

Companies Act 2006

Not for profit company limited by guarantee

¹ARTICLES OF ASSOCIATION

of the

FEDERATION OF ZIONIST YOUTH UK



¹ The Articles of Association of the Company were replaced in their entirety pursuant to a special resolution of the Company Members of the Company passed on 23 February 2022.

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FEDERATION OF ZIONIST YOUTH UK

1. Name

1.1 The name of the company governed by these Articles is the “Federation of Zionist Youth UK.”

1.2 Subject to Article 1.1, the working name of the Company is “FZY”.

1.3 The company shall be referred to as FZY in the remainder of these Articles.

2. Objects

The vision statement of FZY is “Am Yisrael chai b’shalom b’Medinat Yisrael k’Am Me’uchad ve cmo Or LaGoyim”; “The Jewish People living in peace in the State of Israel as One People and as a Light Unto the Nations”.

2.1 This mission, aims and objectives (“the Objects”) of FZY are to inspire and educate all Jewish Youth with whom FZY comes into contact to take part in the future of the Jewish people, and its ultimate expression in the state of Israel.”

2.2 The Objects of FZY will follow the aims of Zionism as laid down in the Jerusalem Programme by the World Zionist Congress in 2004:

(1) The unity of the Jewish people, its bond to its historic homeland Eretz Yisrael, and the centrality of the State of Israel and Jerusalem, its capital, in the life of the nation.

(2) Aliyah to Israel from all countries and the effective integration of all immigrants into Israeli Society.

- (3) Strengthening Israel as a Jewish, Zionist and democratic state and shaping it as an exemplary society with a unique moral and spiritual character, marked by mutual respect for the multi-faceted Jewish people, rooted in the vision of the prophets, striving for peace and contributing to the betterment of the world.
- (4) Ensuring the future and the distinctiveness of the Jewish people by furthering Jewish, Hebrew and Zionist education, fostering spiritual and cultural values and teaching Hebrew as the national language.
- (5) Nurturing mutual Jewish responsibility, defending the rights of Jews as individuals and as a nation, representing the national Zionist interests of the Jewish people, and struggling against all manifestations of anti-Semitism;
- (6) Settling the country as an expression of practical Zionism.

2.3 In order to propagate this programme amongst Jewish youth and organise them towards its fulfilment and implementation, FZY shall:

- (1) Acquaint the **FZY Members** with Israel, its achievements and problems.
- (2) Educate and lead them towards Aliyah Nimshechet (Making Aliyah and working to improve the land).
- (3) Engage participants in acts of Tzedakah (charity).
- (4) Facilitate the study and understanding of Jewish and Israeli culture (Tarbut), in particular the Jewish religion, Jewish history, Jewish literature, Ivrit and all other matters appertaining to the Jewish People.

- (5) Work for the spiritual strengthening of the world Jewish Community.
- (6) Encourage them to be the shield (Magen) of Israel and the Jewish people.

2.4 FZY shall be guided by the following principles:

- (1) Hadracha (Instruction): FZY is committed to creating the next generation of Jewish leaders through informal learning structures. FZY enshrines the principle of *dugma ishit* (leading by example) as the engine of hadracha, and as a means of developing Jewish identity and achieving Jewish potential.
- (2) Ha'atsama (Empowerment): FZY believed that young people working together have the potential to change the world, and strive to empower young people into positions of responsibility through democratic channels.
- (3) Am Me'uchad (Jewish Peoplehood): FZY strives to create an inclusive environment based on mutual respect and shared ideology, whilst allowing space for 'argument for the sake of heaven' through pluralism and tolerance of diversity and upholding democracy and freedom of speech.
- (4) Kehilla (Community): FZY believes '*Kol Yisrael Arevim Zeh la Zeh*' (all Israel are responsible for one another), expressed as mutual Jewish responsibility. FZY believes whole-heartedly in working within the

Jewish Community, in concert with other youth movements in the United Kingdom and in Israel.

- (5) Hachshara (Self-development): FZY wants to create moral, committed FZY Members who care about the future of the Jewish people, Israel and the wider world; and help develop individuals towards the realisation of their potential.
- (6) Ha'aracha (Long-Term Evaluation): FZY ensures the long-term progress of our movement through sound evaluation and a process of continuous reflection and change. This forms part of our culture of constructive feedback.

3. Powers

FZY has the following powers, which may be exercised in promoting the Objects:

- 3.1 to establish and administer such services that are deemed necessary to meet the needs and wishes of the FZY Members, and levy charges (which may be nil) for the provision of any services so established.
- 3.2 to run seminars, camps, gaps years, travel programmes and courses in the United Kingdom, Israel and anywhere else in the world as deemed appropriate;
- 3.3 to provide advice or information and to publish books and other learning materials

- 3.4 to co-operate with other organisations including, but not limited to, other not for profit organisations, charities, voluntary bodies and statutory authorities to exchange information and advice with them;
- 3.5 to support, administer or set up other organisations including, but not limited to, other not for profit organisations and charities;
- 3.6 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other organisation;
- 3.7 to accept gifts and to raise funds;
- 3.8 to borrow money;
- 3.9 to give security for loans or other obligations;
- 3.10 to acquire or hire property of any kind;
- 3.11 to let or dispose of property of any kind;
- 3.12 to set aside funds for special purposes or as reserves against future expenditure;
- 3.13 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a **financial expert** as the **Directors** consider necessary and having regard to the suitability of investments and the need for diversification);
- 3.14 to delegate the management of investments to a financial expert, but only on terms that:

- (1) the investment policy is set down **in writing** for the financial expert by the Directors;
- (2) timely reports of all transactions are provided to the Directors;
- (3) the performance of the investments is reviewed regularly with the Directors;
- (4) the Directors are entitled to cancel the delegation arrangement at any time;
- (5) the investment policy and the delegation arrangement are reviewed at least once a year;
- (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 Directors on receipt; and
- (7) the financial expert must not do anything outside the powers of FZY;

3.15 to arrange for investments or other property of FZY to be held in the name of a **nominee company** acting under the direction of the Directors or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;

3.16 to deposit documents and physical assets with any company, body or organisation as **custodian**, and to pay any reasonable fee required;

3.17 to insure the property of FZY against any foreseeable risk and take out other insurance policies to protect FZY when required;

- 3.18 to employ paid or unpaid agents, staff or advisers;
- 3.19 to enter into contracts to provide services to or on behalf of other bodies;
- 3.20 to establish or acquire subsidiary companies;
- 3.21 to do anything else within the law which promotes or helps to promote the Objects.

4. Application of income and property

- 4.1 The income and property of FZY shall be applied solely towards the promotion of the Objects.
- 4.2 None of the income or property of FZY may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member. This does not prevent a Member receiving:-
 - (1) a benefit from FZY in the capacity as a service user of FZY; and/or
 - (2) reasonable and proper remuneration for any goods or services provided to FZY.

5. Kol Anashim

- 5.1 The Directors are responsible for the management of FZY's business and have control of FZY and its property and funds.
- 5.2 Subject to Article 5.1, the work of FZY shall be promoted and supported by **Kol Anashim** which shall be constituted as a committee of the Directors in accordance with Article 8.4.

5.3 All activities of Kol Anashim shall be conducted in accordance with such rules and directions as the Directors from time to time prescribe in accordance with Article 8.6 and any powers so delegated shall be exercised only for the Objects.

6. The Directors

6.1 The following persons are the Directors of FZY on the date that the model articles of association for a company limited by guarantee were replaced in their entirety by these Articles and with the exception of the ex officio Directors shall hold office until the relevant **AGM** specified next to their name below:-

Ex officio Directors

Joel Jacobs, Executive Director of FZY (ex officio);

Nathan Domnitz, elected **Mazkir** of FZY (ex officio);

Nominated Directors

Noah Samuel Bezalel, being a nominated Bogrim member of Kol Anashim;

Claire Frances Sherman, being a nominated representative of the **FZY Charity**;

Elected Directors

Rebecca Leigh Manning, who shall hold office until the 2024 AGM;

Wayne Adam Snyder who shall hold office until the 2024 AGM;

Gregory Marc Allon, who shall hold office until the 2023 AGM;

Abigail Miriam Halon Rosenberg, who shall hold office until the 2023 AGM;

Jonathan Philip Skolnick, who shall hold office until the 2023 AGM.

6.2 Future ex officio Directors shall hold office for so long as he/she holds the relevant office. Future nominated Directors shall hold office until his/her nomination is withdrawn by the nominating body in accordance with Article 6.8(6). Future elected Directors shall hold office for a period ending on the date of the AGM held nearest to three years following his/her appointment.

6.3 The Directors when complete shall comprise the persons specified at Article 6.4 (subject to a maximum number of 12 Directors), all who must be over the age of 18 and who must support the Objects: PROVIDED THAT at all times at least 60% of the Directors must be current or alumnus FZY Members (and at all times there must be at least one alumnus FZY Member and at least 20% must be current FZY Members). In addition, FZY must endeavour, so far as practicable, to maintain an equal gender balance on the board of Directors. If any Director is a corporate body it must act through a named representative whose contact details are notified to the Directors.

6.4 The board of Directors shall comprise the following:-

Ex officio Directors

The Executive Director of FZY;

The Elected Mazkir/a of FZY;

Nominated Directors

A nominated member of Kol Anashim;

A nominated representative of the FZY Charity.

Elected Directors

A minimum of three and a maximum of eight persons appointed by the Company Members who have expertise in areas of finance, law, strategy, the Jewish community, youth education, safeguarding or other matters that are relevant to the work of FZY.

- 6.5 Nominated Directors shall be appointed by the relevant nominating body in accordance with the usual decision making procedures of the relevant nominating body. All nominations shall be notified in writing by the nominating body to FZY.
- 6.6 A Director may not act as a Director unless he/she
- (1) is a Company Member; and
 - (2) has signed a written declaration of willingness to act as a Director of FZY.
- 6.7 A retiring Director who is eligible under Articles 6.3, 6.4 and 6.6 may be reappointed PROVIDED THAT, save in exceptional circumstances as determined by the Company Members, nominated Directors and elected Directors shall hold office for a maximum of two consecutive terms.
- 6.8 A Director's term of office as such automatically terminates if he/she:

- (1) is prohibited under the Company Directors Disqualification Act 1986 from being a company director;
- (2) is incapable, whether mentally or physically, of managing his/her own affairs;
- (3) is absent without notice from three consecutive meetings of the Directors and is asked by a majority of the other Directors to resign;
- (4) resigns by written notice to the Directors (but only if at least two Directors will remain in office);
- (5) is an ex officio Director and he/she no longer holds the relevant office;
- (6) is a nominated Director and the relevant nominating body withdraws the nomination by giving notice in writing to FZY (but the nominating body shall be entitled to make a replacement nomination); or
- (7) is removed by the Company Members at a general meeting under the **Companies Act.**

6.9 The Directors may co-opt any individual who is eligible under Articles 6.3, 6.4 and 6.6 as a Director to fill a vacancy in their number or as an additional Director, but a co-opted Director holds office only until the next AGM.

6.10 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

7. Director's proceedings

7.1 The Directors must hold at least two meetings each year.

- 7.2 A quorum at a meeting of the Directors is at least five Directors or one third of the Directors (if greater) but there shall be no quorum unless at least one ex officio Director and at least one current Director who is an FZY Member are present.
- 7.3 A meeting of the Directors may be held in person, or by suitable **electronic means** (which includes a combination where some Directors are present in person and some are participating by electronic means) agreed by the Directors in which all participants may communicate with all the other participants..
- 7.4 The **Chair** or (if the Chair is unable or unwilling to do so) some other Director who meets the criteria specified at Article 8.1 chosen by the Directors present presides at each meeting.
- 7.5 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution **in writing** agreed by all the Directors (other than any conflicted director who has not been authorised to vote in accordance with the provisions of Article 9) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.
- 7.6 Every Director has one vote on each issue but, in case of equality of votes, the chair of the meeting has a second or casting vote.
- 7.7 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

8. Directors' powers

The Directors have the following powers in the administration of the Company in their capacity as Directors:

- 8.1 To appoint (and remove) a Chair from amongst their number. Only the Executive Director of FZY (ex officio) and the elected Directors shall be eligible to be Chair (the Mazkir/a Director ex officio and the nominated Directors shall not be so eligible) and PROVIDED THAT any such Director also an alumnus FZY Member. The Chair shall serve for a term of three years (unless removed by the Directors) but may, if eligible, be reappointed any number of times at the end of his/her term.
- 8.2 To appoint (and remove) any person (who may be a Director) to act as **Secretary** in accordance with the Companies Act.
- 8.3 To appoint from among their number such other officers as may from time to time be considered appropriate.
- 8.4 To delegate any of their functions to Kol Anashim and such other committees consisting of two or more individuals appointed by them and to determine the terms and conditions on which each delegation is made. The Directors may at any time alter those terms and conditions or revoke the delegation. At least one member of every committee must be a Director and all proceedings of committees must be reported promptly to the Directors.
- 8.5 To make standing orders consistent with the Articles and the Companies Act to govern proceedings at general meetings.

- 8.6 To make rules consistent with the Articles and the Companies Act to govern their proceedings and proceedings of committees and the rights and obligations of Members.
- 8.7 To make regulations consistent with the Articles and the Companies Act to govern the administration of FZY and the use of its seal (if any).
- 8.8 To establish procedures to assist the resolution of disputes or differences within FZY.
- 8.9 To exercise in their capacity as Directors any powers of FZY which are not reserved to them in their capacity as Company Members.

9. Declaration of Directors' interests and conflicts of interest/conflicts of loyalty

- 9.1 A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with FZY or in relation to any transaction or arrangement entered into by FZY which has not previously been declared.
- 9.2 A Director must absent him/herself from any discussion of the Directors in which it is possible that a conflict will arise between his/her duty to act solely in the interests of FZY and any personal interest of the Director or a **connected person** (including, but not limited to, financial interests such as salaries and employee benefits and other employment matters).
- 9.3 If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or persons (and such conflict does not involve a direct or indirect personal benefit to a Director or a connected person), if the

conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such conflict of loyalty where the following conditions apply:-

- (1) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (2) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
- (3) the unconflicted Directors consider it is in the interests of FZY to authorise the conflict of loyalty in the circumstances applying.

10. Directors' remuneration

10.1 Directors may undertake any services for FZY that the Directors decide.

10.2 Directors are entitled to such remuneration as the Directors determine:

- (1) for their services to FZY as Directors, and
- (2) for any other service which they undertake for FZY.

10.3 Subject to the Articles, a Director's remuneration may:

- (1) take any form, and
- (2) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.

10.4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

10.5 Unless the Directors decide otherwise, Directors are not accountable to FZY for any remuneration which they receive as Directors or other officers or employees of FZY's subsidiaries or of any other body corporate in which the company is interested.

11. Directors' expenses

11.1 FZY may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

(1) meetings of Directors or committees of Directors,(2) general meetings,
or

(2) separate meetings of the holders of debentures of FZY or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to FZY.

12. Records and Accounts

12.1 The Directors must comply with the requirements of the Companies Act as to keeping records, the audit and the preparation and transmission to the Registrar of Companies of information required by law including:

(1) annual returns (confirmation statements); and

(2) annual statements of account.

12.2 The Directors must also keep records of:

- (1) all proceedings at meetings of the Directors;
- (2) all resolutions in writing;
- (3) all reports of committees; and
- (4) all professional advice obtained.

12.3 Accounting records relating to FZY must be made available for inspection by any Director at any time during normal office hours.

12.4 A copy of the Company's **constitution** and latest available statement of account must be supplied on request to any Director.

13. Company Membership

13.1 The Company must maintain a register of Company Members.

13.2 **Company Membership** is open only to the Directors.

13.3 Company Membership is not transferable.

13.4 Company Membership is terminated if the Company Member:-

- (1) dies; or
- (2) ceases to be a Director.

13.5 The Directors shall establish and recognise one or more classes of FZY Members and set out their respective rights and obligations in rules made in accordance with Article 8.6.

14. General Meetings

- 14.1 Company Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to FZY before the commencement of the meeting).
- 14.2 General meetings are called on at least 14 and not more than 28 **clear days'** written notice indicating the business to be discussed and (if a **special resolution** is to be proposed) setting out the terms of the proposed special resolution.
- 14.3 The quorum for general meetings shall mirror the provisions of Article 7.2 in that the quorum is at least five Company Members or one third of the Company Members (if greater) but there shall be no quorum unless there is at least one Company Member present who is at ex officio Director and at least one Company Member present who is an FZY Member. The Chair appointed pursuant to Article 8.1 shall also chair general meetings but if the Chair is unable or unwilling preside at a general meeting some other Company Member who meets the criteria specified at Article 8.1 shall be chosen by the Company Members present to preside at the relevant general meeting.
- 14.4 Pursuant to the Companies Act any amendment whatsoever to these Articles shall not be valid unless the Company Members have passed a special resolution.
- 14.5 Except where otherwise provided by the Articles or the Companies Act (see Article 14.5), every issue is decided by **ordinary resolution**.

- 14.6 Every Member present in person or by proxy has one vote on each issue.
- 14.7 Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.
- 14.8 Company Members may participate in general meetings by suitable electronic means in which all participants may communicate with all the other participants PROVIDED THAT at least two of the Company Members participating are present in person.
- 14.9 FZY must hold an AGM each year.
- 14.10 At the AGM Company Members must:
- (1) receive the accounts of FZY for the previous **financial year**;
 - (2) receive a report on FZY's activities;
 - (3) be informed of the retirement of those Directors who wish to retire or who are retiring on the expiry of his/her fixed term of office;
 - (4) subject to Article 6.2, elect Directors to fill any vacancies arising;
 - (5) appoint auditors for FZY if required pursuant to the Companies Act.
- 14.11 Company Members may also from time to time:
- (1) confer on any individual (with his/her consent) the honorary title of President or Vice-President of FZY or such similar title as the Company Members consider appropriate; and

(2) discuss and determine any issues of policy or deal with any other business put before them by the Directors.

14.12 A general meeting may be called by the Directors at any time and must be called within 21 days of a written request from one or more Directors (being Company Members), at least 10% of the Company Membership or (where no general meeting has been held within the last year) at least 5% of the Company Membership.

14.13 A technical defect in the appointment of a Company Member of which the Company Members are unaware at the time does not invalidate a decision taken at a general meeting or a Written Resolution.

15. Limited Liability

The liability of Company Members is limited.

16. Guarantee

Every Company Member promises, if FZY is dissolved while he/she remains a Company Member or within one year after he/she ceases to be a Company Member, to pay up to £1 towards:

16.1 payment of those debts and liabilities FZY incurred before he/she ceased to be a Company Member;

16.2 payment of the costs, charges and expenses of winding up; and

16.3 the adjustment of rights of contributors among themselves.

17. Directors' indemnity

17.1 Subject to Article 17.2, a relevant Director of FZY or an associated company may be indemnified out of FZY's assets against:

- (1) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to FZY or an associated company,
- (2) any liability incurred by that Director in connection with the activities of FZY or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act),
- (3) any other liability incurred by that Director as an officer of FZY or an associated company.

17.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law.

17.3 In this Article:

- (1) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (2) a 'relevant Director' means any Director or former director of FZY or an associated company.

18. Directors' insurance

18.1 The Directors may decide to purchase and maintain insurance, at the expense of FZY, for the benefit of any relevant Director in respect of any relevant loss.

18.2 In this Article:

- (1) a 'relevant Director' means any Director or former director of FZY or an associated company,
- (2) a 'relevant loss' means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to FZY, any associated company or any pension fund or employees' share scheme of FZY or associated company, and
- (3) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

19. Communications

19.1 Notices and other documents to be served on Company Members or Directors under the Articles or the Companies Act may be served:

- (1) by hand;
- (2) by post;
- (3) by suitable electronic means; or
- (4) through such other appropriate means as the Directors may decide..

19.2 The only address at which a Company Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Company Members.

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

- (1) 24 hours after being sent by electronic means, or delivered by hand to the relevant address;
- (2) two clear days after being sent by first class post to that address;
- (3) three clear days after being sent by second class or seven clear days after being sent by overseas post to that address;
- (4) immediately on being handed to the recipient personally;

or, if earlier,
- (5) as soon as the recipient acknowledges actual receipt.

19.4 A technical defect in service of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

20. Dissolution

If FZY is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:

20.1 by transfer to one or more other bodies with purposes that are within or similar to the Objects, PROVIDED THAT any such body has similar restrictions

in its governing document to those at Article 4 (application of income and property) and to this Article; or

20.2 directly for the Objects or for purposes which are within or similar to the Objects.

21. Interpretation

21.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to FZY.

21.2 In the Articles, unless the context indicates another meaning:

'AGM' means an annual general meeting of FZY;

'the Articles' means FZY's Articles of Association and **'Article'** refers to a particular Article;

'Chair' means such eligible person in accordance with the provisions of Article 8.1 as shall from time to time be nominated by the Directors;

'clear day' does not include the day on which notice is given or the day of the meeting or other event;

'the Companies Act' means the Companies Act 2006;

'Company Member' and **'Company Membership'** refer to company members/membership of FZY as defined in section 112 of the Companies Act;

'Connected Person' means, in relation to a Director:

(i) a child, parent, grandchild, grandparent, brother or sister of that Director;

- (ii) the spouse or civil partner of that Director or of any person falling within (i) above;
- (iii) a person carrying on business in partnership with that Director or with any person falling within (i) or (ii) above;
- (iv) an institution which is controlled:
 - (1) by that Director or any person falling within (i), (ii) or (iii) above or (v) below; or
 - (2) by two or more persons falling within (1) above, when taken together;
- (v) a body corporate in which:
 - (1) that Director or any person falling within (i), (ii) or (iii) above has a substantial interest; or
- (vi) two or more persons falling within (v)(1) above who, when taken together, have a substantial interest;

'constitution' means the Articles and any special resolutions relating to them;

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

'Director' means a director of FZY and includes any person occupying the position of a Director. Where a Director is a corporate body 'Director' includes, where appropriate, the named representative of the Director;

'electronic' means' refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;

'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 FZY's financial year;

'firm' includes a limited liability partnership;

'FZY' means the company governed by the Articles;

'FZY Charity' means the charity registered with the Charity Commission for England and Wales called 'Friends of The Federation of Zionist Youth' registered charity number 261241;

'FZY Member' and **'FZY Membership'** means members of FZY referred to at Article 13.5 who are not Company Members (with the exception of the Mazkir/a as ex officio Director of FZY and the Bogrim member of Kol Anashim as nominated Director of FZY, who shall both be Company Members and FZY Members), the different categories of which and their respective rights and obligations (together with the functions and proceedings of **Veida**) are set out in rules made by the Directors in accordance with Article 8.6;

'Kol Anashim' (Voice of the People) means the committee of the Directors referred to at Article 5.2; ;

'Mazkir/a' the National Director of FZY elected by FZY Members pursuant to the above mentioned rules (see the definition of FZY Member/FZY Membership) made by the Directors in accordance with Article 8.6

'Member' and **'Membership'** mean Company Members/Membership and FZY Members/Membership;

'month' means calendar month;

'nominee company' means a corporate body which holds title to property for another;

'ordinary resolution' means a resolution agreed by a simple majority of the Company Members present and voting at a general meeting or in the case of a written resolution by Company Members who together hold a simple majority of the voting power. Where applicable, 'Company Members' in this definition means a class of Company Members;

'the Objects' means the Objects of FZY as defined in Article 2;

'Resolution in writing' means a written resolution of the Directors;

'Secretary' means a company secretary;

'special resolution' means a resolution of which at least 14 days' notice has been given agreed by a 75% majority of the Company Members present and voting at a general meeting or in the case of a written resolution by Company Members who together hold 75% of the voting power. Where applicable, 'Company Members' in this definition means a class of Company Members;

'Veida' means the FZY annual conference/annual meeting for FZY Members);

'written' or **'in writing'** refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper;

'written resolution' refers to an ordinary or a special resolution which is in writing;

'year' means calendar year.

21.3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

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