

[Seal of the State of Israel]  
**Ministry of Justice**  
**Registrar of Charities**

## **Certificate of Registration of a Charity**

(Pursuant to the Charity Law, 1980)

This is to certify that

The Charity

**B'nai B'rith Institute - Residential Therapy for Children and Youth**

Located at

c/o B'nai B'rith Institute

1 Mutsafi Street

Jerusalem

Whose primary aims are:

The Charity shall operate the therapeutic residential facilities "Beit Hayeladim" in Bayit VeGan and "Beit Chana" at 19 Ethiopia Street, both in Jerusalem. The Association shall strive to develop the therapeutic residential facilities as well as other therapeutic residential facilities. The Association will raise the finances needed for operation of the residential facilities.

Was registered as Association number 58-028-208-5

On 28 May 1996

[Circular Stamp: The State of Israel, Ministry of Interior]

[Signed]

Registrar of Charity

**[Seal of the State of Israel]  
Ministry of Justice  
Registrar of Charities**

**Certificate of Change of Name of a Charity**

**(Pursuant to clause 11 of the Charity Law, 1980)**

This is to certify that

**The Charity**

**J.W.I. Residential Treatment Center  
(formerly B'nei Brit Women's Children's Home R.A)**

**Who was registered as a charity**

**28 May 1996**

**And whose registered Charity number is**

**58-028-208-5**

**Changed its name**

**The new name is:**

**The Jerusalem Hills Therapeutic Centers  
(formerly the J.W.I. Residential Treatment Center) (R.A)**

**Date accepted:**

**September 8,2009**

[Circular Stamp: The State of Israel, Ministry of Interior]

[Signed] Avital Shreiber Attorney at law - Deputy Head of the Charities Board  
Registrar of Charities

# Charity Bylaws

## Section A: The Charity

The name of the Charity shall be: **B'nai B'rith Institute - Residential Therapy for Children and Youth**  
(Formerly B'nai Brith Women's Beit Hayeladim)  
Founded by "B'nai B'rith Women Inc."  
Today "Jewish Women International"

## Section B: Charity Aims

1. The Charity shall operate the therapeutic residential facilities "Beit Hayeladim" in Bayit VeGan and "Beit Chana" at 19 Ethiopia Street, both in Jerusalem (hereinafter - **"THE THERAPEUTIC RESIDENTIAL FACILITIES"**)
2. The Charity shall strive to develop the Therapeutic Residential Facilities as well as additional therapeutic residential facilities.
3. The Charity shall raise the funding for operation of the Therapeutic Residential Facilities.
4. The Charity shall take every legal action that an Charity is entitled to take in order to attain its above aims and any other aim resolved by the General Meeting.
5. The Charity's assets and income serve solely for purposes of its goals, and the distribution of profits or benefits among its members, in any manner whatsoever, is prohibited.

## Section C: The Charity's Institutions and Officers

1. Inasmuch as the property and buildings of Beit Hayeladim in Bayit VeGan belong to "Jewish Women International" and the property of "Beit Chana" belongs to the Jerusalem Bureau of the Israel B'nai B'rith Organization," the above two bodies shall have representations in the Charity's institutions as shall be fixed from time to time.
2. The General Meeting is the Charity's supreme institution.
  - (a) The General Meeting shall appoint the Board of Directors.
  - (b) Once each year, the General Meeting shall receive a report of activities from the Board of Directors.
  - (c) Once each year, the General Meeting shall receive a report from the Auditors' Committee.
  - (d) The General Meeting alone is authorized to resolve to change the Charity's aims.
3. The Board of Directors is the Charity's managing body.
  - (a) The Board of Directors shall implement the Charity's aims.
  - (b) The Board of Directors shall manage and direct the Charity's ongoing activities by means of the Management Committee, within the framework of the annual budget and in accordance with the Regulations and the law.
  - (c) The Board of Directors shall be charged with application of the findings and recommendations of the Auditors' Committee.

4. The Auditors' Committee is the Charity's auditing body.
5. The Charity's General Meeting shall appoint an honorary president. The General Meeting of the Charity is entitled to appoint an Honorary President.
  - (a) With his consent, the Honorary President shall be one of 7 committee members as defined in Section F.
  - (b) The Honorary President shall open the sessions of the General Meeting and shall then transfer conduct of the session to whoever is chosen chairman, pursuant to the instructions of Article 9 of the Regulations.
  - (c) Pending the Honorary President's consent, the Committee is entitled from time to time to impose representative and/or operational duties on him.

#### **Section D: Membership**

1. The Charity's founders are Charity Members from the date of its registration in the Charity' Registry.
2. Additional Charity Members shall be anyone so approved by the Board of Directors.
3.
  - (a) An Charity Member is entitled to participate and vote at any General Meeting and shall have one vote in any poll; he shall be entitled to elect and be elected to the Board of Directors or the Auditors' Committee.
  - (b) The Board of Directors is entitled to fix membership fees whose payment shall be obligatory upon Members.
4.
  - (a) Membership in the Charity shall terminate:
    - (1) Upon the death of a Member or, if the Member is an Charity, upon termination of its dissolution;
    - (2) Upon his retirement from the Charity, and written notice of retirement shall be provided the Board of Directors;
    - (3) Upon expulsion from the Charity
  - (b) The Board of Directors, with the approval of the General Meeting, may resolve to expel a Member from the Charity for one of the following reasons:
    - (1) If the Member has not paid the Charity membership fees;
    - (2) If the Member has not complied with the instructions of the Regulations or with a Resolution of the General Meeting or of the Board of Directors;
    - (3) If the Member has acted in contravention to the Charity's aims and/or in contradiction to its welfare;
    - (4) If the Member has been convicted of a disgraceful offense
  - (c) The Board of Directors shall not propose expulsion of a Member of the Charity to the General Meeting until after he has been given adequate opportunity to present his claims to it, nor shall it propose his expulsion for the reasons stated in item 4(b)(1), (2) or (3) above until after it has cautioned the Member and given him reasonable time in which to rectify the fault.
5. The Charity's invitation, demand and caution or any other notice to a Member shall be provide in writing and delivered by hand or via ordinary mail to his address as recorded in the Membership Registry; at the Member's written request the Charity will alter the Member's address as recorded in the Membership Registry.

#### **Section E: The General Meeting**

6. The General Meeting shall be convened by the Board, which shall provide each Member with at least 45 (forty-five) days prior notice and shall cite the date, hour, place and agenda of the session. The General Meeting shall be convened for the first time within 6 (six) months of registration of the Charity and at least once every 12 months thereafter.
7. A General Meeting whose agenda includes a change in the Charity's aims or its dissolution shall be convened by prior notice of 45 (forty-five) days, and the above such items, or any one of them, shall be the sole items on the agenda.
8. (a) The General Meeting shall not be opened unless at least one-quarter of the Charity's Members are present; if such quorum is present at the opening of the General Meeting, it is entitled to continue its deliberations and pass Resolutions even if the number of Members present decreases.  
 (b) If the above quorum is not present within one hour of the time specified on the invitation, the Meeting shall stand adjourned to the same day in the next week, at the same time and place, without the need for new invitations to be issued, and at that adjourned meeting, the Members present, no matter how many, shall be entitled to deliberate and pass resolutions.
9. The General Meeting shall elect a Chairman for the General Meeting from among the Charity's Members.
10. Resolutions of the General Meeting shall be carried by a majority of those voting unless the law or these Regulations stipulate another majority. If the votes are equal, the Chairman of the General Meeting shall have .....
11. The Chairman shall appoint a Secretary to record Minutes of the Meeting.

**Section F: Board of Directors (hereinafter - "THE BOARD")**

12. (a) The number of Board members elected by the General Meeting shall be at least 7 and no more than 9, elected from among the Charity Members.  
 (b) Pending his consent to do so, one of the Board members will serve as the Charity's Honorary President.
13. The Board shall elect from among its members a Managing Committee of 3 members who shall act in accordance with the authority granted them, from time to time, by the Board, and all the Committee's activities shall be deemed activities of the Board of Directors itself.
14. (a) The Board shall remain in office from the date of its election at the General Meeting and until another General Meeting elects a new Board. A member of the retiring Board may be elected to the new Board.  
 (b) A Board member is entitled to resign his office at any time by written notice to the Board. A member of the Board shall cease to serve if he is declared incapacitated or bankrupt.
15. (a) If an opening occurs in the Board, the remaining Members may appoint another Member of the Charity to serve as Board Member until the next General Meeting. Until such appointment, the other Member or Members may continue to serve as a Board.  
 (b) If a Board Member is unable to perform his duties, the other(s) may appoint an Charity Member to take his place until he resumes his duties.

16. The Board of Directors shall elect one of its members to serve as Chairman of the Management Committee.
17.
  - (a) The Board may arrange its own meeting times, invitation procedures, and the conduct of its meetings.
  - (b) The legal quorum at Board meetings shall be 2/3 of the total number of Board Members at the time of the meeting.
18.
  - (a) Resolutions of the Board shall be passed by a majority of those voting; if the votes are equal, the Chairman of the Board shall have two votes.
  - (b) Members of the Board of Directors may vote by proxy.
19. The Board shall keep minutes of its meetings and resolutions.
20. The Board of Directors may empower two or more of its members as signatories on bank accounts and other documents on behalf of the Charity and to obligate it and to carry out, on its behalf, activities that lie within its purview.
20.
  - (a) The Board may, from time to time or on a permanent basis, invite observers to its meetings (and to meetings of the Management Committee) who are entitled to participate in the deliberations but who may not cast votes.
  - (b) The Director General of the Charity shall be a permanent observer.

#### **Section G: Auditors' Committee**

21. The Auditors' Committee shall be comprised of three Members; however, the General Meeting may appoint an accountant in place of the Auditors' Committee.

#### **Section H: Branches**

22. The Charity may, by Resolution of the General Meeting, establish branches and determine their organization and the procedures of their business.

#### **Section I: Assets After Dissolution**

If the Charity has been dissolved and if, after its debts have been discharged in full, assets still remain, they shall be transferred to "Jewish Women International."