

# **ADAT YISRAEL SYNAGOGUE**

## **CONSTITUTION**

## **PREAMBLE**

We the members of ADAT YISRAEL SYNAGOGUE, a not for profit and non-political organization do firmly and solemnly resolve to provide for ourselves a constitution and to be governed by the provisions therein contained.

## **ARTICLE 1:**

### **NAME:**

The name of the Association is “INCORPORATED TRUSTEES OF ADAT YISRAEL SYNAGOGUE”

## **ARTICLE 2:**

### **ADDRESS:**

The address of the association shall be: No 27, Canal View, Off Ago-Bridge, Amuwo Odofin Estate, Lagos State.

## **ARTICLE 3:**

### **AIMS AND OBJECTIVES**

The aims and objectives of the association are:

1. The worship of the one/only Adonai Elohenu as contained in the TORAH that was transmitted by Elohim to Moshe Rabenu on Mt Sinai, that Moshe transmitted to the Jewish people the same TORAH that was then handed down from generation to generation to this very day.
2. To propagate the cause of Judaism in all its ramifications.
3. To observe and promote the ceremonies, doctrines, rites and rituals that Orthodox Judaism preaches.

### **BELIEFS:**

#### **SINGULARITY AND SUPREMACY OF ELOHIM (GOD)**

Adat Yisrael Synagogue takes the whole Jewish Bible as its all sufficient source of Faith and practice. It believes in the singularity and supremacy of God as contained in Deuteronomy 6:4 “HEAR O ISRAEL, THE LORD IS OUR GOD, AND THE LORD IS ONE”. This forms the very basis of our Jewish belief. It is a powerful affirmation of Jews link to the Almighty. As Jews see God as an all powerful supreme being. Views God as the planner, creator and eternal master of all forces, matter and life in the cosmos - one who regulates all existence and gives it meaning. Sees God as an absolute, unlimited spiritual being. It believes him to be everywhere, transcending time, space and nature – all knowing. Encourages members to think of him as a celestial father. He takes a personal interest in all creatures. He sets objective standards for all men – especially his chosen people – The Jewish people – to live by. God is not an imaginary concept, but an ever-present reality. He is someone to whom every member can directly relate to. He is the ultimate guardian, someone to turn to in times

of trouble, someone to express one's deepest feelings to. Thus, there is no need for an intermediary when communicating with God.

## **MEMBERSHIP OF THE SYNAGOGUE**

### **(a) REQUIREMENT FOR MEMBERSHIP**

1. The candidate must be of Hebrew root and gives satisfactory evidence of this to the Body of Elders/Board of Trustees of the Synagogue.
2. One who is not of Hebrew root can convert to Judaism. The potential convert must show sincerity in wanting to become a full – fledged Jew before agreeing to convert him/her. The potential convert shall be made to understand that many of the tasks required of an observant Jew are not easy. If he/she agrees, then should be made to go through the conversion process in accordance with the Orthodox Judaism doctrine.

### **(b) PROCEDURE FOR BECOMING A MEMBER**

1. A person desirous of becoming a member shall contact a member of the Synagogue.
2. The Elders shall interview the candidate.
3. The Elders can approve or disapprove the candidate based on the requirements of the Constitution.

### **(c) DUTIES OF MEMBERS**

Each and every member is expected to support the services and activities of Adat Yisrael Synagogue. Each member is expected to attend Synagogue meetings as applicable to him/her.

### **(d) DISMISSAL OF MEMBERS**

1. A person shall be dismissed from the membership at the members written request, or if the member's action or activities are seen as gross misconduct.
2. The Elders of the Synagogue shall review the membership list periodically to determine if any member(s) are not keeping to their membership duties and obligations. The Elders shall contact these members and encourage them to renew their interest, participation and obligations. Such members who do not show renewed interest may be dismissed from membership by simple majority vote of the members of the Synagogue.
3. Re – admission to membership shall be according to the procedure of becoming a member in the constitution.

## **ARTICLE 4:**

### **TRUSTEES:**

- A. The trustees of **ADAT YISRAEL SYNAGOGUE** for the purpose of the Companies and Allied Matters Act CAP C20 LFN 2004, shall be elected at a General Meeting Charged with the responsibility of selecting the Trustees with 2/3 majority votes of members present.

- B. Such Trustees (Hereinafter referred to as “THE TRUSTEES”) shall not be less than 3 and more than 7 in number. However, the member of Trustees shall always be in odd numbers for ease of voting.
- C. A Trustee may hold office for 40 years but shall cease to hold office if he/her:
  - a) Resigns his/her office.
  - b) Ceases to be a member of the registered Trustees of the synagogue.
  - c) Becomes insane.
  - d) Is officially declared bankrupt.
  - e) Is convicted of a criminal offence involving dishonesty by a court of competent jurisdiction.
  - f) Is recommended for removal from office by members of the Governing body and such removal shall be effected by a majority vote of the Trustees present at any of the Trustee’s General Meeting.
  - g) Ceases to reside in Nigeria.
  - h) Ceases to be a member of the Synagogue.
- D. Upon a vacancy occurring in the number of Trustees, a General Meeting shall be held to appoint another eligible member of the Synagogue.
- E. Upon election, members of the Board of Trustees shall elect a member, a person to be designated Chairman. The Chairman shall preside over the meetings of the Board thereafter.

**ARTICLE 5:**

**COMMON SEAL:**

- (A) The Trustees shall have a common seal.
- (B) Such common seal be kept in the custody of the Chairman who shall produce it when required by the Trustees.
- (C) All documents to be executed by the Trustees shall be signed by such number of them and sealed with the common seal.

**ARTICLE 6:**

**MEETINGS:**

For effective administration of the Synagogue, there shall be the following meetings:

- (1) **ANNUAL GENERAL MEETING:**
  - a. The Annual General Meeting shall be held at least once in every year.
  - b. The President of the Synagogue or, in his absence, any member appointed for that purpose by the Trustees shall preside at any Annual General Meeting.
  - c. Where there is an equality of votes, the President shall have a casting vote.
  - d. The Annual General Meeting shall from time to time make such other regulations for the conduct of its meetings.
  - e. The audited financial statements of the Synagogue each year shall be laid before the Annual General Meeting by the Trustees for approval.

(2) **BOARD OF TRUSTEES MEETING:**

- a. The Board of Trustees Meeting shall be held as often as the Trustees may from time to time determine.
- b. Where the position of the Chairman of the Board of Trustees becomes vacant, the Trustees shall appoint one of their members to be Chairman for that meeting until the vacancy is filled in accordance with the provisions of the constitution.
- c. Where there is an equality of votes, the Chairman shall have a casting vote.
- d. The Board of Trustees shall from time to time make such other regulations for the conduct of the meetings.

3. **BODY OF ELDERS MEETING:**

- a. The Body of Elders Meeting shall be held as often as the elders may from time to time determine.
- b. The most senior in age of the Elders shall be the Chairperson at the meetings. In his/her absence, the next most senior in age, takes charge as the Chairperson for that meeting.
- c. The Body of Elders shall be free to deliberate on any issue concerning the Synagogue with a view to properly advising other bodies in the administration of the Synagogue.

4. **EXECUTIVE COMMITTEE MEETING:**

- a. The Executive Committee Meeting shall meet as often as the need arises every year.
- b. The President of the Synagogue shall preside at all Executive Committee Meetings.
- c. The Secretary of the Synagogue shall also act as Secretary in any of the Executive Committee Meetings.

**MEETING QUORUM**

The quorum required are as follows:

- (a) The Annual General Meeting shall be 50% (fifty percent) of members present in person
- (b) Board of Trustees shall be at least 2 (two) members of the Board which shall include the Secretary.
- (c) Body of Elders shall be at least 3 (three) members which shall include at least 1 (one) female member.

- (d) Executive Committee shall be at least 4 (four) members which shall include the secretary.

**VOTING:**

Save as otherwise provided all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. No person shall exercise more than one vote, but in case of an equality of votes, the Chairman or any presiding officer of the meeting shall have a second or casting vote.

**COMPENSATION:**

The Trustees, officers or any member of the synagogue shall NOT receive any stated salaries for their services rendered to the synagogue.

**ARTICLE 7**

**GOVERNING BODY**

There shall be a governing body made up of the following:

1. **THE BOARD OF TRUSTEES**

**POWERS AND DUTIES OF TRUSTEES:**

- a. The Board of Trustees shall be responsible in formulating the policies of the synagogue
- b. The Trustees shall have power to represent the synagogue in any matter.
- c. The Trustees shall have power to enter contracts, agreements, arrangements, deeds and other related matters provided that the common seal of the Synagogue is affixed on the documents evidencing such transaction in accordance with this constitution.
- d. The Trustees may at their discretion delegate any of their powers and duties to other members, offices, or officers of the synagogue.
- e. The Trustees shall have power to dissolve the executive committee or any officer(s) if its actions or inaction would be or is capable of hampering the attainment of the Synagogue's aims and objectives.

2. **THE BODY OF ELDERS**

**ESTABLISHMENT OF BODY OF ELDERS**

- a. The Board of Trustees shall appoint and constitute the Body of Elder for the Synagogue.
- b. The Body of Elders shall be purely an advisory body.

**COMPOSITION**

- a. 5 most senior, by age, male members of the Synagogue.
- b. 4 most senior, by age, female members of the Synagogue.
- c. The secretary of the Synagogue.
- d. The Board of Trustees may from time to time as deemed necessary expand the composition of the Body of Elders.

## **VACATION OF OFFICE**

- a. A member shall cease to be a member in accordance with the rules applicable to the Trustees as contained in this Constitution.
- b. Is removed from the membership of the body by a simple majority of votes cast by the members of Board of Trustees to that effect.
- c. The Board of Trustees shall appoint a replacement upon any vacancy occurring in the number of members of the Body.

## **EXECUTIVE COMMITTEE**

### **ESTABLISHMENT OF EXECUTIVE COMMITTEE**

The Board of Trustees shall appoint an Executive Committee which shall:

- a. Be responsible for the day to day management and administration of the Synagogue.
- b. Prepare and submit annual budget to the Board of Trustees at such time as the Board shall require.
- c. Undertake any other responsibilities as the trustees may impose on it.

## **COMPOSITION OF EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the following:

- a. The President of the Synagogue
- b. The Secretary of the Synagogue
- c. The Treasurer of the Synagogue
- d. Any other Officer heading a department created by the Board of Trustees and so appointed by the Board of Trustees.
- e. The Board of Trustees may from time to time as it deemed necessary expand the composition of the Executive Committee.

## **VACATION OF OFFICE**

- a. A member of Executive Committee shall cease to hold office in accordance with the rules applicable to the Trustees as contained in this Constitution.
- b. Is removed from office by a simple majority of votes cast by the members of the Board of Trustees to that effect.
- c. The Board of Trustees shall appoint a replacement upon any vacancy occurring in the number of members of the Executive Committee.

## **ARTICLE 8:**

### **SOURCES OF INCOME OF THE SYNAGOGUE**

The Sources of income for the Synagogue shall include:

- a. The contributions by members in the form of annual dues, gifts, pledges, subscriptions, donations from other Jewish bodies.

## **ARTICLE 9:**

### **DISBURSEMENT AND APPLICATION OF FUNDS**

The income and property of the Synagogue wheresoever derived shall be Applied SOLELY towards the promotion of the aims and objectives of the Synagogue as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, otherwise howsoever by way of profit to the members of the Synagogue.

## **ARTICLE10:**

### **KEEPING OF ACCOUNT**

#### **A. SIGNATORY LIMITS Two officers namely:**

- a. The Chairman Board of Trustees
  - b. The Secretary of the Synagogue
- shall be the authorized signatories to the Synagogue's accounts in any financial institution where the funds of the Synagogue are kept.

#### **B. ACCOUNTS**

- a. The Treasurer shall at all times maintain a clear record of all donations, grant, gift or income of any nature whether in cash or kind or money's worth received by the Synagogue and shall keep an accurate and explicit record of all receipts and expenditures.
- b. The Treasurer shall within two (2) months to the end of each financial year prepare and present to the Trustees annual financial statement for their consideration.

#### **C. IMPREST ACCOUNT**

- a. The Treasurer shall operate an imprest account for the Synagogue's requirements.

#### **D. FINANCIAL YEAR**

- a. The Synagogue financial year shall be a period of 12 Calendar months commencing 1st January and ending 31st December.

#### **E. AUDIT**

- a. The members shall at first general meeting after incorporation appoint an independent auditor who shall audit the financial statements of the Synagogue for that year
- b. A general meeting to be known as the Annual General Meeting shall be held in each year to receive the audited financial statements, the report of the independent auditor for the financial year concluded, and to appoint an independent auditor for the ensuing year.



## **ARTICLE 11:**

### **APPOINTMENT OF AUDITORS**

1. Independent, qualified and licensed Auditors shall be appointed by the General Assembly to audit the financial records of the Synagogue annually and submit an audited report to the Annual General Assembly of the Synagogue.
2. The audited statements (balance sheet and income and expenditure account) duly certified by independent auditors shall be annexed to the annual returns and filed with the Corporate Affairs Commission.

## **ARTICLE 12:**

### **AMENDMENT OF THE CONSTITUTION**

The Synagogue may alter the provisions of its constitution at a General Assembly by a simple majority of its members and approved by the Corporate Affairs Commission.

## **ARTICLE 13:**

### **SPECIAL CLAUSE**

1. The income and property of the Synagogue shall be applied solely for the promotion of the objectives of the body as set forth in the rules and regulations/constitution and no portion thereof shall be paid or transferred directly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Synagogue.
2. PROVIDED that nothing herein shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Synagogue in return for any service actually rendered to the Synagogue.
  - a. With the exception of ex-officio members of the Governing Body, no member of the Body or Management or Governing Body shall be appointed to any salaried office of the Synagogue or any office of the Synagogue paid by fees.
  - b. No remuneration or other benefit in money or money's worth shall be given by the Synagogue to any member of such Body or Governing Body except repayment of out of pocket expenses or reasonable and proper rent for premises demised, or let to the Synagogue or reasonable fees for the services rendered.
3. If in the event of a winding up or dissolution of the Synagogue, if 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 of the Synagogue but shall be given or transferred to some other institutions having objects similar to the objects of the Synagogue, such institutions to be determined by the members of the Synagogue at or before the time of dissolution.
4. If effect cannot be given to the aforesaid provisions, then the remaining property shall be transferred to some charitable objects.

Dated this ..... Day of ..... 20 .....

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Signature of Chairman & Date

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Signature of Secretary & Date

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Name of Chairman & Tel. No

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Name of Secretary & Tel. No