

E.S.R.A. - ENGLISH SPEAKING [RESIDENTS] ASSOCIATION

THE RULES OF THE AMUTA * [NON-PROFIT SOCIETY]

1. The Association's Name: E.S.R.A. - English Speaking Residents Association, (hereinafter referred to as "the Association").

In English: E.S.R.A. English Speaking Residents Association

2. POB 3132 Herzlia 46104

3. Aims:

- 3.1 To facilitate the social integration of English speaking immigrants and others, particularly new immigrants.
- 3.2 To involve the immigrant English speaking community and others in greater activities in the social, cultural, educational and civil spheres.
- 3.3 To assist new immigrants, English speakers and others in all spheres of their absorption, integration and settlement in Israel.
- 3.4 In general to engage in philanthropic activities for the benefit of new immigrants benefit of needy persons.

4. Methods:

In order to achieve its Aims the Association shall act as follows:

- 4.1 To welcome English speaking new immigrants and others within the community and to advance their social, cultural and educational and economic and civil integration in Israel.
 - 4.2 To provide means and services for new immigrants and also for needy residents within the community.
 - 4.3 To establish funds, to collect donations and to distribute monies from the funds, all to advance the Association's Aims.
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4.4 To act in any other manner, to take additional measures as the Executive Committee of the Association shall deem appropriate or necessary in order to advance the Association's aims.

5. Membership

Membership shall be open to any person interested in and supporting the Association's Aims and willing to comply with the other terms and conditions of membership, as shall be determined by the Executive Committee while adhering to the spirit of its establishment.

6. Financial Matters

6.1 Funds can be raised by way of subscriptions, levies, membership fees, loans or other means for the purposes of achieving the Aims in accordance with the discretion of the Executive Committee.

6.2 The financial year shall be from 1st January to 31st December in each year.

6.3 The association shall open and operate bank accounts in any manner whatsoever as it deems fit.

6.4 The Executive Committee shall have the power to invest the Association's monies from time to time and in its discretion.

6.5 The Executive Committee shall empower at least three members to sign cheques and to give instructions to the bank and the signatures of two authorised signatories shall bind the Association.

6.6 A financial report audited by an independent certified public accountant shall be presented to the annual general meeting.

7. The Executive Committee

7.1 The leadership and management of the Association shall be vested in the Executive Committee whose members shall serve in voluntary capacity as specified below.

7.2 The Executive Committee shall include:

7.2.1 at least 10 (ten) members, who shall be elected at the annual general meeting, and who shall serve until the next annual general

- meeting shall elect a new committee. An outgoing committee member may be elected to the new committee;
- 7.2.2 the immediate past chairperson of the Executive Committee;
 - 7.2.3 the honorary president, if such a status exists.
- 7.3 The Executive Committee shall have the right to co-opt additional members in accordance with the Association's requirements and to once again man positions that were vacated.
- 7.4 The Executive Committee shall include the following officers:
- 7.4.1 the following 3 (three) Executive officers: chairperson, vice chairperson treasurer;
 - 7.4.2 other members.
- 7.5 50% of the Executive members shall constitute a quorum.
- 7.6 The meeting may be held in writing, fax or e-mail of which 100% of the members have been advised. Response of 50% of the Executive members shall constitute a quorum.
- 7.7 The chairperson shall have a casting vote in a poll.
- 7.8 The chairperson of the Association shall not serve in his/her position for more than four years consecutively (a consecutive year means from one annual general meeting to the following one).
- 7.9 The Executive Committee shall meet at least once in two months.
- 7.10 The Executive Committee may, in its exclusive discretion, cancel the membership of any of its members on the ground of absence from three consecutive meetings and also for any other reason.
- 7.11 The Executive Committee shall be entitled:
- 7.11.1 to determine the terms and conditions of membership of the Association;

- 7.11.2 to determine laws and regulations for the conduct of its meetings and special annual general meetings;
- 7.11.3 to draw up a list of the members entitled to vote at general, annual and special meetings.
- 7.11.4 the Executive Committee shall have the power to appoint permanent or *ad hoc* sub committees and to empower them within parameters granted by the Executive Committee to carry out their responsibilities on its behalf and to bring their recommendations for the Executive Committee's approval.
- 7.11.5 To appoint officers of the Association

8. Annual General Meeting:

- 8.1 An annual general meeting of the Association shall be held once a year and the persons present thereat shall constitute a quorum.
- 8.2 A written notice by mail or by electronic mail or by a notice in Esra's magazine or publication on the Association's Internet site as to the date and place of the meeting shall be sent to the members three weeks prior to the date.
- 8.3 All the members, as registered by the Executive Committee, shall be entitled to be present at an annual general meeting and to participate in the discussions and in the vote.
- 8.4 At an annual general meeting the members of the Executive Committee, chairperson / joint chairperson and the chairperson's deputy / deputies for a term that shall last until the next annual meeting, shall be elected.
- 8.5 The annual general meeting shall also be entitled to elect an honorary life president.
- 8.6 At the first meeting after the annual general meeting, the Executive Committee and the officers mentioned in clause 7.4 and other officers as shall be decided will be elected from amongst its members.
- 8.7 The elections shall be in an open vote unless otherwise requested by at least 30% of those present for a secret poll; voting by a representative pursuant to a power of attorney shall not be permitted.

8.8 The control committee and the external auditors shall be appointed by the annual general meeting.

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9. Extraordinary General Meetings

9.1 Extraordinary meetings of the Association shall be convened upon written notice 10 days in advance in order to discuss special matters, provided that they are published in the notice of the meeting and those present thereat shall constitute a quorum.

9.2 The Executive Committee may convene an extraordinary general meeting at any time it deems necessary and it is required to do so upon written demand of the control committee, or the control entity or of one tenth of all the members of the Association.

9.3 All the members, as registered by the Executive Committee, shall be entitled to be present at extraordinary meetings and to participate in their discussions and voting.

9.4 The elections shall be in an open vote unless a secret poll is otherwise requested by at least 30% of those present and voting by a representative pursuant to a power of attorney shall not be permitted.

10. Control Committee

10.1 The Control Committee and auditors shall examine the financial and business affairs of the Association and its books of account and shall bring its recommendations to the general committee with regard to the approval of the financial statements.

10.2 A person shall not at one and the same time serve as a member of the Executive Committee and a member of the control committee.

11. Changing the Rules:

11.1 To change these rules, the members must be given written notice as set forth in clause 8.2 at least 10 (ten) days in advance.

11.2 These rules may be changed by a vote of the majority of the members present at an extraordinary general meeting or annual meeting that is convened upon the notice specified above.

12. Dissolution

- 12.1 In the event of the Association's dissolution in consequence of a resolution of an annual general or extraordinary meeting, the Association's assets shall be donated to another registered non-profit Amuta or to a public entity.
- 12.2 In no event shall a member of the Association receive benefits or profits from the Association.

The Committee Chairperson

Committee Member

Committee Member