

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, 21 July 2015, and 1 November 2022)

Incorporated on 21 July 1939

MAURICE TURNOR GARDNER

Maurice Turnor Gardner LLP

1. NAME

The name of the Charity is J.N.F. 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
 - 3.6.4 advancing education,
 - 3.6.5 relieving unemployment, and
 - 3.6.6 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
 - 3.7.4 creating and making available spaces, both covered and open, for constructive interaction,
 - 3.7.5 organising and promoting programmes for constructive interaction,
 - 3.7.6 promoting faith and interfaith projects which are conducive to social cohesion, and
 - 3.7.7 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

- (a) the preservation, conservation and the protection of the environment and the prudent use of resources,
- (b) the relief of poverty and the improvement of the conditions of life in socially and economically disadvantaged communities, and
- (c) 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, including but not limited to guarantees, for loans or other obligations (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 including without limitation with a view to:
 - 4.12.1 directly furthering the Charity’s purpose;
 - 4.12.2 achieving a financial return for the Charity; or
 - 4.12.3 achieving both of the objectives described at Articles 4.12.1 and 4.12.2 above in accordance with and provided that the Trustees comply with their duties under Part 14A of the Charities Act,

(but to invest wholly or partly with a view to achieving a financial return 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 entitled 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 insure 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 Article 4.17.1 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 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 and where appropriate:
 - 4.18.1 to provide for them to benefit under pension and other staff benefit arrangements for them and their dependants; and
 - 4.18.2 to enter into compromise and settlement arrangements with them.
- 4.19 To enter into contracts and agreements of any kind, including without limitation 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.
- 4.21 To act as a charity trustee of a charitable trust.
- 4.22 To acquire, merge with or enter into any partnership or joint venture arrangement with any other body for the purposes of any of the Objects.
- 4.23 To convert to a charitable incorporated organisation.
- 4.24 To accept or refuse gifts and donations.
- 4.25 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 as the Trustees may decide:

- 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;
- 8.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects;
- 8.1.3 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 and the Member concerned shall be removed from the register of Members.

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 (whether physically or virtually) or by 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 A general meeting of the Members may be held in person or virtually or a hybrid of the two by such means agreed by the Members in which all participants may communicate with all the other participants.

11.3 There is a quorum at a general meeting if the number of Members present in person (whether physically or virtually) or by proxy is at least one half of the Members.

11.4 If:

11.4.1 a quorum is not present within half an hour from the time appointed for a meeting; or

11.4.2 during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Trustees shall determine.

11.5 The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

11.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.

- 11.7 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.
- 11.8 Except where otherwise provided by the Articles or the Companies Act 2006, every issue is decided by a majority of the votes cast.
- 11.9 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.
- 11.10 The Charity must hold an AGM in every year at which the Charity:
- 11.10.1 must, if it has not already done so, receive the accounts of the Charity for the previous financial year;
 - 11.10.2 considers the retirement of those Trustees who wish to retire or who are retiring due to the expiry of their term of office;
 - 11.10.3 elects a Chairman in the event of a vacancy;
 - 11.10.4 elects a President, Vice Chairman or Treasurer in the event of a vacancy;
 - 11.10.5 elects Trustees to fill any vacancies arising;
 - 11.10.6 must, if it has not already done so, appoint auditors for the Charity; and
 - 11.10.7 may discuss or determine other matters.
- 11.11 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 WRITTEN RESOLUTIONS

- 12.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution, by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 12.1.1 a copy of the proposed resolution has been sent to every eligible Member;
 - 12.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
 - 12.1.3 it is contained in an authenticated document which has been received at the registered office within the period of fourteen days beginning with the circulation date.
- 12.2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

13 THE HONORARY OFFICERS

- 13.1 Subject to Articles 13.2, 13.3 and 14.9 below, the Honorary Officers, are as follows:
- 13.1.1 a Chairman, who may be nominated by any of the Members and is elected by the Members at a general meeting for a term of three years, which term shall come to an end at the AGM in the relevant calendar year. The Chairman shall be the most senior

position of the Honorary Officers and shall be required to be a Trustee. 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 six terms as Chairman;

13.1.2 a President, who may be nominated by any of the Members and is elected by the Members at a general meeting for a term of three years, which term shall come to an end at the AGM in the relevant calendar year. The President may be, but is not required to be, a Trustee. 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 six terms as President;

13.1.3 at least one and not more than two Vice- Chairmen, each of whom may be nominated by any of the Members and are elected by the Members at a general meeting for a term of three years, which term shall come to an end at the AGM in the relevant year. A Vice-Chairman shall be required to be a Trustee. 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 six terms as Vice-Chairman; and

13.1.4 at least one and not more than two Treasurers, each of whom may be appointed by resolution of the Trustees for a term of three years, which term shall come to an end at the AGM in the relevant year. A Treasurer shall be required to be a Trustee. A Treasurer may be re-appointed if still qualified, but ceases to be eligible for reappointment after he or she has served six terms as Treasurer.

13.2 A majority of the Honorary Officers must be resident in the United Kingdom.

13.3 The Chairman, Vice-Chairmen and Treasurer shall each retire automatically from that role when he or she ceases to be a Trustee of the Charity. A President shall continue to hold that role when he or she ceases to be a Trustee of the Charity, until he or she reaches the end of his or her term as President.

14 THE TRUSTEES

14.1 All Trustees must abide by any code of conduct which is put in place by the Charity from time to time.

14.2 The Trustees as charity trustees have control of the Charity and its property and funds.

14.3 The total number of Trustees shall be no less than eight and no more than twenty one. If the number of Trustees falls below eight, the remaining Trustees may only act to appoint further Trustees as required.

14.4 The Charity must maintain a register of Trustees (which may be called a register of directors).

14.5 The Trustees may, by simple majority vote or by a resolution of the majority of the Trustees, co-opt any individual who is qualified to be a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee may hold office only until the next AGM.

14.6 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.

14.7 A majority of the Trustees must be resident in the United Kingdom. Each Trustee is elected by the Members at a general meeting for a term of three years, which term shall come to an

end at the AGM in the relevant year. A Trustee may stand for re-election if still qualified, but ceases to be eligible for re-election after he or she has served six terms.

14.8 No Trustee shall serve for more than three consecutive terms, unless the Trustees consider it would be in the best interests of the Charity for a particular Trustee to continue to serve beyond that period and that Trustee is reappointed in accordance with the Articles.

14.9 The term of office of a Trustee or Honorary Officer automatically terminates if he or she:

14.9.1 is disqualified under the Charities Act from acting as a charity trustee or is prohibited by law from being a director of a company;

14.9.2 is incapable, whether mentally or physically, of managing his or her own affairs;

14.9.3 is absent without notice from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign;

14.9.4 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);

14.9.5 is removed by resolution of a majority of the other Trustees; or

14.9.6 dies.

14.10 Before passing any resolution under Article 14.9.3 or 14.9.5 the other Trustees shall first invite the view of the Trustee concerned and have considered the matter in light of any such views.

14.11 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.

15 TRUSTEES' PROCEEDINGS

15.9 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 5 clear days' notice either in writing or by email to a current e-mail address provided by the Secretary for that purpose, specifying the business to be discussed.

15.10 At a Board meeting the Trustees may:

15.2.1 confer on any individual (with his or her consent) the title of Patron or Honorary Patron of the Charity; and

15.2.2 discuss or determine other matters.

15.11 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.

- 15.12 No decision may be made by a meeting of the Trustees unless a quorum is present (whether in person or virtually) at the time when the decision is made. A quorum at a meeting of the Trustees is one half of the total number of the Trustees for the time being.
- 15.13 A meeting of the Trustees may be held in person or virtually or a hybrid of the two by such means agreed by the Trustees in which all participants may communicate with all the other participants.
- 15.14 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.
- 15.15 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.
- 15.16 Except for the Chairman, who whether present (in person or virtually) or by proxy has a second or casting vote, every Trustee has one vote on each issue.
- 15.17 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

16 TRUSTEES' POWERS

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

- 16.9 To appoint (and remove) any person (who may be a Trustee) to act as Secretary in accordance with the Companies Act 2006.
- 16.10 To establish and determine terms of reference for Committees consisting of two or more individuals appointed by the Trustees and to delegate in writing any of their functions to such a Committee. At least one member of every Committee must be a Trustee, all proceedings of Committees must be reported promptly to the Trustees and the delegation may be revoked at any time. Unless the terms of the delegation provide otherwise, Article 5.4 shall apply to Committee meetings as if the references to Trustees and Trustees' meetings in those articles were to Committee members and Committee meetings.
- 16.11 To delegate the day-to-day management of the affairs of the Charity in accordance with the directions of the Trustees to any person, by such means, to such an extent, in relation to such matters and on such terms and conditions as they think fit.
- 16.12 To make rules to govern the activities of Consultation Groups in supporting the work of the charity.
- 16.13 To make standing orders consistent with the Articles and the Companies Act 2006 to govern proceedings at general meetings and to prescribe a form of proxy.
- 16.14 To make rules consistent with the Articles and the Companies Act 2006 to govern the Trustees' proceedings and the proceedings of Committees.

- 16.15 To make regulations consistent with the Articles and the Companies Act 2006 to govern the administration of the Charity and the use of its seal (if any).
- 16.16 To establish procedures to assist the resolution of disputes or differences within the Charity.
- 16.17 To employ or engage any persons (whether on a paid or unpaid basis) in accordance with these Articles.
- 16.18 To exercise any powers of the Charity which are not reserved to a general meeting.

17 RECORDS AND ACCOUNTS

- 17.9 The Trustees must comply with the requirements of the Companies Act 2006 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:
 - 17.1.1 annual returns;
 - 17.1.2 annual reports; and
 - 17.1.3 annual statements of account.
- 17.10 The Trustees must keep proper records of:
 - 17.2.1 all proceedings at general meetings;
 - 17.2.2 all proceedings at meetings of the Trustees;
 - 17.2.3 all reports of commissions; and
 - 17.2.4 all professional advice obtained.
- 17.11 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.
- 17.12 A copy of the Charity's Articles and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

18 NOTICES

- 18.9 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.
- 18.10 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.
- 18.11 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - 18.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

- 18.3.2 two clear days after being sent by first class post to that address;
- 18.3.3 three clear days after being sent by second class post to that address;
- 18.3.4 on the date of publication of a newspaper containing the notice;
- 18.3.5 immediately on being handed to the Member personally; or if earlier,
- 18.3.6 as soon as the Member acknowledges actual receipt.

18.12 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.

19 INTERPRETATION

In these Articles, unless the context indicates another meaning:

"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 2011;

"charity trustee" has the meaning prescribed by section 177 of the Charities Act;

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

a "Committee" means a body established by the Trustees under Article 16.2 to carry out such functions of the Trustees as may be delegated to them

a "Consultation Group" means an informal group which exists to support the work of the Charity;

"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;

"electronic means" refers to a document or information sent or supplied in electronic form where it is sent or supplied by electronic means (for example by email or fax), or by any other means while in an electronic form (for example sending a disc by post);

"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 13;

"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;

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

"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" means a director of the Charity, and "Trustees" means the directors;

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

"virtually" means by telephone link, video link, or other technology enabling all participants to Communicate with one another in real time without being physically present in the same place;

"written" or "in writing" refers to the legible document on paper including a fax message or a document or communication sent by electronic means which is capable of being printed out on paper; and

"year" means calendar year.

19.9 Expressions defined in the Companies Act 2006 have the same meaning.

19.10 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.