A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

17. The Honorary Treasurer or the Chairman shall have the power to accept from any new or existing member a lower annual subscription on the terms that such a reduction shall be reviewed on an annual basis.

Register of members

18. The Council shall maintain a register of members, setting out the full name and address of each member, the date on which s/he was admitted to membership, and the date on which any person ceased to be a member.

19. If a member of the Council or a member of the Congregation requests a copy of the register of members, the Council must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a member of the organisation (who is not a member of the Council), the Council may provide a copy which has the addresses blanked out. Where information is provided to a member of the Council or to a member of the Congregation, the receiver will be required to maintain the confidentiality of the information and never to disclose it to a third party.

Withdrawal from membership

20. Any person who wishes to withdraw from membership shall sign, and lodge with the Congregation, a written notice to that effect; on receipt of the notice by the Congregation, s/he shall cease to be a member.

Expulsion from membership

21. Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:

- (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion.
- (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

General meetings (meetings of members)

22. The Council shall convene an annual general meeting in each year (but excluding the year in which the Congregation is legally constituted); not more than 15 months shall elapse between one annual general meeting and the next.

23. The business of each annual general meeting shall include but not be limited to:

- (a) a report by the Chairperson on the activities of the Congregation
- (b) consideration of the annual accounts of the Congregation
- (c) the election/re-election of office bearers and members of the Council, as referred to in clauses 39 and clauses 47, 48 and 49.

24. The Council may convene a special general meeting at any time.

25. If a notice signed by ten or more members requesting a special general meeting is received by the Congregation, the Council must convene a special general meeting and on the basis that it must be held within six weeks from the date on which the notice was received; a notice under the preceding provisions must set out the business which is to be considered at the special general meeting.

Notice of general meetings

26. At least 7 clear days' notice must be given (in accordance with clause 80) of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.

27. The reference to "clear days" in clause 26 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.

28. Notice of every general meeting shall be given (in accordance with clause 80) to all the members of the Congregation, and to all the members of the Council.

Procedure at general meetings

29. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 10 members, present in person.

30. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

31. The Chairperson of the Congregation shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the Chairperson is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the Council present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

32. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

33. Every member shall have one vote (except as noted in clauses 8 and 9), which (whether on a show of hands or on a secret ballot) must be given personally.

34. Voting will be on a simple majority basis unless provided for elsewhere. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

35. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least 5 members present in person at the meeting); a secret ballot may only be demanded before the show of hands takes place.

36. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of Council members

37. The maximum number of members of the Council shall be 15 and the minimum number shall be 3, which number shall include the Chairperson and Honorary Treasurer elected at the Annual General Meeting.

Eligibility

38. A person shall not be eligible for election/appointment to the Council under clauses 39 and 40 unless he/she is a member of the Congregation.

Election, retiral, re-election

39. At each annual general meeting, the members may (subject to clause 37) elect any member to be a member of the Council. If, after the retirals required by clause 41, there are more candidates than vacancies, each member present at the AGM can cast votes for up to the number of vacancies. The successful candidates are those receiving the highest number of votes. In the event of a tie, second and subsequent ballots between the tied candidates are held according to the same principle. If there are not more candidates than vacancies, each candidate will be successful if they achieve a simple majority of the members present.

40. The Council may at any time appoint any member to be a member of the Council (subject to clause 37).

41. At each annual general meeting (other than the first)

(a) any Council members appointed under clause 40 during the period since the preceding annual general meeting shall retire from office

(b) out of the remaining members of the Council disregarding for this purpose the elected office bearers, one third (to the nearest round number) shall retire from office

42. The members of the Council to retire under paragraph (b) of clause 41 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.

43. At the first annual general meeting the Council members of Sukkat Shalom Edinburgh (our precursor organization) shall be considered as the Council members of the new organization in terms of clauses 40,41 and 42.

44. A member of the Council who retires from office under clause 41 or 42 shall be eligible for re-election.

Termination of office

45. A member of the Council shall automatically vacate office if:

(a) he/she becomes debarred under any statutory provision from being involved in the management or control of a charity

- (b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months, and two-thirds of the Council resolve to remove him/her from office
- (c) (in the case of a member of the Council elected/appointed under clauses 39, 40 and 41) he/she ceases to be a member of the Congregation
- (d) he/she becomes an employee of the Congregation
- (e) he/she resigns office by notice to the Congregation
- (f) he/she is absent (without permission of the Council) from more than three consecutive meetings of the Council, and two thirds of the Council resolve to remove him/her from office.

Register of Council members

46. The Council shall maintain a register of Council members, setting out the full name and address of each member of the Council, the date on which each such person became a Council member, and the date on which any person ceased to hold office as a Council member.

Office Bearers

47. The membership shall elect at the Annual General Meeting a Chairperson and Honorary Treasurer for the Congregation.

48. Every candidate eligible for election as an office bearer must be proposed and seconded by two members of the Congregation.

49. Should more than one nomination be received for an office bearer's post, an election will be held and the candidate with the greatest number of votes shall be elected. If the election is uncontested, a candidate will be elected if they achieve a simple majority of the members present.

50. The Council or the membership shall have the power to elect such other office bearers (if any) as they consider appropriate. Office Bearers elected by the Council should be members of the Council. Office Bearers elected by the membership will count towards the total number of Council Members as under clause 37.

51. Should a vacancy occur in an office during the course of the year, the Council shall elect a successor from amongst its membership.

52. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election except as prohibited by clauses 54 and 55.

53. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the Council or if he/she resigns from that office by written notice to that effect.

54. A person who has served as Chairperson for a period of 4 years shall automatically vacate office on expiry of that 4 year period and shall then not be eligible for re-election until a further 2 years have elapsed.

55. For the purposes of clause 54

(a) the period from the date of the formation of the association to the first annual general meeting shall be deemed to be a period of one year, unless it is of less than six months' duration (in which case it shall be disregarded)

(b) the period between the date of appointment of the Chairperson and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than six months' duration (in which case it shall be disregarded)

(c) the period between one annual general meeting and the next shall be deemed to be a period of one year

(d) if the Chairperson ceases to hold office but is reappointed to that office within a period of six months, he/she shall be deemed to have held that office continuously.

Powers of Council

56. Except as otherwise provided in this constitution, the Congregation and its assets and undertaking shall be managed by the Council, who may exercise all the powers of the Congregation.

57. The members of the Council shall from time to time make, revise and issue to members regulations concerning:

Marriages

B'nei Mitzvah

Death and Burials

Conversion to Judaism

Kashrut

Security

Any other topics as directing by the Council or members.

58. A meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.

Personal interests

59. A member of the Council who has a personal interest in any transaction or other arrangement which the Congregation is proposing to enter into, must declare that interest at a meeting of the Council; he/she will be debarred (in terms of clause 70) from voting on the question of whether or not the Congregation should enter into that arrangement.

60. For the purposes of clause 59, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.

61. Provided he/she has declared his/her interest – and has not voted on the question of whether or not the Congregation should enter into the relevant arrangement – a member of the Council will not be debarred from entering into an arrangement with the Congregation in which he/she has a personal interest (or is deemed to have a personal interest under clause 60) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

62. No member of the Council may serve as an employee (full time or part time) of the Congregation, and no member of the Council may be given any remuneration by the Congregation for carrying out his/her duties as a member of the Council.

63. The members of the Council may be paid all travelling and other expenses reasonably incurred by them in connection with the carrying-out of their duties.

Procedure at Council meetings

64. The Chairperson or any other 2 members of the Council may call a meeting of the Council or request the Secretary to call a meeting of the Council.

65. The Council shall meet a minimum of 6 times in each year.

66. Questions arising at a meeting of the Council shall be decided by a majority of votes, with one vote per Council member present; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

67. No business shall be dealt with at a meeting of the Council unless a quorum is present; the quorum for meetings of the Council shall be 4. If at any time the number of management committee members in office falls below the number fixed as the quorum, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.

68. Unless he/she is unwilling to do so, the Chairperson of the Congregation shall preside as chairperson at every Council meeting at which he/she is present; if the Chairperson is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Council members present shall elect from among themselves the person who will act as chairperson of the meeting.

69. All members and any other person whom the Council consider reasonably appropriate, including paid officials of the Congregation, are allowed to attend any meeting of the Council and is allowed to speak at the discretion of the Council. For the avoidance of doubt, any such person who is invited to attend a Council meeting shall not be entitled to vote. Exceptionally, at the discretion of the Chairperson, individual items of business may be reserved for discussion with only members of the Council present.

70. A Council member shall not vote at a Council meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Congregation; he/she must withdraw from the meeting while an item of that nature is being dealt with.

71. For the purposes of clause 70, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

Delegation to sub-committees

72. The Council may delegate any of their powers to any sub-committee consisting of one or more Council members and such other persons (if any) as the Council may determine; they may also delegate to the Chairperson of the Congregation (or the holder of any other post) such of their powers as they may consider appropriate.

73. Any delegation of powers under clause 72 may be made subject to such conditions as the Council may impose and may be revoked or altered.

74. The rules of procedure for any sub-committee shall be as prescribed by the Council.

Operation of accounts and holding of property

75. The signatures of two out of three signatories appointed by the Council shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Congregation; at least one out of the two signatures must be the signature of a member of the Council.

76. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the Chairperson, treasurer and secretary of the Congregation (and their successors in office) or in name of a nominee company holding such property in trust for the Congregation; any person or body in whose name the Congregation's property is held shall act in accordance with the directions issued from time to time by the Council.

Minutes

77. The Council shall ensure that minutes are made of all proceedings at general meetings, Council meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

78. The Council shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

79. The Council shall prepare annual accounts, complying with all relevant statutory requirements and shall ensure that an independent examination of such accounts is carried out by a suitable qualified person.

Notices

80. Any notice which requires to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member, be sent by email to an address given by the member to the Congregation, or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the Congregation.

Dissolution

81. If the Council determines that it is necessary or appropriate that the Congregation be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.

82. If a proposal by the Council to dissolve the Congregation is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 81, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.

83. Any assets remaining after satisfaction of the debts and liabilities of the Congregation immediately preceding its dissolution shall be transferred to some other charitable body or bodies having purposes which are the same as or which resemble closely the purposes of the Congregation. The identity of the body or bodies to which such assets are transferred shall be determined by the members of the Congregation at, or prior to, the time of dissolution.

84. For the avoidance of doubt, no part of the income or property of the Congregation shall (otherwise than in pursuance of the Congregation's charitable objects) be paid or transferred (directly or indirectly) to the members, either in the course of the Congregation's existence or on dissolution.

Alterations to the constitution

85. Subject to clause 86, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 26, 27 and 28.

86. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g., change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

87. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -

87.1 any statutory provision which adds to, modifies or replaces that Act; and

87.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 0 above.

88. In this constitution the words “charity” and “charitable purpose” are defined as follows

88.1 “Charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes.

88.2 “Charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

Initial members of the Council and of the Congregation

89. The initial members of the Congregation, after the two persons submitting this application, shall be those who were members of Sukkat Shalom, Edinburgh (SC035678) our precursor organization.

90. The initial members of the Council, and the positions held by each, shall be those that were elected as members of the Council of Sukkat Shalom, Edinburgh (SC035678) our precursor organization,