

Articles of Association

(Registered Association pursuant to the 5740-1980 Association Law)

1. Name

Shula and Ze'ev Mozes Fund (RA)

2. Address

9 Hamaktzua St. Tel Aviv 67772

3. Purposes

Implement, initiate, cultivate, organize and promote activity in the immigration absorption, culture, education, science, health, religion, welfare, and sports areas, as well as any other purpose legally authorized as a public purpose.

4. Authorities

- (a) Purchase, maintain, manage and handle movable and immovable properties and all manner of rights thereto in any way deemed befitting the association's purposes.
- (b) Contact public and private entities to assist and participate in the association's affairs.
- (c) Establish, receive and manage any fund, as well as supervise the fund and donate thereto, in order to promote the association's purposes.
- (d) Ask and receive gifts, donations, membership fees, registration fees, grants, land properties, inheritances, trust funds and any other form of support or grant, manage them and use them, and divest them – all to promote the association's objectives.
- (e) Improve, manage and develop any property or right of the association, in whole or in parts, to invest in them, replace, lease, mortgage, or sell them, give franchises or licenses thereto, transfer them and in general handle them with or without consideration, as seen fit by the association.
- (f) Employ workers, clerks and service providers of any type or kind, whether with or without consideration, to promote the association's affairs and purposes or with relation thereto.
- (g) Ensure the association's assets against any loss or damage.
- (h) Contract, obligate, take loans, sign negotiable documents of all kinds, guarantees and other documents in order to fund the association's activities and promote its purposes and authorities.
- (i) Open and manage bank accounts as well as purchase, keep and sell securities.

- (j) Appear, present and be represented before any authority, entity or institute, whether public or private.
- (k) Act in any other way deemed effective and desirable in achieving the association's purposes, in whole or in parts, and without detracting from the generality of the above, act in any way an association registered in Israel is authorized to, so long as it is linked to or seen as promoting the association's purposes.

5. Property and Income

- (a) The association's property and income will be used exclusively to achieve its purposes and no part thereof will be paid or transferred, whether directly or indirectly, whether in the form of profits or in any other form, to association members as such.
- (b) The association's sources of income will be:
 - a. Donations, appropriations, grants, bequeaths, etc., whether in cash or in cash equivalents.
 - b. Other sources as determined by the association from time to time.

6. Membership

- (a) The association's members are the founders signatory to these Articles of Association, as well as anyone admitted as a member by the association's management subject to its absolute discretion, so long as at no time whatsoever the majority of association members are people associated to one another as defined in Article 9(2) of the Income Tax Ordinance.
- (b) Any activity by any association member, subject to these Articles of Association, may be pursued whether by himself or by a representative empowered in writing, whether in general or with regard to a certain matter or a certain type of matters.
- (c) Association members are entitled to take part and vote in any general assembly.
- (d) Anyone wishing to become an association member will submit to the management a request in the form detailed in Regulation 1(b) of the Ordinary Articles of Association attached to the 5740-1980 Law of Associations (hereafter, *Ordinary Articles*).
- (e) Membership termination provisions are as detailed in Regulation 3 of the Ordinary Articles.

7. Association Institutes

Association institutes include:

- The General Assembly
- The Board

8. General Assembly

- (a) The General Assembly of the association members will constitute its supreme institute.
- (b) The General Assembly's roles and authorities will be to set the association's policy and its tasks with regard to its purposes from time to time, hear reports by the Board and the Review Committee, approve the association's annual balances, and elect the Board and Review Committee members, as well as any other role and authority specified in these Articles of Association.
- (c) The General Assembly will convene at least once a year and no later than fifteen months after its last convention.

The general assembly will also convene at a date decided by the Board.

- (d) The General Assembly's date, place and agenda will be determined by the Board, and all association members will be notified thereof in writing at least fifteen days in advance. However, if a member had not received such notice or had not been delivered such notice by mistake, this would not invalidate the assembly proceedings.
- (e) A General Assembly could take place with any number of participants, so long as these constitute the majority of members. The assembly chair will be elected among those present in the General Assembly.
- (f) An association member will be entitled to participate and vote in the General Assembly through a representative appointed for that purpose subject to a written notice submitted to the Chair of the Board.
- (g) The General Assembly will not be authorized to discuss any subject not included in its agenda as set forth in the notice of its convention, unless three quarters of the members or their representatives present therein have agreed to that.
- (h) Every member of the association, or his representative, will be entitled to one vote in any General Assembly vote. Subject to any other provision in these Articles of Association, a decision on any matter subject to vote will be made if the majority of the members or their present and voting representatives have voted in favor thereof.
- (i) A written decision signed by all association members will be applicable to any matter or purpose set forth in the decision taken in a General Assembly legally convened and held.

9. Board

- (a) Board members will be elected every year by the General Assembly, which will also determine which of whom would be the Board Chair. Board members have to be association members and number no less than three.
- (b) A board meeting could be held if no less than the majority of board members are present. Board decisions will be made by ordinary majority. All Board working procedures will be determined by the Board.
- (c) The Board will be entitled to appoint as member and association member in place of a Board member whose position has been terminated for any reason,

and such a member will remain in office until the end of the term of office of the member whose membership has been terminated as aforementioned. The Board will also be entitled to appoint a treasurer and secretary, not necessarily from among association members.

- (d) Board members will be entitled to appoint other Board members as their representatives for the purpose of participating and voting in Board meetings, whether for a specific period of time or for as long as a certain state of affairs prevails. Such appointment will be made in writing in a document submitted to the Board chair.
- (e) The Board's roles and authorities will be to promote the association's purposes within the framework of the policies and tasks determined by the General Assembly.

10. Review Committee

- (a) The General Assembly will elect a Review Committee every year. However, it may decide that instead of such a committee, an accountant will be appointed. Should one be elected, members of the Review Committee will have to be association members and number no less than two.
- (b) Any provisions applicable to the Board will also apply to the Review Committee in this association, should one be elected.

11. Signatories

- (a) Any document that needs to be signed by the association will bear the signature of those people, whether Board members or not, and of any internal composition, as decided from time to time for that purpose by the Board, whether as a general role or in specific contexts.
- (b) The signature of signatories as provided for in paragraph (a) above, together with the association stamp, will be binding for the association for any matter or purpose.

12. Accounts

- (a) The association will keep books and accounts subject to acceptable accounting rules where all its incomes and expenses and all its assets rights and obligations will be registered.
- (b) Once annually, the Board will submit to the General Assembly a financial report covering all the association's incomes and expenses and the balance for the past year, together with a general report on the association's condition and its activities during said period.

13. Revision of Articles

Any revision in the Articles of Association will be made by the General Assembly and any related decision will be made if supported by a vote of no less than a majority of the association members at the time.

14. Dissolution

- (a) The association will be voluntarily dissolved if a decision to this effect has been made by the General Assembly convened especially for this purpose, supported by no less than three quarters of the association's membership at the time.
- (b) All association property remaining after its dissolution, after all its debts have been paid, will not be divided in any way among its members but be transferred gratis to (an)other public institute(s), as defined in Article 9(2) of the Income Tax Ordinance, as decided by the Board, whose purposes are identical or similar to the purposes of this association.