

**STATUTE OF THE ASSOCIATION "SHIR HADASH"**  
**ART. 1 – (Denomination-headquarters-character-duration)**

**1.1.** According to art. 36 ff. of the Civil Code, an association denominated: "SHIR HADASH" has been established, with headquarters in the Comune di Firenze, and its Board of Directors may, after due deliberation, establish and change the address of the headquarters within the bounds of the Comune di Firenze.

When it is necessary for the Association to register itself with the Registro Unico Nazionale del Terzo Settore (RUNTS) according to Legislative Decree 3 July 2017 n. 117, it will assume the denomination of "SHIR HADASH ETS".

**1.2.** The association is a liberal congregation of natural persons who, having accepted the fundamental principles of Progressive Judaism with which they share the history, culture and practices, intend to construct a synagogue in order to guarantee, along with institutional rabbinical services (milah, bar/bat mitzvah, confirmation or ben/bat torah, kiddushin, kevurah), periodic religious functions for shabbat and the holidays which occur during the Jewish year.

"SHIR HADASH" attributes to both men and women the same rights and the same responsibilities; it considers Jews those who are the children of Jewish fathers in the same way as those of Jewish mothers; it encourages, in their relationship with Judaism, non-Jewish spouses who wish to give a Jewish identity to families they are building with Jewish spouses, and welcomes into the congregation couples who wish to remain "mixed" and their children; it values and sustains the request for conversion by those who intend to join with the Jewish people and, becoming Jews by choice, accept the Covenant of Abraham.

**1.3.** The Association is of unlimited duration.

**ART. 2 - (Goals and activities)**

**2.1** SHIR HADASH intends to encourage the diffusion of Progressive Judaism and to that end intends to actively cooperate with other congregations who have the same goal (Reform, Liberal, Reconstructionist), and commits itself to collaboration with organizations which, respecting the autonomy of each component, form a unified representation of Italian Judaism to the State and international Judaism.

SHIR HADASH invites all progressive Jews of any nationality who temporarily or permanently live within the Italian territory to join with them, and solicits them to twin their community of origin with the Congregation which welcomes them, that with their aid Progressive Judaism can take root and grow in Italy.

SHIR HADASH, having recourse to the presumptions of the law, intends to avail itself of every international agreement (including the Italo-American one of 1948) which allows and encourages reciprocal recognition between congregations which operate in different nations.

**2.2.** The association is apolitical, voluntary, non-profit and of a religious nature.

**2.3** The distribution, by direct or indirect means, of earnings or surpluses, as well as funds, reserves or capital during the life of the association, unless otherwise provided

for by law, is prohibited.

**2.4** In the case of dissolution of the body for whatever reason, any remaining assets must be devolved to other associations with similar objectives, following the directives of the General Assembly of associates with legal majority, or for the public benefit, having consulted the supervisory body established by Article 3, comma 190, of the law 662/1996, unless a different destination is required by law.

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**2.5.** The Association adopts a uniform protocol in its relations with associates and in the modes of association, designed to guarantee effectiveness in these relationships. In addition, a temporary participation in the association is expressly excluded, and the associates have the right to vote in the revision of the present statute and its executive regulations, and to designate the organs of the association.

**2.6** The specific aims of the Association are:

- to promote a liberal Judaism which is integrated into the branch of Worldwide Progressive Judaism represented by the "WUPJ" (World Union of Progressive Judaism) and the "EUPJ" (European Union of Progressive Judaism);
- to promote the teaching and practice of Worldwide Judaism;
- to assist communities and those that practice the tradition of Progressive Judaism to be recognized by the UNIONE DELLE COMUNITÀ EBRAICHE ITALIANE (Union of Italian Jewish Communities);
- to promote the formation of gatherings, whether religious, cultural, educational, sportive or social, to encourage a greater social integration and/or diffusion of Progressive Judaism;
- to promote the religious and cultural education of adults and children;
- to promote the creation of spaces for the public celebration of religious functions and to promote the organization and conduction of religious services in the tradition of Progressive Judaism;
- to carry out other educative, recreative, philanthropic and religious activities, inspired by Progressive Jewish tradition;
- practically, the Association can also execute any project involving goods or real estate and carry out any other activity that is legitimate, instrumental and adherent to the pursuit of the Association's goals.

**2.7** To manage its activities, the Association may have recourse to coordinated and continuative collaboration, as well as seek the services of free-lance or regular employees or other legally-permitted work services.

### **ART. 3 - (Associates)**

**3.1** The Association admits as members all natural persons who are legally adults and recognized as Jews, based on Progressive Jewish practice and tradition, referring to the intentions of article 1) comma 2, and who share its goals and accept the present statute and any subsequent regulations.

**3.2** Admission is predicated on a written request to the Board of Directors which must be approved by a vote of the majority. A refusal must have a clear motive. The applicant, in the request for admission, must provide his/her complete personal information and commit to paying dues.

**3.3.** The dues are decided by the Board of Directors. These dues are exclusively a payment for the economic support of the Association, are annual, non-transferable, non-refundable in the case of resignation, death or the loss of associate status, and each year must be paid by the date established by the Board.

**3.4** There are 2 categories of associates,  
ordinary: those who pay the annual membership dues as established by the Board of Directors, and  
sustaining: those who, in addition to the ordinary dues, also offer voluntary extra contributions.

**3.5** Admission to membership is permanent, nonetheless retaining the right of resignation or expulsion.

**3.6** Dues and member contributions are non-transferable and not subject to revaluation.

**3.7** All associates have equal rights and responsibilities and carry out their activities within the Association free of charge, regardless of the duties performed, with the exception of the possibility of reimbursement for documented expenses which may be incurred.

#### **ART. 4 - (Associates' rights and responsibilities)**

**4.1** The associates have the right to elect the social offices and be elected to the same.

**4.2** They have the right to be informed of the Association's activities and to be reimbursed for expenses incurred in the execution of the duties and activities they are responsible for.

**4.3** The associates are responsible for the timely payment of dues and for respecting the present statute and any subsequent internal rules.

**4.4.** The associates will carry out the activities of the Association personally, voluntarily and free of charge, without direct or indirect profit, in proportion to their personal availability.

#### **ART. 5 - (Resignation and exclusion of associates)**

**5.1** An associate may resign from the association by written communication to the Board of Directors, to be sent at least 3 months before the end of the solar year. The

resignation has effect from the 31<sup>st</sup> day of December after the three months have transpired.

**5.2** The exclusion of a member may be declared for reasons of forfeiture, of expulsion, or of arrearage.

**5.3** Forfeiture is determined by the loss of the basic requisites for admission.

**5.4** An associate who violates the responsibilities established by the statute or who commits actions which are held to be dishonorable within or outside the Association or who, by his/her conduct constitutes an obstacle to the progress of the group, may be excluded from the Association by expulsion.

**5.5** A member in arrears may also be excluded when he/she does not provide for the payment of the annual dues after at least three months have transpired from the request formulated by the Board of Directors. Before proceeding to the exclusion the Board may suspend the rights of the delinquent associate, fixing with a written communication a term of not more than thirty days from the reception of said communication for the late payment of dues.

**5.6** An exclusion, for whatever reason, will be deliberated by the directive council, after having heard the arguments of the associate if requested by him/her, with a majority vote of its components.

## **ART. 6 - ("Friends" of the Association)**

**6.1** To participate in activities, the Association may admit as "Friends" all natural persons who are legally adults and who manifest an interest in the Jewish religion and the traditions and practices of Progressive Judaism, and who share the goals and accept the present statute and subsequent internal rules.

**6.2** The admission as a "Friend" must be requested in writing to the Board of Directors, which must be approved by a vote of the majority at its discretion; an explicit reason for refusal is not required. The applicant, in the request for admission, must provide his/her complete personal information and commit to paying any participation fee fixed by the Board.

**6.3** The loss of "Friend" status is decided in the same way by the Board of Directors without the necessity of a motivation.

**6.4** The fee for participation by the Friends of the Association will be decided by the Board of Directors with regard to the costs of the activities in which they have the right to participate. The fee is annual, non-transferable, non-refundable in case of resignation, death, or the loss of "Friend" status, and each year must be paid by the date established by the Board.

**6.5** The Friends of the Association have the same rights and responsibilities as associates with the exception of:

- the right to vote;
- the right to be elected to office;
- the payment of dues of association instead of the Friend fee.

**6.6** A Friend of the Association may resign as such by a written communication to the Board, to be sent at least 3 months from the end of the solar year. The resignation takes effect from the 31<sup>st</sup> day of December after three months have transpired from the communication.

## **ART. 7 - (Social entities)**

**7.1** The official entities of the association are:

- Assembly of the Associates
- Board of Directors
- President
- Auditor (if requested by law or by the Assembly).

The Association may also nominate a secretary, a treasurer and a gabbai in charge of services.

The officers are freely elected according to single vote.

All office are assumed free of charge, with the exception of the possibility of reimbursement for documented expenses which may be incurred.

## **ART. 8 - (Assembly)**

**8.1** The Assembly is the top entity of the association and is composed of all the associates, ordinary and sustaining.

**8.2** It is called at least once a year by the President of the association or an official delegate by written notice, sent (also by email) at least eight days before the date fixed for the gathering and containing the meeting's agenda, and/or is published on the association website for at least fifteen days.

**8.3** An assembly may be called at the headquarters or in any other location within the province of Firenze.

**8.4** An Assembly can also be called by the request of at least a tenth of the associates or when the Board of Directors deems it necessary.

**8.5** An Assembly is either ordinary or special. A special assembly is called to modify the statute or to dissolve the association. All other cases are considered ordinary.

## **ART. 9 - (Responsibilities of the Assembly)**

**9.1** An ordinary assembly must:

- approve the budget, both estimated and the final balance;
- determine the general line of the association's programming and activities;
- approve any subsequent internal rules;
- nominate the components of the Board of Directors and auditors;

- elect the President of the Board of Directors when the board itself does not;
- deliberate any other matters required by law or statute, or brought before it by the Board.
- carry out any other obligatory actions established by law

**9.2** A special assembly will deliberate modifications to the statute, the dissolution of the association, and the devolution of its assets and holdings.

### **ART. 10 - (Validity of the Assembly)**

**10.1** An ordinary assembly is considered regularly constituted at the first summons if the majority of members with the right to vote is present; at the second summons, which may be the same day, no matter how many are present in person or by proxy.

**10.2** In deliberations to approve the budget and those regarding their own responsibilities, the administrators may not vote.

**10.3** Proxies may be given only to other associates.

**10.4** A participant may not act as proxy for more than four associates.

**10.5** Deliberations of the ordinary assembly are decided by a majority of those present and represented by proxy, expressed by recorded vote.

**10.6** For a special assembly, the presence of half the associates with the right to vote plus one is necessary; decisions are made by the majority of the present in both first and second summons; for decisions regarding dissolution and devolution of assets, an affirmative vote must constitute  $\frac{3}{4}$  of the associates.

**10.7** The assembly is considered a plenum when all associates, in person or by proxy, participate, and the members of the Board of Directors and/or auditors, if named, when not present, will declare in writing to have been informed of the proceedings of the Assembly and to not oppose what was done in their absence.

**10.8** The members' proxies and the declarations from the preceding comma will be conserved with the acts of the association.

**10.9** Meetings of the assembly may be held with the participation of associates not physically located at the meeting place through audio and/or video conference, adopting the following conditions and means:

- where not differently permitted by law, those physically present at the meeting place must include the president and the secretary, who will draw up and sign the minutes of the meeting, in which express mention will be made of the mode of connection with the members not present;
- the president of the assembly must accept the identity and the legitimate presence of the participants, regulate the progress of the assembly, verify and announce the result of the voting;
- the recording secretary must be able to adequately perceive the events of the assembly in order to record them;

- the participants must be able to participate in the discussions and voting simultaneously on the points of the agenda, as well as view, receive and transmit documents;
- the announcement of the meeting (except in the case of a plenum assembly) must include information with the places with audio and video connections or the modes of connection. The meeting is considered to have taken place where the president and the recording secretary were located.

**10.10** The president of the assembly, for each peripheral site, can designate an assistant who, under direction, will carry out the tasks inherent in the establishment and the progression of the meeting, communicating immediately with the President who will pass the information to the Assembly.

**10.11** If a video-teleconference connection between different locations is not possible for technical reasons, the assembly cannot take place because it is not validly established. In the case of an interruption in the connection after the start of a valid assembly, the President will suspend the meeting for up to sixty minutes, after which the assembly will be dissolved and newly called; decisions already discussed and adopted are to be considered valid. In any case, these circumstances must be recorded in the minutes as well as the decisions adopted by the President, and also communicated to the persons at the peripheral sites.

### **ART. 11 - (Recording the minutes)**

**11.1** The assembly is presided over by the President of the Board of Directors. In his/her absence, the assembly will nominate its own president. The President of the assembly will nominate a secretary, who can be a member or not.

**11.2** The discussions and deliberations of the assembly will be summarized in the minutes, drawn up by the secretary and signed by the president.

**11.3** Each member has the right to consult and have a copy of the minutes.

### **ART. 12 - (Board of Directors)**

**12.1** The board of directors is composed of a minimum of three to a maximum of five members by choice of the associates.

**12.2** The board of directors is validly constituted when a majority of its members are present. In the case of a board of directors composed of only three members, it is validly constituted when all are present. Decisions are made by a majority of those present.  
Tele/video conference meetings are permitted under the same conditions as those for assemblies.

**12.3** When a member of the Board leaves office mid-term, the Board of Directors may select a new Director. Members of the Board thus selected remain in office until the next ordinary Assembly.

**12.4** If a majority of the members of the Board leave office, an ordinary Assembly must be called to re-nominate a new Board of Directors.

**12.5** The Board of Directors carries out all ordinary and extraordinary administration not expressly charged to the Assembly; draft and present to the Assembly the annual report and the estimated and final budgets.

In addition, the Board decides on the admission and exclusion of associates, fixes the amount of annual dues, nominates a Secretary, a Treasurer and a Gabbai.

**12.6** The term of a Board of Directors is a maximum of four years, established by the nominating Assembly; its members may be re-elected.

**12.7** The Board may delegate to one or more of its members all or part of its functions except for those that are not delegable.

**12.8** The Board may, through its legal representative, nominate agents for single tasks or categories of tasks.

### **ART. 13 - (Presidente)**

**13.1** The President of the Association is the President of the Board of Directors, elected by the members of the Board of Directors, and remains in office for the duration of the Board.

**13.2** The President acts as legal representative of the Association; presides over the Board and the Assembly; calls the assembly of members and the Board of Directors in the case of either a special or an ordinary Assembly.

### **ART. 14 - (Secretary - Treasurer - Gabbai)**

**14.1** The Secretary drafts the minutes of the meetings of the Board of Directors and of the Assemblies and signs them along with the President.

**14.2** The Treasurer keeps the records of accounts and drafts the estimated and final budgets to present to the Board of Directors

**14.3** The Gabbai assists the Rabbi in the organization of the religious services of the Congregation.

### **ART. 15 - (Economic resources)**

**15.1** The economic resources of the association consist of:

- a) dues and contributions from the associates;
- b) private contributions;
- c) inheritances, donations and legacies;
- d) other revenues compatible with relevant laws.



**15.2** The Association is forbidden to distribute, even indirectly, earnings and management surpluses, as well as funds, reserves and capital during the lifetime of the institution, to the benefit of administrators, associates, participants and in general to third parties, unless the destination or the distribution is imposed by law, or if they are effectuated for the benefit of institutions that by law, statute or regulation, are part of the same and shared structure and carry out the same activity or other institutional activities directly and specifically envisaged by current law.

**15.3** The Association is obliged to reinvest any earnings and management surpluses exclusively for the development of association activities and to follow the institutional goals of social well-being.

### **ART. 16 - (Financial balance)**

**16.1** The economic-financial balance of the Association is annual and begins on January first of each year. The final budget of the treasury reflects all of the earnings and expenses of the year past. The estimated budget of the treasury reflects the forecast of expenses and earnings for the workings of the coming year.

**16.2** The economic-financial balance is presented to the Board of Directors by the Treasurer and approved by the ordinary General Assembly by the majority as outlined by the present Statute, deposited at the Association's headquarters at least 15 days before the assembly and may be consulted by each associate.

**16.3** The final budget must be approved by April 30 of the year following the closure of the congregational year.

**16.4** The first year concludes December 31, 2021. Following years begin January 1 and close on December 31 of each year.

### **ART. 17 - (Auditor)**

**17.1** The Auditor, whose optional establishment is entrusted to the Assembly, has the task of verifying that the law and the current statute has been respected and that the economic and financial management of the congregation is appropriate, and prepares an annual report presented at the time of the approval of the final budget.

**17.2** The Auditor may be a single person or a committee at the Assembly's discretion; in any case the person or persons shall have a suitable professional competence and registered with the Registro Revisori Contabili.  
The Auditor remains in office for three years and may be reelected.

### **ART. 18 - (Dissolution and devolution of assets)**

**18.1** The dissolution of the Association will be decided only by an Assembly following the provisions of the Statute and current law.

**18.2** The Assembly formed to decide the dissolution will nominate one or more

liquidators who may also be chosen from persons outside of the Association.

**18.3** Following dissolution for whatever cause, the assets of the Association will necessarily be devolved to other associations which have the same purposes and goals.

**ART. 19 - (Final disposition)**

**19.1** For any matter not expressly provided for in the present Statute, the dispositions of the Civil Code and current relevant laws will apply.

Signed Robbins Leonard Gilbert

Signed Sandro Ventura

Signed Sarah Heilig Rubenstein

Signed Susanna Ruth Myers

Signed Riccardo Cambi Notaio

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Registered in FIRENZE, July 12, 2021