

# Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of company

\* insert full  
name of Company

THE TRUSTEES OF THE INSTITUTE OF JEWISH STUDIES

I, Philip Louis Morgenstern

of 12 Goodyers Gardens, London NW4 2HD

† delete as  
appropriate

do solemnly and sincerely declare that I am a ~~(Solicitor engaged in the formation of the company)†~~  
(person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2))† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,  
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at 25 BRINGHILL STREET

Declarant to sign below

2

day of AUGUST

1990

Witnessed by H.H. HODGKINSON, R.W. PITCHER.

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Presenter's name address and  
reference (if any):

Nicholson Graham & Jones  
25-31 Moorgate  
London EC2R 6AR  
Ref: PLM

For official Use

New Companies Section

Post room

**G**

COMPANIES FORM No. 30(5)(a)

**Declaration on application for the  
registration of a company exempt  
from the requirement to use  
the word "limited" or its Welsh  
equivalent**

**30(5)(a)**

Please do not  
write in  
this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

**Note**

This declaration  
should accompany  
the application for  
the registration of  
the company

\* insert full name  
of company

† delete as  
appropriate

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

[ ] [ ] [ ] [ ]

[ ]

Name of company

THE TRUSTEES OF THE INSTITUTE OF JEWISH STUDIES

I, PHILIP Louis Morgenstern

of 12 Goodviers Gardens, London NW4 2HD

a ~~Solicitor engaged in the formation of the above named company~~ person named as director or  
secretary of the above company in the statement delivered under section 10 of the above Act† do  
solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the  
above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the  
Statutory Declarations Act 1835.

Declared at 35 Basinghall Street

Declarant to sign below

LONDON, E.C.2

*P. Morgenstern*

the 26th day of March

One thousand nine hundred and ninety one

before me Michael Madden (Michael Madden, Solicitor)

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

Presenter's name address and  
reference (if any):

For official Use  
New Companies Section

**NO**  
26 MAR 1991

COMPANIES  
HOUSE

Post room

COMPANIES HOUSE

22 MAR 1991

M

61

**G**

COMPANIES FORM No. 10

**Statement of first directors  
and secretary and intended  
situation of registered office****10**Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf - Note 8)

For official use

2598783 / N

Name of company

\* THE TRUSTEES OF THE INSTITUTE OF JEWISH STUDIES

\* insert full name  
of company

The intended situation of the registered office of the company on incorporation is as stated below

Lynton House	
7-12 Tavistock Square	
LONDON	
Postcode	WC1H 9LT

If the memorandum is delivered by an agent for the subscribers of the  
memorandum please mark 'X' in the box opposite and insert  
the agent's name and address below☐

Postcode	

Number of continuation sheets attached (see note 1)

2

Presenter's name address and  
reference (if any):  
Nicholson Graham & Jones  
19/21 Moorgate,  
LONDON, EC2R 6AU.  
(Ref.\* PLM)

For official Use  
General Section**NC**  
26 MAR 1991  
COMPANIES  
HOUSE

Post room

COMPANIES HOUSE	
22 MAR 1991	
M	01

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) <b>MANFRED ALTMAN</b>			Business occupation <b>RETIRED COMPANY DIRECTOR</b>	
Previous name(s) (note 3)			Nationality <b>BRITISH</b>	
Address (note 4) <b>11 Montagu Court</b>			Date of birth (where applicable) (note 6)	
<b>Montagu Square</b>				
<b>LONDON</b>		Postcode	<b>W1H 1RE</b>	
Other directorships † <b>LENNARD &amp; TRALEY LTD</b>				
<b>BERCAIN LTD</b>				
<b>ALEXANDER STUART LTD</b>				
<b>ASTRACY LTD</b>				
I consent to act as director of the company named on page 1				
Signature <i>Manfred Altman</i>			Date <b>15.10.90</b>	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) <b>DAVID JOHN LEWIS</b>			Business occupation <b>CHARTERED SURVEYOR</b>	
Previous name(s) (note 3)			Nationality <b>BRITISH</b>	
Address (note 4) <b>70 Gloucester Place</b>			Date of birth (where applicable) (note 6)	
<b>LONDON</b>				
		Postcode	<b>W1H 4DQ</b>	
Other directorships † <b>AS PER ATTACHED LIST</b>				
I consent to act as director of the company named on page 1				
Signature <i>David John Lewis</i>			Date <b>15.10.90</b>	

Name (note 3) <b>HENRY JAMES LEWIS</b>			Business occupation <b>COMPANY DIRECTOR</b>	
Previous name(s) (note 3)			Nationality <b>BRITISH</b>	
Address (note 4) <b>No 1 Eton Avenue</b>			Date of birth (where applicable) (note 6)	
<b>LONDON</b>				
		Postcode	<b>NW3 3HL</b>	
Other directorships † <b>DRYAN GROUP PLC, PORTER CARPETS PLC</b>				
<b>MUNZER STEEL PLC, DUNN GILL LTD,</b>				
<b>WILLIS TOWERS WATSON LTD</b>				
I consent to act as director of the company named on page 1				
Signature <i>Henry James Lewis</i>			Date <b>27-10-90</b>	

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		JACK CAPLAN	
Previous name(s) (note 3)			
Address (notes 4 & 7)		76 Gloucester Place	
		LONDON	
		Postcode	W1H 4DQ
I consent to act as secretary of the company named on page 1			
Signature (see)		Date 15.10.90	

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	
Date	

delete if the form is  
signed by two  
subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is  
signed by an agent on  
behalf of the  
subscribers

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed	Harold Abramson	Date	15.12.90
Signed	A. Green	Date	15.10.90
Signed	W. Green	Date	27.10.90
Signed	B. Green	Date	12.11.90
Signed	C. Green	Date	7.11.90
Signed		Date	

Please do not  
write in  
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COMPANIES FORM No. 10 (cont.)

**Statement of first directors and  
secretary and intended situation  
of registered office (continuation)**

Please complete  
legibly, preferably  
in black type, or  
bold black lettering

Continuation sheet No 2  
to Form No. 10

Company number

Name of company


\* Insert full name  
of company

\* THE TRUSTEES OF THE INSTITUTE OF JEWISH STUDIES

Particulars of other directors (continued)

Name (note 3)	ELLIOT ELIAS PHILIPP		Business Occupation Gynaecologist
Previous name(s) (note 3)			
Address (note 4)	78 Nottingham Terrace		Nationality British
	York Gate		
	LONDON	Postcode NW1 4QE.	Date of birth (where applicable) (note 6)

I consent to act as director of the company named above

Signature		Date	7.11.91
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Particulars of other directorships

None

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write in  
this margin

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and  
secretary and intended situation  
of registered office (continuation)**

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Continuation sheet No 1  
to Form No. 10

Company number

Name of company

\* Insert full name  
of company

* THE TRUSTEES OF THE INSTITUTE OF JEWISH STUDIES
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Particulars of other directors (continued)

Name (note 3) PHILIP LOUIS MORGENSTERN		Business Occupation Solicitor
Previous name(s) (note 3)		
Address (note 4) 12 Goodyers Gardens		Nationality British
LONDON		
Postcode NW4 2HD		Date of birth (where applicable) (note 6)

I consent to act as director of the company named above

Signature

*PH MORGENSTERN*

Date 12 MAY 90

Particulars of other directorships

Kalran Investments Limited.

DIRECTORSHIPS OF  
DAVID JOHN LEWIS

Thesaurus Group Limited  
Crestmark Limited  
The Guidehouse Group Plc  
Harris City Technology College  
Avonlent Ltd  
David Lewis & Partners Ltd  
Molyneux Estates Plc  
Molyneux Securities (Cambridge) Limited  
Molyneux Management Services Limited  
Calmband Limited (Resigned 17.8.89)  
Omnigrange Limited (Resigned 29.8.89)  
The David Lewis Charitable Foundation Limited  
The British Friends of the Jaffa Institute  
Overgate Centre Ltd

COMPANIES RESIGNED 15TH JUNE 1989

Marylebone Property Corporation PLC (Property Investment)  
Cosmin Limited  
Edenract Limited (Property Investment)  
Elless Investments Limited (Property Investment)  
Epworth House Investments Limited (Property Investment)  
Eurogate Securities Limited (Investment)  
Lanraw Limited (Investment)  
Ledale Estates Limited (Property Investment)  
Ledale Investments Limited (Property Investment)  
Ledale Property Holdings Limited (Property Investment)  
Lend Lease Property Corporation Limited (Investment)  
Molyneux Securities Limited (Property Investment)  
Marylebone Property Company PLC (Property Investment)  
Molyneux Securities (Metropolitan) Limited (Property Investment)  
Molyneux Securities (Western) Limited (Property Investment)  
Nailsea Town Centre Limited (Property Investment)  
Norston Limited (Property Investment)  
Office Shop & Industrial Investments Limited (Property Investment)  
Oldbrook Securities Limited (Property Investment)  
Marylebone Property Investments Limited (Investment).  
Hallspire Limited (Property Investment)

COMPANIES RESIGNED 30TH OCTOBER 1987

Brinelynn Limited  
Dallad Properties Limited  
Drancourt Properties Limited  
Edward Adler Property Investments Limited  
Envalynn Limited  
Eurogate Finance Limited  
Hampton Health Care Plc  
Hampton Retirement Homes Plc  
Hampton Trust Plc  
HT Oil and Gas Limited  
Masonplan Limited  
Masonplan Securities Limited  
Oldbrook Estates Limited  
Pilonlynn Limited  
Tarravale Limited  
Tarravale Eastern Limited  
Totplan Properties Limited  
Tarravale Inglewood Limited (in voluntary liquidation)  
Compton Avenue Residents Association Ltd - Resigned February 1988.



2398783



COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION  
OF  
THE TRUSTEES OF THE INSTITUTE OF JEWISH STUDIES

---

1. NAME

The Company's name is "THE TRUSTEES OF THE INSTITUTE OF JEWISH STUDIES".

2. REGISTERED OFFICE

The registered office of the Company will be situated in England and Wales.

3. OBJECTS AND POWERS

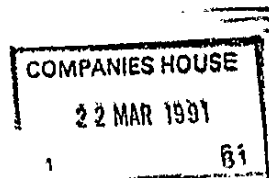
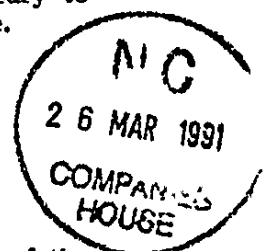
The Company is established to act as trustee of the Charity known as the Institute of Jewish Studies ("the Institute") registered with the Charity Commissioners for England and Wales under the registration Number 213114. In furtherance of such objects, but not further or otherwise, the Company shall have power to do all such lawful acts and things as are necessary to enable it to undertake and discharge the Trusteeship of the Institute.

4. LIMITED LIABILITY

The liability of the members is limited.

5. CONTRIBUTION TO ASSETS OF THE COMPANY

Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment



NW £50  
019679

of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

6. SURPLUS ASSETS

If on the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some charitable institution or institutions.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

---

Names and Addresses of Subscribers

---

MANFRED ALTMAN  
11 Montagu Court  
Montagu Square  
LONDON, W1H 1RE.

Manfred Altman

Witness:

leicester

Name: CHANDULAL PATEL

Address: 76 GLOUCESTER PLACE  
LONDON W1H 4DQ.

Date: 24-10-1990.

DAVID JOHN LEWIS  
76 Gloucester Place  
LONDON, W1.

David John Lewis

Witness:

leicester

Name: CHANDULAL PATEL

Address: 76 GLOUCESTER PLACE  
LONDON W1H 4DQ.

Date: 24-10-1990.

HENRY NATHAN LEWIS  
No 1 Eton Avenue  
LONDON, NW3 3HL.

Henry Nathan Lewis

Witness:

E. Child

Name:

CH. E. BILDER

Address:

71, 1st Floor, 8 Brown's

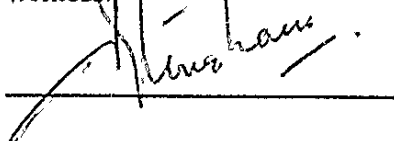
Date:

28 Eton Ave NW3 3HL

5/11/90

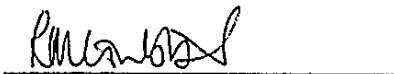
PHILIP LOUIS MORGENSTERN  
12 Goodyers Gardens  
LONDON, NW4 2HD.

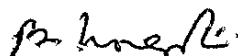
Witness:

  
\_\_\_\_\_

ELLIOT ELIAS PHILIPP  
78 Nottingham Terrace  
York Gate  
LONDON, NW1 4QE.

Witness:

  
\_\_\_\_\_

  
\_\_\_\_\_

Name:

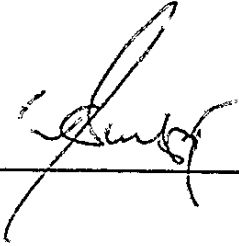
Mrs. JFT. STONEHAM.

Address:

25-31 MOORGATE.  
LONDON EC2R 6AR.

Date:

12 November 1990.

  
\_\_\_\_\_

Name:

MRS RACHEL GUBBINS

Address:

35 FERNHURST ROAD  
LONDON, SW6 7JN

Date:

7.11.90

COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE TRUSTEES OF THE INSTITUTE OF JEWISH STUDIES

1. DEFINITIONS AND INTERPRETATION

In these articles :-

1.1 "the Act" means the Companies Acts 1985 as modified by the Companies Act 1989;

1.2 "Governor" means a member for the time being of the Governing Body of the Company;

1.3 "Governing Body" means the Governing Body of the Company or the Governors present at a duly convened meeting of the Governing Body at which a quorum is present;

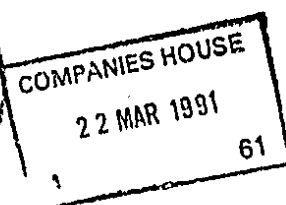
1.4 "the seal" means the common seal of the Company;

1.5 "Secretary" means any person appointed to perform the duties of the secretary of the Company;

1.6 "the United Kingdom" means Great Britain and Northern Ireland;

1.7 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

1.8 Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these articles become binding on the Company.



2. OBJECTS

The Company is established for the objects expressed in the memorandum of association.

3. MEMBERS

3.1 The subscribers to the memorandum of association and such other persons who consent to become members of the Company as the Company shall admit to membership shall be members of the Company;

3.2 An application for membership may be approved or rejected by the Governing Body;

3.3 A person may be admitted to membership whatever may be his age;

3.4 The Governing Body shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made;

3.5 Unless the Governing Body or the Company in general meeting shall make other provision pursuant to the powers contained in article 22, the Governing Body may in its absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than 3;

3.6 Without prejudice to Articles 3.4 and 3.5 a person's membership of the Company shall also cease if he shall cease to be a Governor.

4. GENERAL MEETINGS

4.1 The Company shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Governing Body shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings;

4.2 The Governing Body may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Governing Body to form a quorum, any Governor or any 2 members of the Company may

convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governing Body.

5. NOTICE OF GENERAL MEETINGS

5.1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing. Other meetings shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner mentioned below or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed :-

5.1.1 in the case of the Annual General Meeting, by all the members entitled to attend and vote; and

5.1.2 in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the members.

5.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Governing Body and auditors, the election of Governors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors;

6.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; a majority in number of the members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Governing Body may determine;

6.3 The Chairman, if any, of the Governing Body shall chair every general meeting of the Company, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Governors present shall elect one of the number to chair the meeting;

6.4 If at any meeting no Governor is willing to act as chairman or if no Governor is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting;

6.5 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting;

6.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded :-

6.6.1 by the chairman; or

6.6.2 by any member present;

6.7 Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution;

6.8 The demand for a poll may be withdrawn;

6.9 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote;

6.10 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded;

6.11 Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to



attend and vote at general meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of 2 or more documents in like form each signed by one or more members.

7. VOTES OF MEMBERS

7.1 Every member shall have one vote;

7.2 No member shall be entitled to vote at any general meeting unless all money presently payable by him to the Company has been paid.

8. ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

Any organisation which is a member of the Company may by resolution of its committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.

9. THE GOVERNING BODY

9.1 The maximum and minimum number of Governors shall be determined by the Company in general meeting, but unless and until so fixed there shall be no maximum number and the minimum number of Governors shall be 3.

9.2 Each member of the Company shall upon his becoming a member of the Company ipso facto and automatically become and be a Governor.

9.3 Each Governor shall hold office until he shall cease to hold office by virtue of Article 12.1.

9.4 The Governors shall be paid all reasonable expenses properly incurred by them in attending and returning from Governing Body meetings or general meetings of the Company or in connection with the business of the Company.

10. BORROWING POWERS

The Governing Body may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

11. POWERS AND DUTIES OF THE GOVERNING BODY

11.1 The business of the Company shall be managed by the Governing Body who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting. Any such requirement may be imposed either by the Act or by these articles or by any regulation made by the Company in general meeting; but no such regulation shall invalidate any prior act of the Governing Body which would have been valid if that regulation had not been made;

11.2 All cheques and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, indorsed or otherwise executed by at least two members of the Governing Body.

11.3 The Governing Body shall cause minutes to be made :-

11.3.1 of all appointments of officers made by the Governing Body;

11.3.2 of the names of the Governors present at each Governing Body meeting;

11.3.3 of all resolutions and proceedings at all meetings of the Company, and of the Governing Body.

12. DISQUALIFICATION OF GOVERNORS

12.1 The office of Governor shall be vacated if the Governor :-

12.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

12.1.2 ceases to be a Governor by virtue of any provision of the Act or becomes prohibited by law from being a Governor; or

12.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

12.1.4 resigns his office by written notice to the Company; or

12.1.5 dies; or

12.1.6 ceases to be a member of the Company; or

12.1.7 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act.

12.2 A Governor shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted.

### 13. GOVERNORS

13.1 The first Governors shall be Dr Manfred Altman, David John Lewis, Henry Nathan Lewis, Philip Louis Morgenstern and Elliot Elias Philipp.

13.2 The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Governor before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such Governor.

13.3 No Governor shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age;

13.4 No person may be a Governor unless he is a member of the Company;

13.5 The Governors shall not be required to retire by rotation.

### 14. PROCEEDINGS OF THE GOVERNING BODY

14.1 The Governing Body may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Governor may, and the Secretary on the request of a Governor shall, at any time summon a meeting of the Governing Body. It shall not be necessary to give notice of a meeting of the Governing Body to any Governor for the time being absent from the United Kingdom;

14.2 The quorum necessary for the transaction of the business of the Governing Body may be fixed by the Governing Body and, unless so fixed, shall be one-third of the number of the Governing Body, subject to a minimum of 3;

14.3 The Governing Body may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of Governors, the Governing Body may act for the purpose of increasing the number of members and Governors to that number, or of summoning a general meeting of the Company, but for no other purpose;

14.4 The Governing Body may elect a chairman of its meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the Governors present may choose one of their number to chair the meeting;

14.5 The Governing Body may delegate any of its powers to committees consisting of such persons as it thinks fit; any committee so formed shall conform to any regulations that may be imposed on it by the Governing Body and shall report all acts and proceedings to the Governing Body as soon as is reasonably practicable;

14.6 A committee may elect a chairman of its meetings; if no such chairman is elected, or, if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;

14.7 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote;

14.8 All acts done by any meeting of the Governing Body or of a committee, or by any person acting as a Governor, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Governor or person acting as a Governor, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Governor;

14.9 A resolution in writing, signed by all the Governors entitled to receive notice of a meeting of the Governing Body, shall be as valid and effectual as if it had been passed at a meeting of the Governing Body duly convened and held, and may consist of several documents in like form each signed by one or more Governors.

## 15. PRESIDENT AND PATRONS

15.1 The Governing Body may from time to time appoint any person whether a Governor or not to be a President or Vice-President or Patron of the Company either for life or for a fixed term or without specifying the period for which he is to hold that appointment and (except in the case of an appointment for life or for a fixed term) may also remove the appointee from his appointment as such.

15.2 A President Vice-President or Patron shall not as such be an officer of the Company nor entitled to any remuneration.

## 16. SECRETARY

16.1 Subject to Section 283 of the Act, the Secretary shall be appointed by the Governing Body for such term at such remuneration and on

such conditions as the Governing Body may think fit; and any Secretary so appointed may be removed by it provided that no Governor may occupy the salaried position of Secretary;

16.2 A provision of the Act or these articles requiring or authorising a thing to be done by or to a Governor and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Governor and as, or in place of, the Secretary

17. THE SEAL

The Governing Body shall provide for the safe custody of the seal, which shall be used only by the authority of the Governing Body or of a committee authorised by the Governing Body in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and shall be countersigned by the Secretary or by a second Governor or by some other person appointed by the Governing Body for the purpose.

18. ACCOUNTS

18.1 The Governing Body shall cause accounting records to be kept in accordance with the Act;

18.2 The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act, at such other place or places as the Governing Body thinks fit, and shall always be open to the inspection of the officers of the Company;

18.3 The Governing Body shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Governors, and no member (not being a Governor) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Governing Body or by the Company in general meeting;

18.4 The Governing Body shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections;

18.5 A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, and the Governing Body's report, shall not less than 21 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

19. AUDIT

Auditors shall be appointed and their duties regulated in accordance with the Act.

20. NOTICES

20.1 A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

20.2 Notice of every general meeting shall be given in any manner authorised by these articles to :-

20.2.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

20.2.2 every person being a trustee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting;

20.2.3 the auditor for the time being of the Company; and

20.2.4 each Governor.

No other person shall be entitled to receive notices of general meetings.

21. APPLICATION OF PROFITS AND ASSETS AND DISSOLUTION

21.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the 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 members of the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company

21.1.1 of reasonable and proper remuneration to any member, officer or servant of the Company

other than a Governor for any services rendered to the Company;

- 21.1.2 of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Company or of any Governor;
- 21.1.3 to any Governor of out-of-pocket expenses;
- 21.1.4 to a company of which a member of the Company or any Governor may be a member holding not more than one hundredth part of the capital of such company.

21.2 Clause 6 of the memorandum of association relating to the winding-up and dissolution of the Company shall have effect as if its provisions were repeated in these articles.

## 22. RULES OR BYELAWS

22.1 The Governing Body may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Company and in particular but without prejudice to the generality of the above, it may by such rules or byelaws regulate :-

- 22.1.1 the admission of members of the Company and the conditions of membership and the terms on which members may resign or have their membership terminated;
- 22.1.2 the conduct of members of the Company in relation to one another, and to the Company's employees;
- 22.1.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- 22.1.4 the procedure at general meetings and meetings of the Governing Body and committees in so far as such procedure is not regulated by these articles; and
- 22.1.5 generally all such matters as are commonly the subject matter of Company rules.

22.2 The Company in general meeting shall have power to alter or repeal the rules or byelaws and to make additions to them, and the Governing Body shall adopt such means as it deems sufficient to bring to the

notice of members of the Company all such rules or byelaws, which so long as they shall be in force, shall be binding on all members of the Company provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or articles of association of the Company.

23.        HEADINGS

The headings in these articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same



Names and Addresses of Subscribers

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Witness:

*M. J. Geller*

*Manfred Altman*

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Date: *26 Feb. 1991*

DAVID JOHN LEWIS  
76 Gloucester Place  
LONDON, W1.

Witness:

*J. Hadfield*

*J. Hadfield*  
Name: *J. HADFIELD*  
Address: *78 Markham Avenue*  
*Woodford Green, Essex*  
Date: *4th March 1991*

HENRY NATHAN LEWIS  
No 1 Eton Avenue  
LONDON, NW3 3HL.

Witness:

*[Signature]*

*[Signature]*  
Name: *ADRIAN BROWN*  
Address: *21 ST. EMILION CLOSE*  
*DUSTON*  
*NORTHAMPTON*  
Date: *6th March 1991.*

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Witness:

M. J. Sella

B. H. H. H. H.

Name: as above

Address:

Date: 26 Feb 91

ELLIOT ELIAS PHILIPP  
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Witness:

Elliot Elias Philipp

C. H. H. H. H.

Name: MRS RACHEL GIBBINS

Address: 35 FERNHURST RD,  
SW6 7TN.

Date: 12.3.91.

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**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2598783

I hereby certify that

**THE TRUSTEES OF THE INSTITUTE OF JEWISH  
STUDIES**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 8 APRIL 1991

*P. Davidson*  
P. Davidson (Mrs)

an authorised officer



## NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company, contain some documents, which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause

