

**MINUTES OF THE TWELFTH ANNUAL GENERAL MEETING OF THE NEW LONDON SYNAGOGUE
(Company limited by guarantee)**

Held at 33 Abbey Road NW8 0AT on Thursday 29th July 2021 at 7pm.

In attendance:

Members: Nathalie Glaser (Chair), Brian Linden (Treasurer) and a quorate number of members.

In Attendance: Rabbi Jeremy Gordon, Phil Ashleigh (Operations Manager)

Apologies: Ellen Rabinowicz, Julian Dawes, Michael & Nicola Kosmin, Roberta & Stephen Rosefield, Jayne & David Franks, Sue & Tony Leifer, Joe Carlebach, Anne Cowen.

Introduction

The meeting was delayed for a few minutes until a few more people arrived, and the meeting became quorate.

Rabbi Gordon addressed the meeting about Covid protocols and Service plans for Haggim ahead of the official start of the meeting.

The Treasurer presented the simplified set of accounts for the last financial year, as had been introduced at the 2020 AGM which were not an official part of the meeting.

We had a reasonable year with similar receipts to the previous year partly due to a successful amount of donations.

Expenditure was generally lower, other than expense occurred as a one off sorting out ratifying data ahead of importing into our new database. We needed that data to be accurate.

Our profit and loss accounts, reconciled to the statutory accounts show a nett surplus of £10,212 for the year.

Investments did exceptionally well, increasing by £147k over the year.

We are holding over 6 months of reserves, our policy being to hold between 3 to 6 months of operating costs.

We have had a successful follow up on late payments which was not possible in previous years.

David Futerman queried about the reduced number of employees.

This was explained in that RNM was contracted and not employed by us, but by Masorti.

Bow low queried about the substantial amount in the Asylum Seekers account,

This was partly due to a large donation which came through during the year.

During this presentation adequate members arrived in the building for us to be quorate.

The meeting started at 7.30pm

The Chair welcomed everyone to the **Twelfth Annual General Meeting** of The New London Synagogue.

We have 9 ordinary resolutions and one special resolution.

Our usual practice has been followed and all necessary documents made available.

Our member Leslie Kosmin was asked to present the rationale behind the special resolution.

The meeting was asked if a poll was needed, and all were happy that a show of hands was adequate for voting.

The Chair thanked our Treasurer Brian Linden, our Council, our professional staff, our Rabbinic team, Lester Kershenbaum for his work in services, our Board of Deputies Representatives and Leslie Kosmin QC for his works in updating our constitution.

Agenda

Questions were invited on each resolution ahead of the results being announced.

1. **Ordinary Resolution 1a** – That **Jeremy Parlons** be and is hereby elected as a member of Council.

Proposed by: Angela Gluck

Seconded by: Bob Low

Resolution passed on a show of hands, none against and 2 abstentions.

- Ordinary Resolution 1b**– That **Julian Dawes** be and is hereby elected as a member of Council.

Proposed by Angela Gluck

Seconded by. Bob Low

Resolution passed on a show of hands, none against and 2 abstentions.

Ordinary Resolution 1c– That **Andrew Hirsch** be and is hereby elected as a member of Council.

Proposed by: Angela Gluck and Seconded by: Bob Low

Resolution passed on a show of hands, none against and 2 abstentions.

2. **Ordinary Resolution 2** – That **Bob Low** be and is hereby elected as a Warden of the Synagogue.

Proposed by Elaina Rothman

Seconded by: Angela Gluck

Resolution passed on a show of hands unanimously.

3. **Ordinary Resolution 3** To receive and adopt the Minutes of the Annual General Meeting

of the Synagogue held on **7th September 2020**

Proposed by: Abigail Levin and Seconded by: Anthony Berman

Resolution passed on a show of hands unanimously.

4. **Ordinary Resolution 4** To receive and adopt the Chairman’s Report for the year ended

28 February 2021.

Bow Low placed on record and supported by the meeting his gratitude for her work and diligence.

Proposed by: Ann Summers.

Seconded by: Bob Low

Resolution passed on a show of hands unanimously.

5. **Ordinary Resolution 5:** To receive and adopt the Trustees’ and the Auditors’ Reports

and Statement of Accounts for the year ended **28 February 2021.**

There were no questions on the accounts.

Proposed by: Gerald Rothman

Seconded by: Helen Toeman

Resolution passed on a show of hands unanimously.

6. **Ordinary Resolution 6:** To re-appoint HW Fisher & Company to hold office as Auditor

to the Synagogue until the conclusion of the next Annual General Meeting of the Synagogue

The chair thanked Brian for the enormous work put into the accounts and his good humor etc

Questions

Gerald Rothman queried about changing the auditors.

Brian Linden advised that we would obtain another quote for competitive reasons but had not wanted to do so whilst we were moving to our new database. He does understand that it would be best practise.

Proposed by: Gerald Rothman.

Seconded by: David Summers

Resolution passed on a show of hands unanimously.

The Chair asked Leslie Kosmin to explain the following ordinary resolutions from a legal perspective.

7. **Ordinary Resolution 7:** To ratify the election of Tony Leifer and Eleanor Lind as the Board of Deputies representatives

of the New London Synagogue as per the election result confirmed to members of the Synagogue on our

Newsletter of **21st May 2021**

Proposed by: Bob Low

Seconded by: Angela Gluck

Resolution passed on a show of hands unanimously.

8. **Ordinary Resolution 8:** To ratify that pursuant to Article 14.1 of the existing Articles of Association this Annual General Meeting approves the following change to the customs and rites of The New London Synagogue by agreeing that:

The New London Synagogue should continue to stream Shabbat and Yom Tov services using the existing ‘set & forget’ system.

Questions invited.

AG asked if this needed to be ratified every year

RJG advised that council advised that as this was a substantial decision it needed the consent of the meeting.

Set and forget advised as a system that can be operated without operating a device during shabbat.

It might be called passive streaming.

Proposed by Angela Gluck

Seconded by Anthony Berman

Resolution passed on a show of hands, one vote against and no abstentions.

9. **Ordinary Resolution 9:** To ratify that pursuant to Article 14.1 of the existing Articles of Association this Annual General Meeting approves the following changes to the customs and rites of The New London Synagogue by agreeing that until the end of 2021:

Shabbat and regular Yom Tov morning services shall, as far as reasonably possible, run for two hours, rather than the previous three hours, starting at 10 a.m.

Instead of running a 'complete' service every week, we shall offer a reduced service comprised of every-week elements and other elements included on a rotation basis. The every-week elements will take 90 minutes. In selecting the 30 minutes of elements to be included on rotation, attention shall be paid to such issues as decided by Rabbi Jeremy in consultation with the services Committee.

Questions invited:

"When Resolution 9 as set out above was debated the content was hotly debated. Strong opposition to the proposal was expressed by Angela Gluck and she was supported in this by Lester Kershenbaum and Bob Low. All three of them expressed the view that they opposed this major change, which needed more time for debate and consideration at a much better attended meeting of the membership.

A resolution of this significance deserved a separate meeting rather than be passed at an AGM the start of which had been delayed by the need to obtain a quorum of 20 members present.

At this point Leslie Kosmin expressed agreement with the view that there were too few members present to debate and decide such a crucial issue as the length and form of services.

This would have long term implications for the synagogue. He endorsed the view of Lester K that the decision should be deferred to a later date.

Leslie suggested that there should be a special EGM to discuss this either in December or early in the new year 2022. Until then the services should continue in a truncated form owing to Covid. This would also be a test of the proposal.

To achieve this end Leslie proposed an amendment to Resolution 9 amended as follows:

9.Ordinary Resolution 9 Amendment:

To ratify that pursuant to Article 14.1 of the existing Articles of Association this Annual General Meeting approves the following changes to the customs and rites of The New London Synagogue by agreeing that **until the end of 2021:**

Shabbat and regular Yom Tov morning services shall, as far as reasonably possible, run for two hours, rather than the previous three hours, starting at 10 a.m.

Instead of running a 'complete' service every week, we shall offer a reduced service comprised of every-week elements and other elements included on a rotation basis. The every-week elements will take 90 minutes. In selecting the 30 minutes of elements to be included on rotation, attention shall be paid to such issues as decided by Rabbi Jeremy in consultation with the services Committee.

This amendment proposed by Leslie Kosmin and seconded by Anne Summers.

Resolution passed unanimously on a show of hands.

The amended Resolution 9 containing these additional words was then put by the Chair.

The effect of the amended Resolution 9 is that the trial period for the new form of service ends on 31 December 2021. If there is no authorised change by then for the longer term the services must revert to their original form in January 2022.

The issue will therefore need to be the subject of an EGM later in the year.

Proposed by Leslie Kosmin and Seconded by Anne Summers

Resolution passed unanimously on a show of hands.

LK advised that the Operations Manager had asked him pick out key changes for our constitution for now with other parts to be debated later in the year.

These changes relate to meetings, to define an electronic meeting, and how hosted.

Normally these would be hosted, and this allows for physical, hybrid, with participants or electronic as allowed by law. These changes give us the flexibility to have options in the future and to have properly specified.

There is an inclusion about these people and voting and being part of a quorum.
This allows all participants to participate as necessary.
Voting electronically to be considered only if it is secure and this gives Council the power to decide.

Notice of AGM requirement to be reduced to the legal limit of 21 instead of 35.
Additionally, we should reduce the quorum from 20 to 10 so we could proceed without struggling.
These changes will allow the formal business of the synagogue to proceed more easily.

Gerald Rothman advised that 35 days had related on the time needed to get everything properly prepared.

1. Special Resolution 10:

The following resolution shall be proposed as a Special Resolution: "THAT the Articles of Association of The New London Synagogue be and are hereby modified as follows.

(1) By the insertion in Article 1 of the following definition:

"Electronic general meeting" shall mean a general meeting hosted on an electronic platform, whether that general meeting is physically hosted at a specific location simultaneously or not."

(2) By the insertion of new Articles 5A, 5B and 5C which shall be in the following terms:

5A.1 The Council shall determine whether a general meeting is to be held as a physical general meeting or as a hybrid physical and electronic general meeting or, where permitted by law, an electronic general meeting. The Council may call general meetings whenever and at such times and places, including on such electronic platforms, as it shall determine.

5A.2 The Council shall specify in the notice calling the general meeting whether the meeting will be physical general meeting or as a hybrid physical and electronic general meeting ("a hybrid general meeting") or, where permitted by law, as an electronic general meeting. Such notice shall also specify the time, date and place and/or electronic platform(s) of the general meeting.

ARTICLE 5B. Hybrid General Meetings and Electronic General Meetings

5B.1 The Council may resolve to enable persons entitled to attend a hybrid general meeting or, where permitted by law, an electronic general meeting to do so by simultaneous attendance by electronic means. The members or their proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chair of the general meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that members attending who are not present together at the same place may attend and participate in the business of the general meeting.

5B.2 If it appears to the Chair of the general meeting that the electronic platform(s), facilities or security at the hybrid general meeting or electronic general meeting have become inadequate for the purposes of the meeting, then the chair may, without the consent of the meeting, interrupt or adjourn the general meeting. All business conducted at that general meeting up to the time of that adjournment shall be valid.

5B.3 In relation to a hybrid general meeting or an electronic general meeting, the right of a member to participate in the business of any general meeting shall include, without limitation, the right to speak, vote on a poll, be represented by a proxy and have access (including electronic access) to all documents which are required by the Companies Act 2006 or these articles to be made available at the meeting.

5B.4 Nothing in these articles prevents a general meeting being held both physically and electronically.

ARTICLE 5C Electronic Voting

5C.1 The Council may resolve that voting at any general meeting may be carried out electronically in whole or in part provided that the Chair is satisfied that adequate electronic means for voting are available for that purpose. Members shall be informed of the method of voting in the notice calling the general meeting.

5C.2 All resolutions put to the members at a hybrid general meeting or, where permitted by law, an electronic general meeting shall be voted on by a poll. Poll votes may be cast by such electronic means as the Council in its sole discretion deems appropriate for the purposes of the meeting.”

(3) By the insertion in line 1 of Article 6.2 of the number “21” in place of the number “35”.

(4) By the insertion in line 2 of Article 8.2 of the number “10” in place of the number “20”.

Proposed by Elaina Rothman and Seconded by Abigail Levin

Resolution passed on a show of hands with one Abstention.

Rabbi Gordon thanked Nathalie and commented that we are beyond fortunate having had you as our Chair. Flowers were presented.

The next step of our Racial inclusivity project to be progressed with a paper presented to council and is going well. We are committed to be sensitive to these issues. This is ongoing work.

The meeting closed at 9.00pm