

Company Number 355248

ARTICLES OF ASSOCIATION

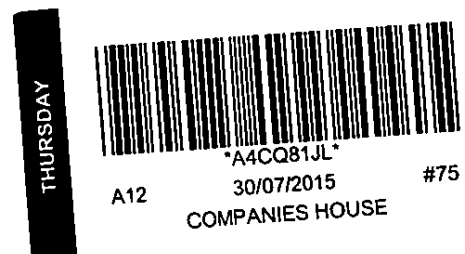
of

JNF CHARITABLE TRUST

A company limited by guarantee and not having a share capital

(as altered by special resolutions passed on 20 July 1955, 29 December 1960,
30 December 1968, 5 December 1988, 28 February 2007,
28 March 2007, 11 February 2008 and 21 July 2015)

Incorporated on 21 July 1939



1 NAME

The name of the **Charity** is JNF Charitable Trust

2 REGISTERED OFFICE

The registered office of the Charity is to be in England and Wales

3 OBJECTS

The furtherance within the State of Israel of any of the following purposes, being charitable according to the laws of England and Wales, for the benefit of the population of the State of Israel, namely

- 3 1 The prevention of relief of poverty by providing grants or other forms of financial or other material assistance to individuals or groups who are in need or at risk of falling into poverty, either directly or through charities or other organisations which are working to prevent or relieve poverty
- 3 2 To advance, preserve and protect physical and mental health, and to relieve sickness, disability and infirmity, by providing and assisting in the provision of facilities, support services and equipment not normally provided by the statutory authorities
- 3 3 To advance the Jewish religion, Jewish beliefs and religious education (including supporting the education of Jewish culture, history, practices and beliefs)
- 3 4 The promotion of urban or rural regeneration in specific areas of social and economic deprivation by all or any of the following means
 - 3 4 1 the relief of financial hardship,
 - 3 4 2 the relief of unemployment;
 - 3.4 3 the advancement of education, training or retraining, particularly among unemployed people, and providing unemployed people with work experience,
 - 3 4 4 the provision of financial assistance, technical assistance or business advice or consultancy in order to provide training and employment opportunities for unemployed people in cases of financial or other

- charitable need through help: (i) in setting up their own business, or (ii) to existing businesses,
- 3 4 5 the creation of training and employment opportunities by the provision of workspace, buildings, and/or land for use on favourable terms,
- 3.4 6 the provision of housing for those who are in conditions of need and the improvement of housing in the public sector or in charitable ownership provided that such power shall not extend to relieving any local authorities or other bodies of a statutory duty to provide or improve housing,
- 3 4 7 the maintenance, improvement or provision of public amenities,
- 3 4 8 the preservation of buildings or sites of historic or architectural importance;
- 3 4 9 the provision of recreational facilities, including parks, for the public at large or those who by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances, have need of such facilities,
- 3 4 10 the protection or conservation of the environment,
- 3 4 11 the provision of public health facilities and childcare, and/or
- 3 4 12 the promotion of public safety and prevention of crime
- 3 5 To help young people, especially but not exclusively through leisure time activities, so as to develop their capabilities that they may grow to full maturity as individuals and members of society and providing support and activities which develop their skills, capacities and capabilities to enable them to participate in society as mature and responsible individuals
- 3 6 To act as a resource by providing facilities, equipment, advice and assistance and by organising programmes of physical, educational and other activities as a means of
- 3 6 1 advancing education,
- 3 6 2 relieving unemployment, and

3 6 3 providing recreational and leisure time activities in the interests of social welfare for individuals and groups and/or for those who are in special need by reason of their youth, age, infirmity or disability, poverty or social and economic circumstances, with a view to improving the conditions of life of such persons

3 7 To promote religious and racial harmony and social cohesion by

3 7 1 creating and making available spaces, both covered and open, for constructive interaction,

3 7 2 organising and promoting programmes for constructive interaction,

3 7 3 promoting faith and interfaith projects which are conducive to social cohesion, and

3 7 4 relieving the needs of those people who are socially excluded and assisting them to integrate into society

For the purpose of this clause 'socially excluded' means being excluded from society, or parts of society, as a result of one or more of the following factors unemployment, financial hardship, youth or old age, ill health (physical or mental), substance abuse or dependency including alcohol and drugs, discrimination on the grounds of sex, race, disability, ethnic origin, religion, belief, creed, sexual orientation or gender re-assignment, poor educational or skills attainment, relationship and family breakdown, poor housing (that is housing that does not meet basic habitable standards), crime (either as a victim of crime or as an offender rehabilitating into society)

3 8 To promote the conservation protection and improvement of the physical and natural environment by planting trees, building and creating parks, and promoting biological diversity

3 9 To promote sustainable development by

3 9 1 the preservation, conservation and the protection of the environment and the prudent use of resources,

3.9.2 the relief of poverty and the improvement of the conditions of life in socially and economically disadvantaged communities, and

3 9 3 the promotion of sustainable means of achieving economic growth and regeneration

In this clause "sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs

3 10 To develop the capacity and skills of the socially and economically disadvantaged, in such a way that they are better able to identify, and help meet, their needs and to participate more fully in society

3 11 Such other purposes that are charitable according to the laws of England and Wales as the trustees in their discretion may determine from time to time

4 POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects

4 1 To promote or carry out research

4 2 To provide advice

4 3 To publish or distribute information

4 4 To co-operate with other bodies

4 5 To support, administer or set up other charities

4 6 To raise funds (but not by means of taxable trading)

4 7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act)

4 8 To acquire or hire property of any kind

4 9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act)

4 10 To make grants or loans of money and to give guarantees

4 11 To set aside funds for special purposes or as reserves against future expenditure

- 4 12 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification)
- 4 13 To delegate the management of investments to a financial expert, but only on terms that.
- 4 13 1 the investment policy is set down in writing for the financial expert by the Trustees,
- 4 13 2 every transaction is reported promptly to the Trustees,
- 4 13 3 the performance of the investments is reviewed regularly with the Trustees,
- 4 13 4 the Trustees are entitle to cancel the delegation arrangement at any time,
- 4 13 5 the investment policy and the delegation arrangement are reviewed at least once a year,
- 4 13 6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt, and
- 4 13 7 the financial expert must not do anything outside the powers of the Trustees
- 4.14 To arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required
- 4 15 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required
- 4 16 To ensure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required

4 17

4 17 1 to provide indemnity insurance to cover the liability of the Trustees/Members

- (a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Charity,
- (b) to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986

4 17 2 Any such insurance in the case of 4 17 1(a) shall not extend to

- (a) any liability resulting from conduct which the Trustees/Members knew, or must be assumed to have known, was not in the best interests of the Charity, or which the Trustees/Members did not care whether it was in the best interests of the Charity or not,
- (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees/Members,
- (c) any liability to pay a fine

4 17 3 Any insurance in the case of 4 17 1 (b) shall not extend to any liability to make such a contribution where the basis of the liability of the Trustee/Member is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation

4 18 Subject to Article 5, to employ a Chief Executive and other paid or unpaid agents, staff or advisers

4 19 To enter into contracts to provide services to or on behalf of other bodies

4 20 To establish or acquire subsidiary companies to assist or act as agents for the Charity

- 4 2 1 To do anything else within the law which promotes or helps to promote the Objects

5 **BENEFITS TO TRUSTEES/MEMBERS**

- 5 1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Trustees/Members

- 5 2 A Trustee or **connected person** must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Charity except

5 2 1 a payment by the Charity of any premium in respect of any indemnity insurance to cover the liability of any Trustees/Members which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the Trustees/Members knew, or must be assumed to have known, was not in the best interests of the Association, or which the Trustees/Members did not care whether it was in the best interests of the Charity or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustee/Member,

5 2 2 interest at no more than a reasonable rate on money lent to the Charity,

5.2 3 a reasonable rent or hiring fee for property or equipment let or hired to the Charity,

5 2 4 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity and in ensuring that funds remitted abroad are properly applied,

5 2 5 an indemnity in respect of any liabilities properly incurred in running the Charity to the extent permitted by section 232 of the Companies Act 2006,

- 5 2 6 payment to any company in which a Trustee has no more than a one per cent shareholding, and
- 5 2 7 in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance)
- 5 3 A Trustee may not be an employee of the Charity
- 5 4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must:
- 5 4 1 declare an interest before the meeting or at the meeting before discussion begins on the matter,
- 5 4 2 be absent from the meeting for that item unless expressly invited to remain in order to provide information,
- 5 4 3 not be counted in the quorum for that part of the meeting, and
- 5 4 4 be absent during the vote and have no vote on the matter
- 5 5 This Article 5 may not be amended without the written consent of the Charity Commission in advance

6 LIMITED LIABILITY

The liability of Members is limited

7 GUARANTEE

Each Member promises, if the Charity is dissolved while he or she remains a Member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while he or she was a Member

8 DISSOLUTION

- 8 1 If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways
- 8 1 1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects,

8 | 2 directly for the Objects or for charitable purposes which are within or similar to the Objects,

8 | 3 in such other matter consistent with charitable status as the Charity Commission and the Office of the Scottish Charity Regulator approve in writing in advance

8 2 A final report and statement of account must be sent to the Charity Commission

9 INTERPRETATION

References to an Act of Parliament are references to that Act as amended, re-enacted or replaced from time to time and to any subordinate legislation made under it

10 MEMBERSHIP

10 | 1 The Charity must maintain a register of Members

10 2 Membership is limited exclusively to the Trustees for the time being who shall become Members automatically on being appointed or elected

10 3 Membership is automatically terminated if the Member concerned ceases to be a Trustee

10 4 Membership is not transferable

10 5 The Trustees may establish conditions for **informal membership**, prescribe the respective privileges and duties of informal members and set the amounts of any subscriptions for informal members

11 GENERAL MEETINGS

11 | 1 Members are entitled to attend general meetings either personally or by proxy
Proxy Proxy forms must be delivered to the **Secretary** at least 24 hours before the meeting. General meetings may be called at any time by the Chairman or by a resolution of the Trustees or on the written request of at least one half of the Trustees on at least 14 clear days' notice either in writing or by transmission to a current e-mail address provided by the Secretary for that purpose, specifying the business to be discussed

- 11.2 There is a quorum at a general meeting if the number of Members present in person or by proxy is at least one half of the Members
- 11.3 The **Chairman** or (if the Chairman is unable to do so) some other Member either nominated by the Chairman or, in the absence of such nomination, elected by those Members present, will act as chairman of the general meeting
- 11.4 Except where otherwise provided by the **Articles** or the **Companies Act**, every issue is decided by a majority of the votes cast
- 11.5 Except for the Chairman, who whether present in person or by proxy has a second or casting vote, every Member present in person or by proxy has one vote on each issue
- 11.6 The Charity must hold an **AGM** in every year
- 11.7 At an AGM the Members.
- 11.7.1 receive the accounts of the Charity for the previous **financial year**,
 - 11.7.2 receive the Honorary Officers' reports on the Charity's activities since the previous AGM,
 - 11.7.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation,
 - 11.7.4 elect a Chairman in the event of a vacancy,
 - 11.7.5 elect a President, **Vice Chairman** or **Treasurer** in the event of a vacancy,
 - 11.7.6 elect **Ordinary Trustees** to fill any vacancies arising,
 - 11.7.7 appoint auditors for the Charity,
 - 11.7.8 may confer on any individual (with his or her consent) the honorary title of Patron or Vice-Patron of the Charity, and
 - 11.7.9 may discuss or determine other matters

- 11 8 Written resolutions of the Charity may be proposed by either the Trustees or the Members and passed in accordance with and subject to the provisions of the Companies Act 2006

12 THE HONORARY OFFICERS

The **Honorary Officers**, who must all be ordinarily resident in the United Kingdom, are as follows

- 12 1 a Chairman who may be nominated by the **Advisory Council** or by any of the Members and is elected by the Members at a general meeting for a term of up to three years. A retiring Chairman may stand for re-election if still qualified, but ceases to be eligible for re-election after he or she has served five terms,
- 12 2 a President, who may be nominated by the Advisory Council or by any of the Members and is elected by the Members at a general meeting for a term of up to three years. A retiring President may stand for re-election if still qualified, but ceases to be eligible for re-election after he or she has served five terms,
- 12 3 at least one and not more than two Vice- Chairmen, who may be nominated by the Advisory Council or by any of the Members and are elected by the Members at a general meeting for a term of up to three years. A retiring Vice-Chairman may stand for re-election if still qualified, but ceases to be eligible for re-election after he or she has served five terms,
- 12 4 at least one and not more than two Treasurers, each of whom is appointed by resolution of the Trustees for a term of up to three years. A Treasurer may be re-appointed if still qualified, but ceases to be eligible for reappointment after he or she has served five terms, and
- 12 5 the Chairman shall be the chairman for the time being of **KKLET**

13 THE TRUSTEES

- 13 1 The Trustees as **charity trustees** have control of the Charity and its property and funds
- 13 2 The Trustees shall comprise the Honorary Officers and the Ordinary Trustees and the total number of Trustees shall be no less than eight and no more than nineteen

- 13.3 The Trustees may at any time co-opt any individual who is qualified to be an Ordinary Trustee to fill a vacancy in their number or as an additional Ordinary Trustee, but a co-opted Trustee may hold office only until the next AGM
- 13.4 Every Trustee on appointment or election must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees or of the Charity
- 13.5 The Ordinary Trustees must be ordinarily resident in the United Kingdom. Each Ordinary Trustee is elected by the Members at a general meeting for a term of up to three years. An Ordinary Trustee may stand for re-election if still qualified, but ceases to be eligible for re-election after he or she has served five terms
- 13.6 One third (or the number nearest one third) of the Ordinary Trustees will normally retire each year, those longest in office retiring first and the choice between any of equal service being made by drawing lots
- 13.7 The term of office of a Trustee or Honorary Officer automatically terminates if he or she,
- 13.7.1 is disqualified under the Charities Act from acting as a charity trustee;
 - 13.7.2 is incapable, whether mentally or physically, of managing his or her own affairs,
 - 13.7.3 is absent without notice from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign,
 - 13.7.4 ceases to be a Member,
 - 13.7.5 resigns by notice given either in writing or by transmission to the Secretary to a current e-mail address provided by the Secretary for that purpose (but only if at least two Trustees will remain in office),
 - 13.7.6 is removed by resolution of a majority of the other Trustees
- 13.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

14 TRUSTEES' PROCEEDINGS

- 14.1 The Trustees must hold at least four meetings each year. Meetings of the trustees may be called at any time by the Chairman or by a resolution of the Trustees or on the written request of at least one half of the Trustees on at least 14 clear days' notice either in writing or by transmission to a current e-mail address provided by the Secretary for that purpose, specifying the business to be discussed.
- 14.2 At every meeting of the Trustees, the Chief Executive and the Executive Director of KKLET will normally be invited by the Chairman to attend and participate in the discussion but they are not entitled to vote. In addition, the Chairman may invite such professional staff or other persons to attend and participate in Trustees' meetings (but without the right to vote) as he thinks fit.
- 14.3 A quorum at a meeting of the Trustees is one half of the total number of the Trustees for the time being.
- 14.4 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 14.5 The **Chairman** or (if the Chairman is unable to do so) some other Member either nominated by the Chairman or, in the absence of such nomination, elected by those Members present, will act as chairman of the meeting. The agenda for the meeting and any proposed resolutions shall be determined by the person or persons calling the meeting and shall be circulated to all Trustees at least three days before the meeting is scheduled to take place.
- 14.6 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by a simple majority of all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 14.7 Except for the Chairman, who whether present in person or by proxy has a second or casting vote, every Trustee has one vote on each issue.
- 14.8 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

15 **TRUSTEES' POWERS**

The Trustees have the following powers in the administration of the Charity

- 15.1 To appoint (and remove) any person (who may be a Trustee) to act as Secretary in accordance with the Companies Act
- 15.2 To establish and determine terms of reference for **Commissions** consisting of two or more individuals appointed by the Trustees. At least one member of every Commission must be a Trustee and all proceedings of Commissions must be reported promptly to the Trustees
- 15.3 To establish an Advisory Council consisting of the informal members, whose functions are to discuss any issues referred to them by the Trustees and to provide advice and recommendations to the Trustees
- 15.4 To make rules to govern the activities of **Committees** in supporting the work of the charity
- 15.5 To make standing orders consistent with the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy
- 15.6 To make rules consistent with the Articles and the Companies Act to govern the Trustees' proceedings and the proceedings of commissions and of any Advisory Council
- 15.7 To make regulations consistent with the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any)
- 15.8 To establish procedures to assist the resolution of disputes or differences within the Charity
- 15.9 To employ or engage any persons (whether on a paid or unpaid basis) in accordance with these Articles
- 15.10 To exercise any powers of the Charity which are not reserved to a general meeting

16 **RECORDS AND ACCOUNTS**

- 16.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the

preparation and transmission to the Registrar of Companies and the Charity Commission of

- 16.1.1 annual returns,
- 16.1.2 annual reports, and
- 16.1.3 annual statements of account

16.2 The Trustees must keep proper records of

- 16.2.1 all proceedings at general meetings,
- 16.2.2 all proceedings at meetings of the Trustees,
- 16.2.3 all reports of commissions, and
- 16.2.4 all professional advice obtained

16.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

16.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs

17 **NOTICES**

17.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to informal members) may be published in any suitable journal or newspaper or any journal distributed by the Charity

17.2 The only address at which a Member is entitled to receive notices sent by post is an address in the United Kingdom shown in the register of Members

17.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- 17.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address,

- 17 3 2 two clear days after being sent by first class post to that address,
- 17 3 3 three clear days after being sent by second class post to that address,
- 17 3 4 on the date of publication of a newspaper containing the notice,
- 17 3 5 on being handed to the Member personally, or if earlier,
- 17 3 6 as soon as the Member acknowledges actual receipt
- 17 4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

18 INTERPRETATION

In these Articles, unless the context indicates another meaning

"Advisory Council" means an Advisory Council established by the Trustees under Article 6 3,

"AGM" means an annual general meeting of the Charity,

the **"Articles"** means the Charity's articles of association,

"Chairman" means the Chairman of the Charity for the time being,

"charitable" means charitable according to both English law and the law of Scotland,

the **"Charity"** means the company governed by the Articles,

the **"Charity Commission"** means the Charity Commissioners for England and Wales or any successor body performing the same or similar functions,

the **"Charities Act"** means the Charities Act 1993,

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act,

"clear day" means 24 hours from midnight following the relevant event,

a **"Commission"** is a body established by the Trustees under Article 6 2 to carry out such functions of the Trustees as may be delegated to them,

a **"Committee"** means an informal group which exists to support the work of the Charity,

the **"Companies Act"** means the Companies Act 1985 and the Companies Act 2006, as the case may be,

"connected person" means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any **firm** of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital,

"custodian" means a person or body who undertakes safe custody of assets or of documents or records relating to them,

"general meeting" means any general meeting of the Charity which is not an AGM,

"financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,

"financial year" means the Charity's financial year,

"firm" includes a limited liability partnership,

"Honorary Officers" means those people listed in Article 12,

"indemnity insurance" means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,

"informal membership" refers to a supporter who may be called a 'member' or 'honorary member' but is not a Member of the Charity,

"KKLET" means KKL Executor and Trustee Company Limited (Company Number 453042), the non-charitable subsidiary company of the Charity,

"material benefit" means a benefit which may not be financial but has a monetary value,

"Member" and **"Membership"** refer to company membership of the Charity,

"nominee company" means a corporate body registered or having an established place of business in England and Wales,

the **"Objects"** means the objects of the Charity as defined in Article 3,

"Ordinary Trustees" means those Trustees who are not Honorary Officers,

"President" means the President of the Charity for the time being,

"Secretary" means the company secretary of the Charity for the time being,

"taxable trading" means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

"Treasurer" means the treasurer(s) of the Charity for the time being,

"Trustee" includes the Honorary Officers and the Ordinary Trustees and means a director of the Charity, and **"Trustees"** means the directors;

"Vice Chairman" means any Vice Chairman of the Charity for the time being,

"written" or **"in writing"** refers to the legible document on paper including a fax message,

"year" means calendar year

181 Expressions defined in the Companies Act have the same meaning

182 References to an Act of Parliament are to that Act as amended, replaced or re-enacted from time to time and to any subordinate legislation made under it