

**THE COMPANIES ACT 2006**

**Company Number: 355248**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**WRITTEN RESOLUTION OF THE MEMBERS**

of

**JNF CHARITABLE TRUST  
(the Company)**

Circulated on: 21<sup>st</sup> July 2015

THURSDAY



A23 \*A4CQ922A\* 30/07/2015 #447  
COMPANIES HOUSE

Pursuant to section 283 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the **Resolution**)

**SPECIAL RESOLUTION**

THAT with effect from this Resolution being passed the memorandum and articles of association of the Company (the **Articles**) be amended as follows.

1. the deletion of all of the provisions of the Company's memorandum of association which, by virtue of section 28 Companies Act 2006, are treated as provisions of the Articles and the deletion of all references to the memorandum of association in the Articles,
- 2 the deletion of the present objects of the Company and the insertion of the following new 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 condrtions 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 authorrtues 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 maturty as individuals and members of society and providing support and activties which develop their skills, capacities and capabilities to enable them to partucapate 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."*

3.        the insertion of the following new article 11 8

"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."*

The undersigned, being persons entitled to vote on the Resolution on the above-stated circulation date, hereby irrevocably agree to the Resolution (see notes below):

**SIGNED by SAMUEL HAYEK**

Signature 

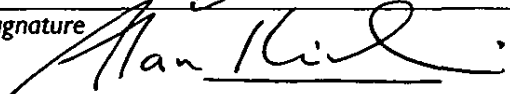
**SIGNED by MICHAEL SINCLAIR**

Signature 

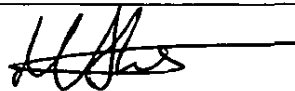
**SIGNED by ELAN GORJI**

Signature 

**SIGNED by ALAN KIMCHE**

Signature 


**SIGNED by MURRAY LEE** <sup>MURRAY</sup> 

Signature 

**SIGNED by MORRIS MANSOUR**

Signature

**SIGNED by GARY MOND**

Signature 


**SIGNED by BENJAMIN PERL**

Signature


**SIGNED by DANIEL SEAL**

Signature

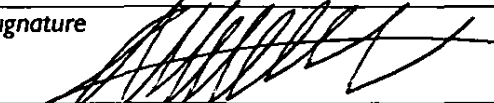
**SIGNED by DAVID BERENS**

Signature 

**SIGNED by MARILYN WAISMAN**

Signature 

**SIGNED by GUY AVSHALOM**

Signature 

#### Notes

- 1 *If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by email or by fax and with the hard copy to follow in the post. If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply*
- 2 *Once you have indicated your agreement to the Resolution, you may not revoke your agreement.*
3. *This Resolution will lapse if your agreement to it has not been received by the Company within 28 days of the above-stated circulation date*
- 4 *In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members*
- 5 *If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.*