

COMPANY LIMITED BY GUARANTEE
and not having a Share Capital.



SPECIAL RESOLUTION

- of -

J. N. F. CHARITABLE TRUST ✓

Passed the 29th day of December, 1960.

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at 65 Southampton Row, London, W.C.1. on Thursday the 29th day of December, 1960, the following Resolution was duly passed as a Special Resolution :-

SPECIAL RESOLUTION

THAT the provisions of clause 3 of the Memorandum of Association of the Company with respect to its objects be altered in manner following :

1. By substituting for paragraphs (a) to (d) (both inclusive) of the said clause 3 the following new matter :

"(1) The relief of poverty in the territory of the Republic of Israel (hereinafter called "the prescribed region") and such other purposes in the prescribed region as are charitable according to the law of England, especially such purposes as aforesaid, as, in the opinion of the Association, are directly or indirectly beneficial to persons who, in the opinion of the Association, are of Jewish religion, race or origin."

(11) For the purposes only of the objects aforesaid or any of them and as ancillary thereto :

(a) To solicit and procure by means of appeals, public meetings, bazaars, entertainments, functions or other means, and to accept and receive, legacies, bequests, donations, subscriptions and funds, and to apply the capital as well as the income thereof

(b) To compile, edit, print and publish any books, periodicals or other publications.

(c) To establish and maintain or contribute to the establishment or maintenance of schools or other educational institutions in the prescribed region.

REGISTERED
16 FEB 1961

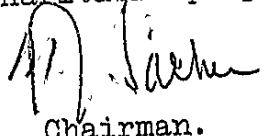
COMPANIES REGISTRATION OFFICE
16 FEB 1961

Filed by:-
Arthur Benjamin Jones,
1, Old Buildings,
Lincoln Inn,
London, W.C.2.
Solicitors.

(d) To make provision or assist in making provision, for professorships, readerships, scholarships, exhibitions, bursaries, prizes, salaries and grants for persons engaged in education, research or study in the prescribed region.

2. By deleting from paragraph (e) of the said Clause 3 all the words after "authority" where such word last occurs.
3. By inserting immediately after the word "Association" where it first occurs in paragraph (g) of the said Clause 3 the words "set forth in paragraph (1) of this clause".
4. By deleting from paragraph (j) of the said Clause 3 all the words from "Subject" down to the word "Association", where it first occurs (both inclusive); by deleting from the said paragraph (j) all the words from the word "which" to the word "objects" (both inclusive); and by deleting from the said paragraph (j) all the words after the word "erections".
5. By deleting from paragraph (k) of the said Clause 3 all the words after the word "expedient".
6. By deleting from paragraph (l) of the said Clause 3 all the words after "Association" where it first occurs in such paragraph.
7. By deleting from paragraph (m) of the said Clause 3 the words "for the purpose of the Association".
8. By deleting the word "charitable" where it first occurs, from paragraph (o) of the said Clause 3; by deleting the word "or" in the second place in which it occurs in such paragraph; by inserting immediately after the word "funds" in the said paragraph (o) the words "established for charitable purposes only"; and by deleting from such paragraph the words "in any way connected with the purposes of the Association or calculated to further its objects".
9. By inserting immediately after the word "into" in paragraph (p) of the said Clause 3 the words "and carry out"; and by deleting from the said paragraph (p) all the words after the word "individuals".
10. By deleting from the said Clause 3 the whole of paragraph (r) thereof and the whole of the first proviso following immediately after the said paragraph (r) (down to inclusive of the words "said primary object") and by substituting therefor the following new first proviso:

"Provided always that nothing in this clause contained shall authorise the Association to do anything which may not lawfully be done by a company established for charitable purposes only".


Chairman.

Memorandum of Association
as altered by Special Resolution
passed on the 29th December 1960

Arthur Benjamin Chow
Solicitor to the Association
THE COMPANIES ACT, 1929.
THE COMPANIES ACT, 1948.

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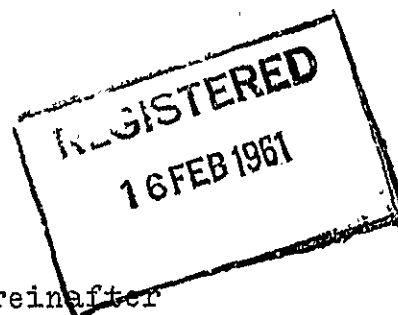


COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL.

MEMORANDUM of ASSOCIATION

- of -

J. N. F. CHARITABLE TRUST.



1. The name of the Company (hereinafter called "the Association") is "J. N. F. CHARITABLE TRUST".

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are -

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1. The relief of poverty in the territory of the Republic of Israel (hereinafter called "the prescribed region") and such other purposes in the prescribed region as are charitable according to the law of England, especially such purposes as aforesaid, as, in the opinion of the Association, are directly or indirectly beneficial to persons who, in the opinion of the Association, are of Jewish religion, race, or origin.
2. For the purposes only of the objects aforesaid or any of them and as ancillary thereto:
 - (a) To solicit and procure by means of appeals, public meetings, bazaars, entertainments, functions or other means, and to accept and receive legacies, bequests, donations, subscriptions and funds and to apply the capital as well as the income thereof.
 - (b) To compile, edit, print and publish any books, periodicals or other publications.
 - (c) To establish and maintain or contribute to the establishment or maintenance of schools or other educational institutions in the prescribed region.
 - (d) To make provision, or assist in making provision, for professorships, readerships, scholarships, exhibitions, bursaries, prizes, salaries and grants for persons engaged in education, research or study in the prescribed region.
 - (e) To acquire from any government or other authority any concessions, grants, ordinances, decrees, rights, powers or privileges in the prescribed region or any part thereof, and to enter into and carry out any arrangements with any government or any municipal, local or other authority.
 - (f) To promote, apply for and obtain any charter or licence which may appear desirable for the purpose of re-incorporating the Members of the Association or regulating or amending the constitution for the time being of the Association.

- (g) To amalgamate or co-operate with or acquire the undertakings of any companies, institutions, societies or associations formed for all or any of the objects of the Association set forth in paragraph (i) of this clause and prohibiting the distribution of their income and property among their Members to an extent at least as great as is imposed upon the Association by Clause 4 of its Memorandum and, for the purposes of any such amalgamation or co-operation as aforesaid, to make grants to or to purchase or otherwise acquire and undertake all or any part of the assets, property and liabilities of any such companies, institutions, societies or associations as aforesaid. /
- (h) To make suitable arrangements for carrying on the work of the Association and for this purpose to engage and provide, in whole or in part, for the salaries or maintenance of officers, servants and employees. /
- (i) To provide superannuation and disablement benefits for the officers, servants and employees of the Association or otherwise assist such officers, servants and employees, their widows and children. /
- (j) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain, alter, pull down and rebuild any buildings or erections. /
- (k) Subject to the provisions of this Memorandum, to sell, exchange, let, mortgage, charge, dispose of, manage or otherwise deal with or turn to account all or any of the property or assets of the Association as may be thought expedient. /
- (l) To undertake and execute any trusts which may lawfully be undertaken by the Association.
- (m) To borrow or raise money on such terms, and on such security, as may be thought fit. /
- (n) To invest the moneys of the Association not immediately required for its purposes

in or upon such investments, securities or property as may be thought fit but so that moneys subject, or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Board of Education shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

- (o) To establish and support or aid in the establishment and support of any associations, institutions, trusts or funds established for charitable purposes only and to subscribe or guarantee money for charitable purposes.
- (p) To enter into and carry out agreements or arrangements with associations, organisations, institutions or individuals.
- (q) To do all or any of the above things either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

Provided always that nothing in this clause contained shall authorise the Association to do anything which may not lawfully be done by a Company established for charitable purposes only

And provided that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

And provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration

of such property in the same manner and to the same extent as they would, as such Managers or Trustees, have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any Member to the Association, nor prevent the gratuitous distribution among, or sale at a discount to, subscribers to the funds of the Association of any books or other publications, whether published by the Association or otherwise, relating to all or any of its objects as above set forth; but so that no Member of the Board of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Member of such Board or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a Member of the Board of Management or Governing Body may be a Member, or any other company in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration, or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 18 of the Companies Act, 1929.

7. The liability of the Members is limited.

8. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding Thirty Shillings.

9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all of its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

SAMSON WRIGHT,
33, Gresham Gardens, N.W.11.
M.D. Professor of Physiology.

SELIG BRODETSKY,
3, Grosvenor Rd., Leeds, 6.
Professor of Applied Mathematics.

AMELIA CATHERINE FITZGERALD,
16, Mansfield Street, W.1.
Landowner.

DAVID FOX,
16, Oakwood Park, Leeds, 8.
Manufacturer.

ALBERT VAN DEN BERGH,
Alderbrook Pk., Cranleigh Surrey.
Director.

HARRY BERNARD SACKER,
92, Brondesbury Road, London, N.W.6.
Solicitor.

LEOPOLD SCHEN,
2a, Blenheim Gardens, London, N.W.2.
Representative.

AARON WRIGHT,
6, Gresham Gdns., N.W.11.
Gentleman.

DATED this 10th day of July, 1939.

WITNESS to the signature }
of the above-named }
Samson Wright }

LIEBE LEVENE,
93, Evelyn Court,
Hackney, E.8.
Shorthand Typist.

WITNESS to the signature }
of the above-named Selig }
Brodetsky }

WALTER GEORGE ETTINGHAUSEN
149e, Banbury Rd.,
Oxford,
University
Lecturer.

WITNESS to the signature }
of the above-named Lady }
FitzGerald

JANE EVANS,
16, Mansfield St.,
Housekeeper.

WITNESS to the signature }
of the above-named David }
Fox

ARTHUR SAUL SUPER,
16, Oak Road, Leeds, 7.
Minister of Religion.

WITNESS to the signature }
of the above-named }
Albert Van den Bergh }

DOROTHY CANSDALE,
124a. St. Johns Wood High
St., N.W.8.
Secretary.

WITNESS to the signature }
of the above-named Harry }
Bernard Sacker

BERNARD NASH,
23, College Hill, London,
E.C.4.
Solicitor's Clerk.

WITNESS to the signature }
of the above-named }
Leopold Schen }

SOPHIE AVNER,
73, Carlton Avenue East,
Wembley Park,
Secretary.

WITNESS to the signature }
of the above-named Aaron }
Wright

ANITA ENGLE,
33, Dorset Sq., N.W.1.
Secretary.