



# ISRAEL FRIENDS OF TECHNION

## STATUTES

Updated version for September 10, 2016

## Statutes of the Israel Friends of Technion

1. Name of the Association: Israel Friends of Technion (henceforth IFT)
2. Address: Haifa, Canada Building, Technion  
Address for correspondence: Technion City, Haifa 32000
3. Aims of the IFT:
  - 3.1. To cultivate mutual relationships between the Israeli economy and Israel's inhabitants on the one hand and the Technion – Israel Institute of Technology, on the other – in order to support and develop the Technion.
  - 3.2. To encourage financial and other support for the Technion by outside elements and to promote the research activities undertaken by it.
  - 3.3. To assist the students of the Technion in the advancement their studies and to promote their welfare.
  - 3.4. To assist the Technion in mobilizing income to finance infrastructures, research and teaching in the fields of engineering, science, architecture, medicine, and any other areas researched and taught at the Technion.
  - 3.5. To assist the Technion in explaining its importance and significance for the economy and the State, its security and strength.
  - 3.6. To strengthen the social and academic status of the Technion as the leading institution in its field and to develop the links between the Technion and donors who are inhabitants of Israel.
  - 3.7. To help in every area necessary for the development, expansion, construction and advancement of the Technion.
  - 3.8. To initiate cultural activities, lectures, study days, publications etc. in connection with the abovementioned subjects.
4. Authority of the IFT:
  - 4.1. To maintain contact with the Technion and its institutions and to comprise the link between it and the citizens of the State.
  - 4.2. To identify and attract the friends and supporters of the Technion in Israel, and as may be required, in order to enhance their activities on behalf of the Technion.
  - 4.3. To place at the disposal of the Technion, for the financing of its activities, directly or by means of various funds, all the income of the IFT after deduction of running expenses – for the attainment of the objectives for which these incomes are dedicated.
  - 4.4. To raise funds in cash or its equivalent from institutions and individuals, whether they are members of the IFT or not.
  - 4.5. To publish and/or distribute publications relating to the Technion – Israel Institute of Technology, and/or technological education and research in Israel.
  - 4.6. To receive membership fees, gifts, allocations for scholarships, prizes and loans; legacies, wills and living legacies, grants and various contributions in whatever form for the benefit of the abovementioned objectives.
  - 4.7. To receive payments from contributors in accordance with the aims of the IFT, in coordination with the institutions of the Technion.

- 4.8. To constitute a legal entity entitled to receive and maintain moveable and immovable property for the purposes of the objectives of the IFT and to register in its name this property in the Land Registry Office.
  - 4.9. To organize tours (in Israel and abroad), lectures, study days and festive events, to produce journals and other publications, to make contact with individuals, groups and scientific, educational and cultural institutions, to establish branches of the IFT in various places in Israel, and in general to undertake all sorts of activities that provide direct or indirect assistance for the realization of the objectives of the IFT.
  - 4.10. To maintain contact with institutions and organizations which encompass engineers in general and graduates of the Technion in particular, and to coordinate their activities on behalf of the Technion and to represent the institutions of the Technion in relation to them.
  - 4.11. To act in accordance with the decisions of the institutions of the IFT in order to realize its objectives.
5. **Income of the IFT:**
- 5.1. The income of the IFT will come from the following sources:
    - 5.1.1. Gifts and allocations from institutions, individuals and other sources in Israel and abroad.
    - 5.1.2. Income from other sources.
  - 5.2. The members of the IFT shall have no share or rights in the assets of the IFT.
    - 5.2.1. The IFT will utilize its income from whatever sources and its assets solely for the advancement of its objectives and the conduct of its activities, bearing in mind its obligations to contributors, and no part of its income and assets or any interest of any kind whatsoever will be paid or transferred to the members of the IFT.
    - 5.2.2. A member of the IFT who ceases to be a member – for any reason whatever – will not be entitled to receive back any contributions he has made or any payments he has paid, if he has so paid, to the IFT.
    - 5.2.3. A member of the IFT shall never be entitled to any portion of the assets of the IFT in the event of the dissolution of the IFT.
6. **Membership of the IFT:**
- 6.1. The IFT will have a membership of no more than 100 men and women, and will include the following groups of members:
    - 6.1.1. Ex Officio members (6):
      - The following office holders as long as they continue to hold office:
      - President of the Technion;
      - Director General of the Technion;
      - Deputy Director General of the Technion;
      - Vice President for Resource Development and External Relations of the Technion;

Head of the Division of Resource Development and External relations of the Technion;  
Chairman of the Technion Alumni Association.

6.1.2. Members appointed by the President of the Technion (no more than 10)  
The President of the Technion is entitled to recommend the appointment of up to 10 members to the IFT. The recommendations of the President must be approved by the General Meeting.

6.1.3. Elected members (no more than 84)  
The General Meeting (IFT Council) is entitled to co-opt members to the IFT and to extend the tenure of members elected by it in such a manner that the members of this group (together with those whose tenure has not yet expired) will be no more than 84.

6.2. Making application to join

A person wishing to be a member of the IFT must make an application to the IFT Council as follows:

“I, (name, address and ID number) wish to become a member of the IFT. I am familiar with the objectives and statutes of the IFT. Should I be accepted as a member of the IFT I undertake to observe the instructions and statutes of the General Meeting- Council of the IFT and its Board.”

6.3. Membership Tenure

The period of membership, which were appointed as stated in par. 6.1.2. and 6.1.3. above is 3 years with the possibility of an extension for a further three years, without any limitation. The General Meeting is authorized to not extend the tenure of a member who has not stated his desire to continue to serve for an additional period, provided that upon the approach of the date of termination of tenure the member has received notification of the pending termination of tenure and he has the right to explain his reasons on this matter in accordance with par. 16 of the Associations Act.

6.4. Perks

Without detracting from what has been stated in par 5.2. above, the IFT may occasionally award various perks to its members, including participation in various events at the Technion, entry to the Technion swimming pool etc.

6.5. Termination of membership:

6.5.1. Membership of the IFT terminates:

6.5.1.1. When a member dies; and in the case of a member who is a corporation, when the corporation is dissolved.

6.5.1.2. When a member retires from the IFT; notice of retiring must be given to the Board 30 days in advance.

6.5.1.3. When a member is expelled from the IFT.

6.5.1.4. When the period of membership expires.

- 6.5.2. The General Meeting (IFT Council) is entitled, at the recommendation of the Board, to decide upon expulsion of a member from the IFT for one of the following reasons:
  - 6.5.2.1. The member has not paid his dues.
  - 6.5.2.2. The member did not maintain the statutes or decision of the IFT Council or its Board.
  - 6.5.2.3. The member acted contrary to the objectives of the IFT.
  - 6.5.2.4. The member was convicted of an offence that because of its nature and severity he is not worthy of serving as a member of the association.
  
- 6.5.3. The Board will not recommend that the General Meeting (IFT Council) expels a member in accordance with the provisions of sub paragraphs 6.5.2.1., 6.5.2.2., 6.5.2.3., 6.5.2.4. above until it has warned the member, provided him with a proper opportunity to plead his case and given him the proper opportunity to make amends.

**7. “Fellows” who are not members of the association:**

- 7.1. In addition to members as stated in par 6 above, the IFT is entitled to co-opt “Fellows” who are not members of the Association and who will not have voting privileges in the institutions of the IFT.
- 7.2. Without detracting from what is stated in par 5.2 above, the “fellows” will be entitled to receive benefits from the Association and will be entitled to participate in the activities of the Association — at the discretion of the Board and its decisions.

**8. Institutions of the Association:**

The Association will have the following institutions:

- 8.1 General meeting (IFT Council)
- 8.2 Board
- 8.3 Control Board
- 8.4 Internal Auditor

**9. General Meeting (IFT Council):**

- 9.1. The supreme authority of the IFT is the general meeting (henceforth, also the “Council”) that will meet at intervals as prescribed in the “Associations Act – 1980”.
- 9.2. All members of the IFT will be invited to participate in meetings of the Council.

9.3. The powers of the Council are as follows:

- 9.3.1. Determining the policy of the IFT, discussing its objectives and work programs.
- 9.3.2. Electing the chairman of the IFT as stated in par 11 below.
- 9.3.3. Adding members to the IFT and extending the tenure of its members as stated in par 6.1.3. above.
- 9.3.4. Electing the members of the Board and the members of the Control Board, and deciding upon the premature termination of their tenure.
- 9.3.5. Appointing an auditor for the association, if required, in accordance with the “Associations Act – 1980” and determining his fee, after the recommendation by the Control Board was presented to the Council.
- 9.3.6. Approving the budget of the IFT, its financial reports and balance sheet.
- 9.3.7. Supervising the activities of the Board.
- 9.3.8. Deciding, in accordance with the recommendation of the Board, to expel a member of the IFT.
- 9.3.9. Drafting the statutes of the IFT and approving amendments from time to time.
- 9.3.10. Deciding to dissolve the IFT and the use of its assets and property, subject to the law and these statutes.

9.4 The Council will be convened by means of a notice sent to all members at least ten days in advance, specifying the day, time, place and agenda of the meeting,

9.5 The legal quorum for holding a meeting of the Council and taking decisions is 25% of the total membership of the IFT.

9.6 Decisions:

- 9.6.1. Voting of the Council will be by a majority of members (abstainers are not counted among the voters) except in matters appertaining to changes in the statutes and the dissolution of the association; the chairperson has the deciding vote if the vote is evenly divided.
- 9.6.2. Votes on matters such as approving the statutes, amendments and changes and a decision to dissolve the association must be reached by a two thirds majority of those present.
- 9.6.3. In special cases, and subject to the decision of the chairman of the Council, decisions may be adopted by a mail vote, so that decisions signed by all members of the association, will be tantamount to a decision of the Council, except for the following matters:
  - 9.6.3.1. Decisions regarding changes in the statutes of the IFT, its name and objectives.
  - 9.6.3.2. Decisions regarding approval of the financial report presented to the Council annually by the administration.
  - 9.6.3.3. Decisions regarding the voluntary dissolution of the IFT.

10. **The Board:**
  - 10.1. The Board is the managing body of the IFT.
  - 10.2. The Board will have a membership of between 15 and 30 members as decided from time to time by the Council
  - 10.3. Composition of the Board will be as follows:
    - 10.3.1. Five members ex officio — the Technion Vice President for External Relations and Resource Development, Director General of the Technion, Deputy Director General of the Technion, Head of Technion's Division of Resource Development and External Relations and the Chairman of the Technion Alumni Association.
    - 10.3.2. 10 – 25 members elected by the IFT Council from among its members, with no less than half of them approved by the President of the Technion.
    - 10.3.3. Shall not serve as member of the Board:
      - 10.3.3.1. Member of the Control Board.
      - 10.3.3.2. Whoever is not a member of the association.
      - 10.3.3.3. Whoever provides services to association for wages not as a Board Member.
      - 10.3.3.4. A minor or whoever was declared incompetent.
      - 10.3.3.5. Whoever was convicted by a final judgment of an offence under Section 290 to 297 and 414 to 438 of the Penal Code, 5737 – 1977, or another offence that in the opinion of the Registrar because of its nature, severity or its circumstances Is not worthy of serving as a Board Member or the Control Board.
      - 10.3.3.6. An incorporation, however, a representative of an incorporation that is a member of the Association can serve as a Board member even if the representative himself is not a Association member.
  - 10.4. The period of tenure of the members of the Board will be 3 years unless the Council determines a shorter period.
  - 10.5. The tenure of service of members of the Board, who have been elected as above, may be extended for a additional periods of no more than 3 years, without limitation.
  - 10.6. Completing the composition of the Board :
    - 10.6.1. If the position of a member of the Board becomes vacant, the remaining members of the Board are permitted to select another member of the IFT to serve as a member of the Board until the next meeting of the Council. Until this appointment is made the remaining members are entitled to function as normal.

10.6.2. In the event that a member of the Board is unable to fulfill his functions, the others are entitled to appoint another member of the Board to replace him until such time as he is able to resume his functions.

10.7. Expiration of incumbency:

Membership of the Board will expire in each of the following events:

10.7.1. Expiration of membership in the IFT.

10.7.2. Completion of term of office.

10.7.3. By written notice of resignation of the member of the Board to the chairperson of the Board and the chairperson of the Council.

10.7.4. By decision of the Council on the termination of service of a member, of the majority of members present at a meeting convened legally, on whose agenda the matter of termination of membership has been duly noted, while proper notice has been served to this member and he has been afforded the opportunity to respond prior to the decision being made. The Council will elect another member in his stead as stated in par 10.3 above.

10.7.5. If convicted of an offence that because of its nature or circumstances he is not worthy of serving as a member of the Board.

10.7.6. A member of the Board who has not participated in four consecutive meetings, will be considered as having submitted his resignation, unless the Council decides otherwise.

10.8. The Board will meet as needed provided it convenes no less than twice annually and its powers will be as follows:

10.8.1. To approve the program of activities of the IFT according to the instructions of the Council.

10.8.2. To approve the budget of the IFT, in advance, at the beginning of the financial year.

10.8.3. To approve the election of the Director General of the IFT according to par 12 below.

10.8.4. To decide upon the members who have rights of signature in the name of the IFT as stated in par. 15 below.

10.8.5. To supervise all activities of the IFT.

10.8.6. To appoint an internal auditor, to determine his powers and to approve his work-plan as stated in clause 17 below

10.8.7. To implement and/or decide on all matters relating to the IFT that are not within the sole authority of the Council including matters that have been transferred by the Council for the attention of the Director General.

10.8.8. To recommend the dissolution of the IFT as stated in par. 16 below.

10.9 Meetings of the Board:

10.9.1. The Board is entitled to decide upon the dates of its meetings, how invitations will be issued and the manner of conduct of the meetings.

10.9.2. The agenda of meetings of the Board will be set by the chairperson of the Board. In addition, the agenda will include any matter that the Board will decide to discuss by a simple majority of its members.

10.10. Legal quorum:

Decisions of the Board will apply provided they have been adopted by a meeting of the Board at which no less than 50% of its members are present.

10.11. Decision of the Board:

10.11.1. Decisions of the Board will be by majority of those voting.

10.11.2. The chairman of the Board has the deciding vote in case of a tie.

10.11.3. In special cases the chairman can decide on a vote by mail and/or by fax and/or by e-mail and/or by any other method determined by the Board.

11. **Chairman of the IFT, the Council and the Board**

11.1. The chairman of the Council is the chairman of the IFT and the Board (henceforth: “the chairman”).

11.2. The chairman will be elected by the Council from among its members, with the approval of the president of the Technion. His period of tenure will be three years, unless the Council decides otherwise, and it may be extended for additional three year periods with no limitation.

11.3. In the absence of the chairman at a meeting of the Council or the Board, the Council or the Board will elect a chairman from among its members for that meeting.

12. **Director General of the IFT:**

12.1. The Director General of the IFT will be selected by the Board on the recommendation of the chairman of the IFT and the president of the Technion.

12.2. The Director General of the IFT will be responsible for the conduct of the business of the IFT and for safeguarding its interests in accordance with the instructions of the Board, will be authorized to engage employees and delegate authority to them – all in accordance with the instructions of the Board or with its approval. The Director General will also be authorized to execute any matter on the instruction of the Board or the Council.

13. **Committees:**

The following committees will operate in the Association:

13.1. Control Board.

13.2. Ad hoc committees as decided upon by the Board from time to time.

Every committee established by the IFT will decide upon its procedures and discussions, all subject to the decisions of the Board.

14. **Control Board:**

14.1. Membership and composition:

14.1.1. The Control Board will be elected by the Council for a period of three (3) years, with the possibility of extending its tenure for further periods. The number of members of the Control Board will be decided upon by the Council and will be no less than two.

14.1.2. Shall not serve as member of the Control Board:

14.1.2.1. A member of the Board.

14.1.2.2. Whoever that is not a member of the Association.

14.1.2.3. Whoever provides services for wages to the Association not a member of the Control Board.

14.1.2.4. A minor or whoever was declared incompetent

14.1.2.5. Whoever was convicted by a final judgment of an offence under Section 290 to 297 and 414 to 438 of the Penal Code, 5737 – 1977, or another offence that in the opinion of the Registrar because of its nature, severity or its circumstances is not worthy of serving as a Board Member or the Control Board.

14.1.2.6. Incorporation, however, a representative of an incorporation that is a member of the Association can serve as a Control Board member even if the representative himself is not an association's member.

14.2. Authority:

The authority of the Control Board will be subject to law and will include:

14.2.1. Monitoring the propriety of the activities of the association and its institutions, including the pertinence of the association's activities to its objectives.

14.2.2. Ensuring that the association attains its objectives efficiently and economically.

14.2.3. Monitoring the implementation of decisions of the general meeting and the Board;

14.2.4. Recognize deficiencies in the management of the Association, among others by consulting with the Internal Auditor or the Association's C.P.A. and propose to the Board ways for its correction; If the Control Board has found a material deficiency, it shall act in accordance with the provisions of Section 30(4) of the Associations Law;

- 14.2.5. Monitoring the financial matters of the association, its accounts and the salaries paid by it, as well as the allocation of the association's fund for the fulfillment of its objectives.
- 14.2.6. Examining any other matter connected with the activities of the association.
- 14.2.7. Presenting to the Board and the general meeting its conclusions in the light of the examinations as stated in this paragraph.
- 14.2.8. Perform any task imposed on it by the Council and/or the Board and/or the chairpersons of those organs.
- 14.2.9. Execute any other duty in its powers in accordance with the Associations Law 5740 – 1980 as it may be from time to time.

14.3. Application of directives:

Directives of par. 10.6 and 10.7 above will apply, with the necessary changes, to the Control Board too.

14.4. Meeting of the Control Board:

14.4.1. The Control Board is entitled to make its own arrangements for times of meetings, who shall be invited to attend and how they shall be conducted subject to the provisions of the Associations Law, 5740 – 1980.

14.4.2. The Control Board shall keep minutes of its meetings and its decisions.

14.5. Members of the Control Board shall be invited to attend meetings of the Board – as observers and without the right to vote.

**15. Authorized representatives**

15.1. The authorized representatives and those with the right to sign on behalf of the IFT will be decided upon by the Board from among the members of the IFT and/or those with official positions.

15.2. There must be no less than two persons with the right to sign.

15.3. The authorized representatives will be entitled to sign on behalf of the IFT on documents, commitments and payment instructions, and to execute activities within their sphere of authority.

15.4. The signature of two of the authorized representatives-wrong translation accompanied by the stamp of the IFT will commit the IFT in all matters

**16. Dissolution of the IFT:**

16.1. A decision to dissolve the IFT may be taken only by the Council, by a special vote with a 2/3 majority of the members of the Council participating in the meeting, on the recommendation of the Board.

16.2. If the association is dissolved and after all its debts have been paid in full, if there are any assets left, these assets will be transferred to the Technion – Israel Institute of Technology.

16.3. No member of the IFT is entitled to any share of the assets of the IFT in the event of its dissolution.

**17. Internal Auditor**

17.1. The Board, with the consent of the Control Board, shall appoint an Internal Auditor for the Association.

17.2. The duties, powers and work-plan of the Internal Auditor will be determined by the Board after receiving the recommendations of the Control Board and subject to the provisions of the Associations Law, 5740 – 1980.

**18. General instructions**

18.1. Any matter covered by the Regulations, in the First Addition of the Associations Law, 5740 – 1980, and is not covered by the herein regulations, will be subject to the provisions of the Regulations.

18.2. Any matter not covered by these regulations or in the regulations of the Associations Law – 5740 – 1980, will be dealt with in accordance with the law.

Prof. Boaz Golany:

Hagai Shalom:

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