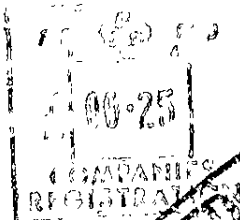
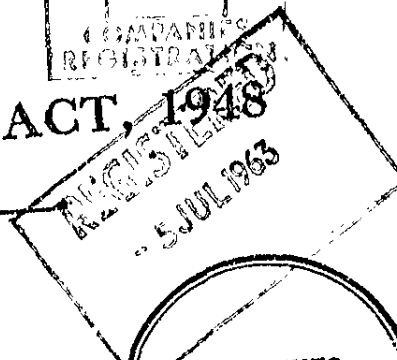


Number of
Company }



Form No. 41

THE COMPANIES ACT, 1948



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

LEO BAECK INSTITUTE
LIMITED

ed by

Messrs. Lawson & Co.

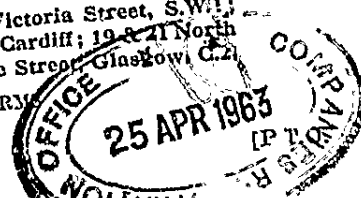
158 Fenchurch Street

London E.C.3

The Solicitors' Law Stationery Society, Limited
2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6c



I, ARTHUR ERNEST KAUFMANN

of 158 Fenchurch Street in the City of
London

(a) Here insert:
"A Solicitor of the
"Supreme Court,"
(or in Scotland "a
Solicitor") "engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am ("a" Solicitor
of the Supreme Court engaged in the
formation

of

LEO BAECK INSTITUTE

Limited,

And that all the requirements of the Companies Act, 1948, in respect of
matters precedent to the registration of the said Company and incidental
thereto 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.

Note.—This margin is reserved for binding and must not be written across.

Declared at 5 Fenchurch Street
in the City of London
the 19th day of April
one thousand nine hundred and sixty-
three

Arthur Ernest Kaufmann

Before me,

A. T. Burgess

A Commissioner for Oaths [or Notary Public or
Justice of the Peace]

No.



Certificate of Incorporation.

I HEREBY CERTIFY that LEO BAECK INSTITUTE LIMITED is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

GIVEN under my hand at London this
day of One thousand nine hundred and sixty
three

Registrar of Companies.



766699

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

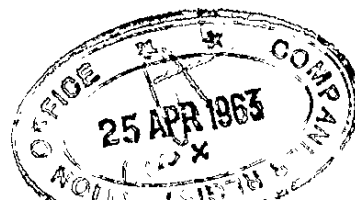
LEO BAECK INSTITUTE LIMITED

1. The name of the Company (hereinafter called "the Institute") is the LEO BAECK INSTITUTE LIMITED.

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

3. The objects of the Institute shall be:

- (a) To promote, assist in and organize the study of and research into the history of German Jewry in all its religious, social, political, scientific and other aspects.
- (b) To collect and record material from all available sources which to the Institute appear to be worth acquiring for the purpose of research and generally to preserve such material for posterity.
- (c) To collect, transcribe, record and catalogue, all documents and other material acquired by or dedicated to the Institute.
- (d) To provide on a non-profit making basis for the production of books, prints, treatises, journals and other publications, having a bearing on any of the objects of the Institute.
- (e) To provide scholarships and other research work in connection with any of the objects of the Institute.
- (f) To maintain libraries, archives and other collections of material in connection with any of the objects of the Institute for the use of scholars and other scientific, historical, religious or educational Institutions.



- (g) To organize and publicise exhibitions, lectures and meetings dealing or connected with any of the objects of the Institute.
- (h) To co-operate with other Institutes bearing the name of Leo Baeck in other countries and generally to co-operate with other Institutes and Societies of a scientific, historical, religious or educational purpose in any manner directly or indirectly furthering or connected with any of the objects of the Institute.
- (i) To do such other acts or things in any part of the world as may be incidental or conducive to the attainment of all or any of the objects of the Institute.

Charities
 4. Subject to Section ³⁸ ~~4~~ of the ~~Companies~~ Act 19~~40~~⁶⁰, the Institute shall have power to obtain and accept grants, subscriptions, donations and bequests of money and property for the purpose of the Institute, and shall have power to purchase, lease, hire or otherwise acquire any lands, houses, buildings, rights, properties, chattels, and shall manage, invest and expend all money and properties belonging to the Institute and shall be empowered to hold meetings, entertainments, sales of work or other functions, and to make and send out appeals and take any other steps which may be thought fit for the purposes of obtaining the same.

5. The Institute shall have power to borrow and raise money and to secure the same in such manner as the Institute shall think fit, and shall have the power to act in any way to increase the funds, properties, assets and chattels of the Institute in any manner thought fit, and in particular to undertake and execute any Trusts which are conducive to the objects of the Institute.

6. The Institute shall have power to vest any money or properties or assets of any kind in Trustees upon such Trusts as may be determined.

Provided always that the Institute shall not invest any monies subject to the jurisdiction of the Charity Commissioners except in such securities and with such sanction as may from time to time be prescribed by law, provided always that the Institute shall not support with its funds any object or endeavour to impose or procure to be observed by its Members or others any regulation, restriction or condition which if an object of the Institute would make it a Trade Union.

7. The income and property of the Institute whencesoever derived shall be applied solely

towards the promotion of the objects of the Institute, and the method of promoting these objects as set out 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 Institute. Provided that nothing herein shall prevent the payment in good faith of a reasonable and proper remuneration to any officer or servant of the Institute or to any Member of the Institute in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent, or reasonable and proper rent for premises demised, or let by any Member to the Institute, but so that no Member of the Council of Management or governing body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or moniesworth shall be given by the Institute to any Member of such Council 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 Institute, provided that the provision last aforesaid shall not apply to any payment to any Company of which a Member of the Council of Management or governing body may be a member, and in which such Member shall not hold more than 49% of the capital and such Member shall not be bound to account for any share of profit he may receive in respect of any such payment.

8. The liability of the Members is limited.

9. Every Member of the Institute undertakes to contribute to the assets of the Institute in the event of its being wound up while he is a Member, or within one year afterwards for payment of the debts and liabilities of the Institute 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 among themselves, such amount as may be required not exceeding three pounds.

10. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Institute, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 7 hereof, such insti-

tution or institutions to be determined by the Members of the Institute at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in respect of charitable funds and if and so far as effect cannot be given to the foregoing provisions then to some charitable object.

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

Robert W. Webb, journalist, 7 Crediton Hill London N.W.6
 Richard Fuchs, retired civil servant, 24 Vernon Court, Hendon Way, N.W.2
 Hans Reichmann, company secretary
 2, Stratford Gardens, London, N.W.3.
 Edvard Rosenbann, Economist and
 Librarian (retired),
 78 Hervey Close, London, N.3
 Hans Liebenkand, university teacher, Dorkenwood, Hamman
 Road, Hove, Sussex BN2 3
 G. M. Bernathan, University Lecturer.
 146, Sandford Road, Moseley, Birmingham B3.
 Hansfeld, Company Director,
 26, Heath Drive, London, N.W.3

DATED this 8th day of April 1963.

WITNESS to the above signatures :-

Arnold Pauder
 16, Salford Road,
 Upper Norwood, S.E. 19,
 Company Secretary

766699 /15

10/-
The Companies Act, 1948

REGISTERED
5 JUL 1963

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL



ARTICLES OF ASSOCIATION

- of -

LEO BAECK INSTITUTE LIMITED

PRELIMINARY

1. These Articles shall be construed with reference to the provisions of the Companies Act 1948 and terms used in these Articles shall be taken as having the same meanings as they have when used in that Act or any statutory modification thereof at the date at which these Articles become binding on the Company.

And the expression "Honorary Secretary" shall include a temporary or assistant Honorary Secretary and any person appointed by the Council to perform any of the duties of the Honorary Secretary.

2. The Institute is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. The number of members for the time being shall not exceed one hundred, but the Council may whenever they think fit register an increase of membership. The provisions of Section 110 of the Act shall be observed by the Institute.

4. The first Members of the Institute shall be the subscribers to the Memorandum of Association and such of the persons appointed be the first Members of the Council as (not having subscribed to the Memorandum of Association) shall within twenty-one days after the incorporation of the Institute sign written consents to become Members.

5. The Council may from time to time determine what classes of Members there shall be and what shall be the qualification for each class.

6. Unless and until otherwise determined by

the Council, there shall be three classes of Members, Life Members, Executive Members and Subscribing Members, and :-

(a) The following persons shall be qualified to be Life Members, namely :-

(1) Persons who, in the opinion of the Council have rendered specially valuable services to the Institute.

(2) Persons who have subscribed £50 or upwards in one sum to the Institute.

(b) The persons qualified to be Executive Members shall be persons who are serving or have served or have been elected or appointed to serve on the Council, or as President or Vice-Presidents of the Institute.

(c) The persons qualified to be Subscribing Members shall be persons who have subscribed to the Institute sums of such amount and for such period as the Council may from time to time determine.

7. All applications for admission to membership of the Institute shall be made to the Council on appropriate forms to be prescribed by them, duly filled up as regards all particulars thereby required.

8. The Council shall have absolute power and discretion in determining as to the admission of any applicant eligible under these Articles or the regulations of the Council, and their decision shall be final, and they shall not be bound to give any reason for their decision.

9. Every Member, when admitted, shall be entitled to receive a certificate of membership. Every such certificate shall be under the seal and shall be in such form as the Council may from time to time determine, provided that every such certificate shall state the name, address, and date of admission of the Member. Every such certificate shall be the property of the Institute, and in the event of cesser of membership shall be returned to the Council, and shall be recoverable on demand, unless the Council shall assent to its remaining in the possession of the Member.

10. For all the purposes of these Articles the subscription of a Subscribing Member shall be deemed to become due each year on the anniversary of the day on which such Member first subscribed to the Institute, unless the Council shall agree to its running from any other date.

RETIREMENT OF MEMBERS

11. A Member shall ipso facto cease to be a Member of the Institute in any of the following events :-

- (a) If by notice in writing to the Institute he resigns his membership.
- (b) If he become bankrupt, lunatic or of unsound mind.
- (c) If, on being a Subscribing Member, his subscription be in arrear for three months, and be not paid within fourteen days after the request for payment, and the Council resolve that his membership be determined.
- (d) If, at a meeting of the Council specially convened for the purpose at which not less than one-half of all the Members of the Council are present, and after giving the Member a proper opportunity of being heard, a resolution be passed by a majority of not less than three-fourths of those present to the effect that it is not in the interests of the Institute that he continue to be a Member of the Institute.

GENERAL MEETINGS

12. The first General Meeting of the Institute shall be held at such time (within a period of not less than one month nor more than three months from the Incorporation of the Institute) and at such place as the Council may determine. A General Meeting shall be held in the year 1963 and in every subsequent year at such time (within a period of not more than fifteen months after the holding of the last preceding General Meeting) and place as may be determined by the Council. The above mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary.

13. The Council may call an Extraordinary Meeting whenever they think fit, and shall, on the requisition of Members in accordance with Section 132 of the Act, forthwith convene an Extraordinary Meeting.

NOTICE OF GENERAL MEETINGS

14. Seven days' notice at the least (inclusive of the day on which the notice is served or deemed to be served and of the day for which the

notice is given) or, in the case of a meeting convened to pass a Special Resolution, twenty-one clear days' notice, specifying the place, the day, and the hour of meeting, and in case of special business, the general nature of such business, shall be given in manner hereinafter mentioned to such Members as are, under the provisions herein contained, entitled to receive notice from the Institute. With the consent in writing of all the Members entitled to attend and vote at any meeting, such meeting may be convened by a shorter notice and in such manner as such Members may think fit.

15. The accidental omission to give notice to, or the non-receipt of notice by, any Member shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all business that is transacted at an Ordinary Meeting, with the exception of the consideration of the accounts and balance sheet and the ordinary reports of the Council and Auditors, the election of the President, Vice-Presidents and Members of the Council and Auditors and other officers in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors.

17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Five members in person or by proxy shall be a quorum for all purposes.

18. 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 stand adjourned to the same day in the next week, at the same time and place, or to such other day, time and place as the Council may by notice to the Members appoint, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present shall be a quorum.

19. The President of the Institute or, if he be not present, one of the Vice-Presidents to be selected by the Vice-Presidents present at the meeting, or, if none be present, the Chairman (if any) of the Council shall preside as Chairman at every General Meeting of the Institute. If no such person be present within five minutes after the time appointed for holding the meeting, or if all such persons present be unwilling to act as Chairman the Members present shall choose some

Member of the Council, or if no Member of the Council be present, or if all the Members of the Council present decline to take the chair, they shall choose some Member of the Institute present to be Chairman.

20. 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 except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, seven days' notice of the adjourned meeting shall be given in like manner as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21. 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 by at least two members present in person or by proxy and entitled to vote. Unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book 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.

22. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote in addition to his vote as a Member, if he be a Member.

24. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman directs.

25. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

26. On a show of hands every Member, who is present in person shall have one vote. On a poll every Member who is present in person or by proxy shall have one vote.

27. No Subscribing Member shall be entitled to vote at any General Meeting if his subscription is more than one month in arrear.

28. On a poll votes may be given either personally or by proxy.

29. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.

30. No person shall act as a proxy unless he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy.

31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution.

32. An instrument of proxy which may be in the following form, or in any other form which the Council shall approve :-

LEO BAECK INSTITUTE LIMITED

"I,

"of

"being a Member of the above-named Institute, hereby appoint

"

of

"

"another Member of the Institute, as my proxy to vote for me, and on my behalf,

"at the Ordinary (or Extraordinary, as the case may be) General Meeting of the

"Institute to be held on the

"day of 19 and at any

"adjournment thereof.

"As Witness my hand this

day of

19

"

33. A vote given in accordance with the terms

of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Institute at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

PRESIDENT AND VICE-PRESIDENTS

34. There shall be a President and one or more Vice-Presidents of the Institute, who shall not be Members of the Council, unless specially elected Members of the Council. The first President and Vice-Presidents shall be elected by the Council.

COUNCIL

35. There shall be a Council, consisting, unless and until otherwise determined by the Institute in General Meeting, of not less than five nor more than thirteen persons. The first Members of the Council shall be Dr. Robert Weltsch, Professor Hans Liebeschuetz, Dr. Hans Feld, Dr. Richard Fuchs and Dr. Eduard Rosenbaum, or such of them as (not having subscribed to the Memorandum of Association) shall sign written consents to become Members within twenty-one days after the incorporation of the Institute. The President and Vice-Presidents, if elected Members of the Council, shall be included in the number of Members of the Council fixed by or in accordance with this Article.

36. The office of a Member of the Council shall be vacated in any of the following events, namely :-

- (a) If he resign his office by writing under his hand left at the office;
- (b) If he become bankrupt or compound with his creditors;
- (c) If he be found lunatic or become of unsound mind;
- (d) If he be concerned or interested or participate in the profits of any contract with the Institute otherwise than as a member of any such company as is mentioned in Clause 7 of the Memorandum of Association;
- (e) If at a meeting of the Council specially convened for that purpose at which not less than one-half of all the Members of

the Council are present, a resolution be passed by a majority of not less than three-fourths of those present declaring the office of such Member vacated.

- (f) If he do not within twenty-one days from the date of his election or appointment become a Member of the Institute, or at any time after the expiration of that period he cease to be a Member of the Institute.

37. A Member of the Council may lend money to the Institute and take up debentures or other securities of the Institute at a rate of interest not exceeding that allowed by Clause of the Memorandum of Association, and may vote in relation thereto.

POWERS OF COUNCIL

38. The business of the Institute shall be managed by the Council who may pay all expenses incurred in getting up and registering the Institute, and may exercise all such powers of the Institute as are not by the Statutes or by these Articles required to be exercised by the Institute in General Meeting. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article.

39. The Council may exercise all the powers of the Institute to borrow money, and to mortgage or charge its undertaking and property, and to issue debentures, debenture stock and other securities. Provided that the amount for the time being remaining undischarged of moneys borrowed by the Council for the purposes of the Institute shall not at any time, without the previous sanction of the Institute in General Meeting, exceed £5,000 but no debt incurred or security given in respect of moneys borrowed in excess of the limit hereby imposed shall be invalid or ineffectual, except in the case of express notice at the time when the debt was incurred or security given that the limit hereby imposed had been exceeded.

40. All cheques, promissory notes, drafts, bills of exchange, and other negotiable transferable instruments, and all receipts for moneys paid to the Institute, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

HONORARY SECRETARY AND HONORARY TREASURER

41. The Council may elect two of their num-

ber to be Honorary Secretary and Honorary Treasurer respectively of the Institute and may determine the period for which they are respectively to hold office, and may define their duties and authorities.

ELECTION OF PRESIDENT, VICE PRESIDENTS
AND MEMBERS OF THE COUNCIL

42. At the Ordinary Meeting in every year the President and Vice-Presidents and one third of the Members of the Council for the time being, or, if their number is not a multiple of three, the number nearest to one-third, shall retire from office. A person retiring at a meeting shall be eligible for re-election and shall retain office until the close or adjournment of the Meeting. The President and the Vice-Presidents shall not be deemed to be elected Members of the Council unless specially elected Members thereof.

43. The Members of the Council to retire in every year shall be those who have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

44. The Institute at the meeting at which the President, Vice-Presidents and Members of the Council retire in manner aforesaid shall fill up the vacated offices by electing persons thereto, and in default the persons retiring shall be deemed to have been re-elected unless at such meeting, with a view to reducing the number of Vice-Presidents or Members of the Council, it is expressly resolved not to fill up such vacated offices.

45. No person other than the President, Vice-Presidents and Members of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to those offices at any General Meeting unless not less than three nor more than fourteen clear days before the day appointed for the meeting there shall have been given to the Honorary Secretary notice in writing by some Member of the Institute entitled to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected.

46. The Institute in General Meeting may from time to time increase or reduce the number of Members of the Council and may also determine in what rotation such increased or reduced number is to go out of office.

47. The Council shall have power to fill any casual vacancy in the office of President, Vice-President or Member of the Council and at any time, and from time to time, to appoint any person to be an additional Vice-President or Member of the Council but so that the total number of Members of the Council shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any person so appointed shall hold office only until the next following Ordinary Meeting, and shall then be eligible for re-election.

48. The Institute may by Extraordinary Resolution remove the President or any Vice-President or Member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had been elected to such office on the day on which the person in whose place he is appointed was last elected to that Office.

PROCEEDINGS OF THE COUNCIL

49. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Member of the Council may, and the Secretary on the requisition of a Member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any Member of the Council for the time being absent from the United Kingdom.

50. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed at any other number shall be three.

51. The continuing Members of the Council or a sole continuing Member may act notwithstanding any vacancies in the Council, but if and so long as the number of Members of the Council is reduced below the minimum number fixed by or in accordance with these Articles, the continuing Members or Member may act for the purpose of filling up vacancies in the Council or of summoning General Meetings of the Institute, but not for any other purpose.

52. The Council may elect a Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for

holding the same, the Members of the Council present may choose one of their number to be Chairman of the meeting. The President of the Institute, or failing him a Vice-President, if also a Member of the Council, shall nevertheless be entitled to preside at any meeting of the Council, or of a committee of the Council, at which he is present.

53. A resolution in writing, signed by all the Members of the Council for the time being in the United Kingdom, shall be as effective as a resolution passed at a meeting of the Council duly convened and held.

54. A meeting of the Council for the time being at which a quorum is present, shall be competent to exercise all powers and discretions for the time being exercisable by the Council.

55. The Council may delegate any of their powers to committees consisting of such Member or Members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Council.

56. The Honorary Secretary and Honorary Treasurer shall be ex-officio Members of all committees.

57. The meetings and proceedings of any such committee consisting of two or more Members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Council, so far as the same are applicable and are not superseded by any regulations made by the Council under the last preceding Article.

58. All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a Member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Member, or person acting as aforesaid, or that they or any of them had vacated office, be as valid as if every such person had been duly appointed and had continued to be a Member of the Council.

INVESTMENT OF MONEYS

59. Subject to the provisions of the Memorandum of Association, all moneys of the Institute not immediately required for any payment to be made by the Institute may be invested by the Council in such investments as the Council from time to time think proper, or may be placed on deposit with any Bank. In any case where the Council think fit such investments and deposit may be made

in the names of the Trustees instead of in the name of the Institute.

MINUTES

60. The Council shall cause minutes to be made in books provided for the purpose :-

- (a) Of all appointments of officers made by the Council;
- (b) Of the names of the Members of the Council present at each meeting of the Council and of any committee of the Council;
- (c) Of all resolutions and proceedings at all meetings of the Institute and of the Council and of committees of the Council.

THE SEAL

61. The seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least one Member of the Council and the Honorary Secretary, both of whom shall sign such instrument.

ACCOUNTS AND AUDIT

62. The Council shall cause to be kept proper books of account with respect to :-

- (a) All sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place.
- (b) All sales and purchases of goods by the Institute.
- (c) The assets and liabilities of the Institute.

63. The books of account shall be kept at the office, or at such other place as the Council think fit, and shall at all times be open to inspection by Members of the Council. No Member (other than a Member of the Council) shall have any right of inspecting any account or book or document of the Institute except as conferred by Statute or authorised by the Council or by the Institute in General Meeting, and except also that any Member of the Institute shall be entitled, on demanding the same and signing his name in a book to be kept for the purpose, to inspection between the hours of ten in the forenoon and twelve noon on any weekday except Saturday, of the accounts of

the Institute mentioned in Clause of the Memorandum of Association.

64. The Council shall within eighteen months of the incorporation of the Institute and subsequently once at least in every year lay before the Institute an income and expenditure account and a balance sheet in such form and containing all such particulars with regard to the assets and liabilities of the Institute and made up to such date as is required by Sections 148 and 157 of the Act.

65. Every balance-sheet shall be signed on behalf of the Council by two Members of the Council, and shall have attached to it a report of the Council as to the state of the affairs of the Institute and the amount (if any) which they have invested or propose to invest. It shall also have attached to it the Auditor's report.

66. A copy of the income and expenditure account, balance-sheet and reports of the Council and Auditors, shall, seven days previously to the meeting, be delivered or sent by post to the registered address of every Member.

67. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, the Council being treated as the Directors mentioned in those sections.

NOTICES

68. Any notice or document may be served by the Institute on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members.

69. Any Member described in the Register of Members by an address not within the United Kingdom who shall from time to time give to the Institute an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid no Member other than a Member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Institute.

70. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

WINDING-UP

71. The provisions of Clauses ⁹6 and ¹⁰7 of the Memorandum of Association relating to the winding up or dissolution of the Institute shall have effect and be observed as if the same were repeated in these Articles. *cravath*

INDEMNITY

72. Subject to the provisions of the Memorandum of Association and Section 205 of the Act the President, Vice-Presidents, Members of the Council, Auditors and other officers of the Institute and the Trustees (if any) acting in relation to any of the affairs of the Institute, and their respective executors or administrators, shall be indemnified out of the assets of the Institute against all actions, costs, losses and expenses which they may incur or sustain by reason of any act done, concurred in, or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Institute shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Institute shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Robert Walker, Journalist, 7 Crediton Hill London N.W.6
 Richard Fuchs, retired civil servant, 24 Vernon Court, Hendon Way, NW2
 Hans Reichenow, company secretary,
 2, Stratford Road, London, N.W. 3.
 Edward Rosenbaum, Economist and
 Librarian (retired),
 78 Hervey Close, London, N. 3.
 Hans Hilberichs, university teacher, Sackville Road
 Hampstead N.W. 23
 Eric Bennathan, University Lecturer.
 145, Sandford Road, Moseley, Birmingham, 13.
 Hansfeldt, Company Director,
 26, Heath Green, London, N. 4. 3.

DATED this 8th day of April 1963.

WITNESS to the above Signatures :-

Arnold Paucker.

16, Sylvan Road,
 Upper Norwood, S.E. 19,
 Company Secretary

Robert Weltsch, Journalist,
7, Crediton Hill, London, N.W.6.

Richard Fuchs, Retired Civil Servant
24, Vernon Court, Hendon Way, N.W.2.

Hans Reichmann, Company Secretary.
2, Strathray Gardens, London, N.W.3.

Eduard Rosenbaum, Economist and Librarian (Retired)
78, Hervey Close, London, N.3.

Hans Liebeschütz, University Teacher,
Dockenhuden, Mariners Road, Liverpool 23.

Esra Bennathan, University Lecturer,
145, Sandford Road, Moseley, Birmingham 13.

Hans Feld, Company Director,
26, Heath Drive, London, N.W.3.

Witness: Arnold Paucker,
16, Sylvan Road,
Upper Norwood, S.E.19.
Company Secretary

C. 173

DUPLICATE FOR THE FILE.

No. 766699



Certificate of Incorporation

I Hereby Certify, that

LEO BAECK INSTITUTE LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this FIFTH DAY OF JULY
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

L.S. Whitfield.
Assistant Registrar of Companies.

Certificate
received by }-

Date **5 JUL 1963**

P

No. 766699

COMPANIES
REGISTRATION

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

LEO BAECK INSTITUTE LIMITED

Passed the 1st day of December, 1963.

REGISTERED

7 JAN 1964

AT a Meeting of the Members of the Company duly convened and held at the Registered Office of the Company on the 1st December, 1963, the following Resolution was duly passed as a SPECIAL RESOLUTION :-

RESOLUTION

IT WAS RESOLVED that the Memorandum of Association of the Company be altered by inserting in Clause 10 thereof the word "Charitable" before the word "institution" in the two places in which this word appears in the said Clause, and that Clause 10 thereafter shall read :-

"10. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Institute, but shall be given or transferred to some other Charitable institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 7 hereof, such Charitable institution or institutions to be

CRAWLEY 2 DE REYN,
158 FENCHURCH ST.,
LONDON E.C.5

WE CERTIFY THAT THIS DOCUMENT
WAS PREPARED BY THE REGISTRAR
OF COMPANIES
AND IS A TRUE COPY OF THE
ORIGINAL AS SUBMITTED TO HIM
ON 10 JAN 1964
30, ABchurch STREET,
LONDON, E.C.4.

determined by the Members of the Institute at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in respect of charitable funds and if and so far as effect cannot be given to the foregoing provisions then to some charitable object."

Robert W. B. B. B.
Chairman.



12 JUL 1964
The Companies Act 1948
COMPANIES
REGISTRATION

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

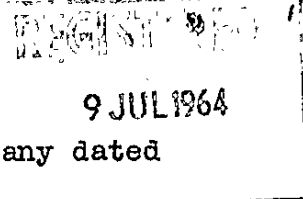
*2/16/64
Sec 6*

*Research into the
History of German
Jewry*

MEMORANDUM OF ASSOCIATION

- of -

LEO BAECK INSTITUTE LIMITED



Amended by Special Resolution of the Company dated
the 1st day of December 1963.

1. The name of the Company (hereinafter
called "the Institute") is the LEO BAECK INSTITUTE
LIMITED.

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

3. The objects of the Institute shall be:

- (a) To promote, assist in and organize the
study of and research into the history
of German Jewry in all its religious,
social, political, scientific and other
aspects.
- (b) To collect and record material from all
available sources which to the Institute
appear to be worth acquiring for the pur-
pose of research and generally to pre-
serve such material for posterity.
- (c) To collect, transcribe, record and catal-
ogue, all documents and other material
acquired by or dedicated to the Institute.
- (d) To provide on a non-profit making basis
for the production of books, prints,
treatises, journals and other publica-
tions, having a bearing on any of the
objects of the Institute.
- (e) To provide scholarships and other re-
search work in connection with any of the
objects of the Institute.
- (f) To maintain libraries, archives and other
collections of material in connection
with any of the objects of the Institute
for the use of scholars and other scien-
tific, historical, religious or educa-
tional Institutions.

229

*Crowley & Co. Refs
158 Fenchurch Street
London, E.C.3.*



- (g) To organize and publicise exhibitions, lectures and meetings dealing or connected with any of the objects of the Institute.
- (h) To co-operate with other Institutes bearing the name of Leo Baeck in other countries and generally to co-operate with other Institutes and Societies of a scientific, historical, religious or educational purpose in any manner directly or indirectly furthering or connected with any of the objects of the Institute.
- (i) To do such other acts or things in any part of the world as may be incidental or conducive to the attainment of all or any of the objects of the Institute.

4. Subject to Section 38 of the Charities Act 1960, the Institute shall have power to obtain and accept grants, subscriptions, donations and bequests of money and property for the purpose of the Institute, and shall have power to purchase, lease, hire or otherwise acquire any lands, houses, buildings, rights, properties, chattels, and shall manage, invest and expend all money and properties belonging to the Institute and shall be empowered to hold meetings, entertainments, sales of work or other functions, and to make and send out appeals and take any other steps which may be thought fit for the purpose of obtaining the same.

5. The Institute shall have power to borrow and raise money and to secure the same in such manner as the Institute shall think fit, and shall have the power to act in any way to increase the funds, properties, assets and chattels of the Institute in any manner thought fit, and in particular to undertake and execute any Trusts which are conducive to the objects of the Institute.

6. The Institute shall have power to vest any money or properties or assets of any kind in Trustees upon such Trusts as may be determined.

Provided always that the Institute shall not invest any monies subject to the jurisdiction of the Charity Commissioners except in such securities and with such sanction as may from time to time be prescribed by law, provided always that the Institute shall not support with its funds any object or endeavour to impose or procure to be observed by its Members or others any regulation, restriction or condition which if an object of the Institute would make it a Trade Union.

7. The income and property of the Institute whencesoever derived shall be applied solely towards the promotion of the objects of the Institute, and the method of promoting these objects as set out

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 Institute. Provided that nothing herein shall prevent the payment in good faith of a reasonable and proper remuneration to any officer or servant of the Institute or to any Member of the Institute in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent, or reasonable and proper rent for premises demised, or let by any Member to the Institute, but so that no Member of the Council of Management or governing body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or moniesworth shall be given by the Institute to any Member of such Council 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 Institute, provided that the provision last aforesaid shall not apply to any payment to any Company of which a Member of the Council of Management or governing body may be a member, and in which such Member shall not hold more than 49% of the capital and such Member shall not be bound to account for any share of profit he may receive in respect of any such payment.

8. The liability of the Members is limited.

9. Every Member of the Institute undertakes to contribute to the assets of the Institute in the event of its being wound up while he is a Member, or within one year afterwards for payment of the debts and liabilities of the Institute 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 among themselves, such amount as may be required not exceeding three pounds.

* 10. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Institute, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 7 hereof, such charitable institution or institutions to be determined by the Members of the Institute at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having

jurisdiction in respect of charitable funds and if
and so far as effect cannot be given to the fore-
going provisions then to some charitable objects.

* This Clause was amended by Special Resolution
of the Company dated 1st December 1963. ✓

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

ROBERT WELTSCH, Journalist,
7, Crediton Hill, London, N.W.6.

RICHARD FUCHS, Retired Civil Servant
24, Vernon Court, Hendon Way, N.W.2.

HANS REICHMANN, Company Secretary
2, Strathray Gardens, London, N.W.3.

EDUARD ROSENBAUM,
Economist and Librarian (Retired)
78 Hervey Close, London, N.3.

HANS LIEBESCHUTZ, University Teacher
Dockenhuden Mariners Road,
Liverpool 23.

ESRA BENNATHAN, University Lecturer
145, Sandford Road, Moseley,
Birmingham, 13.

HANS FELD, Company Director
26, Heath Drive, London, N.W.3.

DATED this 8th day of April 1963.

WITNESS to the above signatures :-

ARNOLD PAUCKER,
16, Sylvan Road,
Upper Norwood, S.E.19.
Company Secretary.

WE CERTIFY THAT THIS DOCUMENT
HAS BEEN PRODUCED BY LITHO PROCESS.
A. S. Turnbull & Co.
A. S. TURNBULL & CO.,
90 LOWER THAMES STREET,
LONDON. E.C.3.

Certified to be a true copy of the
Memorandum of Association of Leo
Baack Institute Limited as amended
by a Special Resolution of the Company
dated 1st December 1963.

.....*Robert W. Wemyss*.....
(Chairman.)

Company No. 766699

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

RESOLUTION

- of -

LEO BAECK INSTITUTE LIMITED

Passed the 13th day of January 1980

At the ANNUAL GENERAL MEETING of the above Company duly convened and held on the 13th day of January, 1980 the subjoined Resolution was duly passed as a SPECIAL RESOLUTION.

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered as follows:-

1. By deleting Clause (b) of Article 6 and substituting the following:-

"(b) the persons qualified to be Executive Members shall be persons who are serving or have served or have been elected or appointed to serve on the Council."

2. By deleting the existing Article 16 and substituting the following:-

"16. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all business that is transacted at an Ordinary Meeting with the exception of the consideration of the Accounts and Balance Sheet and the ordinary reports of the Council and Auditors, the election of members of the Council and Auditors and other officers in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors."

3. By deleting the existing Article 19 and substituting the following:-

"19. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting of the Institute or if there is no such Chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the Meeting or is unwilling to act as Chairman the Members present shall choose some member of the Council, or if no



member of the Council be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Institute present to be Chairman."

4. By deleting the existing Article 34 and the heading "President and Vice Presidents" and re-numbering all subsequent Articles accordingly.
5. By deleting the following final sentence from Article 35 (now re-numbered Article 34):-

"The President and Vice Presidents, if elected members of the Council, shall be included in the number of members of the Council fixed by or in accordance with this Article."
6. By deleting the following words between Articles 40 and 41 (re-numbered)

"Election of President, Vice Presidents and members of the Council."

and substituting:-

"Election of members of the Council,"
7. By deleting Article 42 (now re-numbered 41) and substituting the following:-

"41. At the Ordinary Meeting in every year one-third of the members of the Council for the time being, or, if their number is not a multiple of three, the number nearest to one-third, shall retire from office. A person retiring at a Meeting shall be eligible for re-election and shall retain office until the close or adjournment of the Meeting."
8. By deleting Article 44 (now re-numbered Article 43) and substituting the following:-

"43. The Institute at the Meeting of which the members of the Council retire in manner aforesaid shall fill up the vacated offices by electing persons thereto, and in default the persons retiring shall be deemed to have been re-elected unless at such Meeting, with a view to reducing the number of members of the Council, it is expressly resolved not to fill up such vacated offices."
9. By deleting from Article 45 (now re-numbered Article 44) the words "the President, Vice Presidents and" in the first and second lines of that Article.
10. By deleting the existing Article 47 (now re-numbered Article 46) and substituting the following:-

"46. The Council shall have power at any time, and from time to time to appoint any person to be a member of the Council, either to fill a casual vacancy or as an addition to the existing members of the Council, but so that the total number of members of the Council shall not at

any time exceed the maximum number fixed by or in accordance with these Articles. Any member of the Council so appointed shall hold office only until the next following Ordinary Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Council who are to retire by rotation at such Meeting."

11. By deleting in the existing Article 48 (now re-numbered Article 47):-
 - (a) the words "the President or" in the second line of that Article.
 - (b) the words "Vice President or" in the second and third lines of that Article.
12. By deleting the following final sentence from Article 52 (now re-numbered Article 51):-

"The President of the Institute, or failing him a Vice President, if also a member of the Council, shall nevertheless be entitled to preside at any Meeting of the Council, or of a Committee of the Council, at which he is present."
13. By deleting in Article 72 (now re-numbered Article 71) the words "President, Vice Presidents," in the third line of that Article.

Arnold Paucker

Secretary

by Order of the Council

We certify that this Resolution
was litho-type printed by us

p.p. BETTS & SONS LTD.

J. H. Haggard

766699/30

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum
AND
Articles of Association
OF

LEO BALCK INSTITUTE LIMITED

Incorporated the 5th day of July 1963

CERTIFICATE No. 766699

BARTLETT & GLUCKSTEIN
CARMINE & DE REYA
199 Piccadilly,
London W1V 0AT



No. 766699

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that LEO BAECK INSTITUTE LIMITED is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

GIVEN under my hand at London this Fifth day of July One thousand nine hundred and sixty-three.

L. S. WHITFIELD
Assistant Registrar of Companies

THE COMPANIES ACTS, 1948 TO 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

— OF —

Same
Objects

LEO BAECK INSTITUTE LIMITED

1. The name of the Company (hereinafter called "the Institute") is the "LEO BAECK INSTITUTE LIMITED".
2. The registered office of the Institute will be situate in England.
3. The objects of the Institute shall be:-
 - (a) To promote, assist in and organize the study of and research into the history of German Jewry in all its religious, social, political, scientific and other aspects.
 - (b) To collect and record material from all available sources which to the Institute appear to be worth acquiring for the purpose of research and generally to preserve such material for posterity.
 - (c) To collect, transcribe, record and catalogue, all documents and other material acquired by or dedicated to the Institute.
 - (d) To provide on a non-profit making basis for the production of books, prints, treatises, journals and other publications, having a bearing on any of the objects of the Institute.
 - (e) To provide scholarships and other research work in connection with any of the objects of the Institute.

- (f) To maintain libraries, archives and other collections of material in connection with any of the objects of the Institute for the use of scholars and other scientific, historical, religious or educational Institutions.
- (g) To organize and publicise exhibitions, lectures and meetings dealing or connected with any of the objects of the Institute.
- (h) To co-operate with other Institutes bearing the name of Leo Baeck in other countries and generally to co-operate with other Institutes and Societies of a scientific, historical, religious or educational purpose in any manner directly or indirectly furthering or connected with any of the objects of the Institute.
- (i) To do such other acts or things in any part of the world as may be incidental or conducive to the attainment of all or any of the objects of the Institute.

4. Subject to Section 38 of the Charities Act 1960, the Institute shall have power to obtain and accept grants, subscriptions, donations and bequests of money and property for the purpose of the Institute, and shall have power to purchase, lease, hire or otherwise acquire any lands, houses, buildings, rights, properties, chattels, and shall manage, invest and expend all money and properties belonging to the Institute, and shall be empowered to hold meetings, entertainments, sales of work or other functions, and to make and send out appeals and take any other steps which may be thought fit for the purposes of obtaining the same.

5. The Institute shall have power to borrow and raise money and to secure the same in such manner as the Institute shall think fit, and shall have the power to act in any way to increase the funds, properties, assets and chattels of the Institute in any manner thought fit, and in particular to undertake and execute any Trusts which are conducive to the objects of the Institute.

6. The Institute shall have power to vest any money or properties or assets of any kind in Trustees upon such Trusts as may be determined.

Provided always that the Institute shall not invest any monies subject to the jurisdiction of the Charity Commissioners except in such securities and with such sanction as may from time to time be prescribed by law, provided

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

7. The income and property of the Institute whencesoever derived shall be applied solely towards the promotion of the objects of the Institute, and the method of promoting these objects as set out 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 Institute. Provided that nothing herein shall prevent the payment in good faith of a reasonable and proper remuneration to any officer or servant of the Institute or to any Member of the Institute in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent, or reasonable and proper rent for premises demised, or let by any Member to the Institute, but so that no Member of the Council of Management or governing body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or moniesworth shall be given by the Institute to any Member of such Council 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 Institute, provided that the provision last aforesaid shall not apply to any payment to any Company of which a Member of the Council of Management or governing body may be a member, and in which such Member shall not hold more than 49% of the capital and such Member shall not be bound to account for any share of profit he may receive in respect of any such payment.
8. The liability of the Members is limited.
9. Every Member of the Institute undertakes to contribute to the assets of the Institute in the event of its being wound up while he is a Member, or within one year afterwards for payment of the debts and liabilities of the Institute 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 among themselves, such amount as may be required not exceeding Three pounds.
10. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property

whatsoever, the same shall not be paid to or distributed among the Members of the Institute, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 7 hereof, such institution or institutions to be determined by the Members of the Institute at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in respect of charitable funds and if and so far as effect cannot be given to the foregoing provisions then to some charitable object.

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

ROBERT WELTSCH,
Journalist,
7, Crediton Hill,
London. N.W.6.

RICHARD FUCHS,
Retired Civil Servant,
24 Vernon Court,
Hendon Way, N.W.2.

HANS REICHMANN,
Company Secretary,
2 Strathray Gardens,
London. N.W.3.

EDUARD ROSENBAUM,
Economist and Librarian (Retired)
78 Hervey Close,
London. N.3.

HANS LIEBESCHUTZ,
University Teacher,
Dockenhuden Mariners Road,
Liverpool 23.

ESRA BENNATHAN,
University Lecturer,
145 Sandford Road,
Moseley, Birmingham, 13.

HANS FELD,
Company Director,
26 Heath Drive,
London. N.W.3.

DATED this 8th day of April 1963.

WITNESS to the above signatures:-

ARNOLD FAUCKER,
16 Sylvan Road,
Upper Norwood, S.E.19.
Company Secretary.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

— OF —

LEO BAECK INSTITUTE LIMITED

PRELIMINARY

1. These Articles shall be construed with reference to the provisions of the Companies Act 1948 and terms used in these Articles shall be taken as having the same meanings as they have when used in that Act or any statutory modification thereof at the date at which these Articles become binding on the Company.

And the expression "Honorary Secretary" shall include a temporary or assistant Honorary Secretary and any person appointed by the Council to perform any of the duties of the Honorary Secretary.

2. The Institute is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. The number of members for the time being shall not exceed one hundred, but the Council may whenever they think fit register an increase of membership. The provisions of Section 110 of the Act shall be observed by the Institute.

4. The first Members of the Institute shall be the subscribers to the Memorandum of Association and such of the persons appointed to be the first Members of the Council as (not having subscribed to the Memorandum of Association) shall within twenty-one days after the incorporation of the Institute sign written consents to become Members.

5. The Council may from time to time determine what classes of Members there shall be and what shall be the qualification for each class.

*Still
Public*

6. Unless and until otherwise determined by the Council, there shall be three classes of Members, Life Members, Executive Members and Subscribing Members, and:-
- (a) The following persons shall be qualified to be Life Members, namely:-
 - (1) Persons who, in the opinion of the Council have rendered specially valuable services to the Institute.
 - (2) Persons who have subscribed \$50 or upwards in one sum to the Institute.
 - (b) The persons qualified to be Executive Members shall be persons who are serving or have served or have been elected or appointed to serve on the Council.
 - (c) The persons qualified to be Subscribing Members shall be persons who have subscribed to the Institute sums of such amount and for such period as the Council may from time to time determine.
7. All applications for admission to membership of the Institute shall be made to the Council on appropriate forms to be prescribed by them, duly filled up as regards all particulars thereby required.
8. The Council shall have absolute power and discretion in determining as to the admission of any applicant eligible under these Articles or the regulations of the Council, and their decision shall be final, and they shall not be bound to give any reason for their decision.
9. Every Member, when admitted, shall be entitled to receive a certificate of membership. Every such certificate shall be under the seal and shall be in such form as the Council may from time to time determine, provided that every such certificate shall state the name, address, and date of admission of the Member. Every such certificate shall be the property of the Institute, and in the event of cesser of membership shall be returned to the Council, and shall be recoverable on demand unless the Council shall assent to its remaining in the possession of the Member.
10. For all the purposes of these Articles the subscription of a Subscribing Member shall be deemed to become due each year on the anniversary of the day on which such Member first subscribed to the Institute, unless the Council shall agree to its running from any other date.

RETIREMENT OF MEMBERS

11. A Member shall ipso facto cease to be a Member of the Institute in any of the following events:-

- (a) If by notice in writing to the Institute he resigns his membership.
- (b) If he becomes bankrupt, lunatic or of unsound mind.
- (c) If, on being a Subscribing Member, his subscription be in arrear for three months, and be not paid within fourteen days after the request for payment, and the Council resolve that his membership be determined.
- (d) If, at a meeting of the Council specially convened for the purpose at which not less than one-half of all the Members of the Council are present, and after giving the Member a proper opportunity of being heard, a resolution be passed by a majority of not less than three-fourths of those present to the effect that it is not in the interests of the Institute that he continues to be a Member of the Institute.

GENERAL MEETINGS

12. The first General Meeting of the Institute shall be held at such time (within a period of not less than one month nor more than three months from the Incorporation of the Institute) and at such place as the Council may determine. A General Meeting shall be held in the year 1963 and in every subsequent year at such time (within a period of not more than fifteen months after the holding of the last preceding General Meeting) and place as may be determined by the Council. The above mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary.

13. The Council may call an Extraordinary Meeting whenever they think fit, and shall, on the requisition of Members in accordance with Section 132 of the Act, forthwith convene an Extraordinary Meeting.

NOTICE OF GENERAL MEETINGS

14. Seven days' notice at the least (inclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) or, in the case of a meeting convened to pass a Special Resolution, twenty-one clear days' notice, specifying the place, the day, and

the hour of meeting, and in case of special business, the general nature of such business, shall be given in manner hereinafter mentioned to such Members as are, under the provisions herein contained, entitled to receive notices from the Institute. With the consent in writing of all the Members entitled to attend and vote at any meeting, such meeting may be convened by a shorter notice and in such manner as such Members may think fit.

15. The accidental omission to give notice to, or the non-receipt of notice by, any Member shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all business that is transacted at an Ordinary Meeting, with the exception of the consideration of the accounts and balance sheet and the ordinary reports of the Council and Auditors, the election of Members of the Council and Auditors and other officers in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors.

17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Five members in person or by proxy shall be a quorum for all purposes.

18. 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 stand adjourned to the same day in the next week, at the same time and place, or to such other day, time and place as the Council may by notice to the Members appoint, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present shall be a quorum.

19. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting of the Institute or if there is no such Chairman or if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman the Members present shall choose some Member of the Council, or if no Member of the Council be present, or if all the Members of the Council present decline to take the chair, they shall choose some Member of the Institute present to be Chairman.

20. 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 except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, seven days' notice of the adjourned meeting shall be given in like manner as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21. 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 by at least two members present in person or by proxy and entitled to vote. Unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book 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.
22. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote in addition to his vote as a Member, if he be a Member.
24. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman directs.
25. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

26. On a show of hands every Member, who is present in person shall have one vote. On a poll every Member who is present in person or by proxy shall have one vote.
27. No Subscribing Member shall be entitled to vote at any General Meeting if his subscription is more than one month in arrear.

28. On a poll votes may be given either personally or by proxy.
29. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.
30. No person shall act as a proxy unless he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution.
32. An instrument of proxy which may be in the following form, or in any other form which the Council shall approve:-

LEO BAECK INSTITUTE LIMITED

"I,
 "of
 "being a Member of the above-named Institute,
 "hereby appoint
 "of
 "another Member of the Institute, as my
 "proxy to vote for me, and on my behalf,
 "at the Ordinary (or Extraordinary, as the
 "case may be) General Meeting of the
 "Institute to be held on the day of
 " 19 and at any adjournment
 "thereof.

"As Witness my hand this day of
 "19 "

33. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Institute at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

COUNCIL

34. There shall be a Council, consisting, unless and until otherwise determined by the Institute

in General Meeting, of not less than five nor more than thirteen persons. The first Members of the Council shall be Dr. Robert Weltsch, Professor Hans Liebeschuetz, Dr. Hans Feld, Dr. Richard Fuchs and Dr. Eduard Rosenbaum, or such of them as (not having subscribed to the Memorandum of Association) shall sign written consents to become Members within twenty-one after the incorporation of the Institute.

35. The office of a Member of the Council shall be vacated in any of the following events, namely:-

- (a) If he resigns his office by writing under his hand left at the registered office;
- (b) If he become bankrupt or compound with his creditors;
- (c) If he be found lunatic or become of unsound mind;
- (d) If he be concerned or interested or participate in the profits of any contract with the Institute otherwise than as a member of any such company as is mentioned in Clause 7 of the Memorandum of Association;
- (e) If at a meeting of the Council specially convened for that purpose at which not less than one-half of all the Members of the Council are present, a resolution be passed by a majority of not less than three-fourths of those present declaring the office of such Member vacated.
- (f) If he do not within twenty-one days from the date of his election or appointment become a Member of the Institute, or at any time after the expiration of that period he cease to be a Member of the Institute.

36. A Member of the Council may lend money to the Institute and take up debentures or other securities of the Institute at a rate of interest not exceeding that allowed by Clause of the Memorandum of Association, and may vote in relation thereto.

POWERS OF COUNCIL

37. The business of the Institute shall be managed by the Council who may pay all expenses incurred in getting up and registering the Institute, and may exercise all such powers of the Institute as are not by the Statutes or by

these Articles required to be exercised by the Institute in General Meeting. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article.

38. The Council may exercise all the powers of the Institute to borrow money, and to mortgage or charge its undertaking and property, and to issue debentures, debenture stock and other securities. Provided that the amount for the time being remaining undischarged of moneys borrowed by the Council for the purposes of the Institute shall not at any time, without the previous sanction of the Institute in General Meeting, exceed £5,000 but no debt incurred or security given in respect of moneys borrowed in excess of the limit hereby imposed shall be invalid or ineffectual, except in the case of express notice at the time when the debt was incurred or security given that the limit hereby imposed had been exceeded.

39. All cheques, promissory notes, drafts, bills of exchange, and other negotiable transferable instruments, and all receipts for moneys paid to the Institute, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

HONORARY SECRETARY AND HONORARY TREASURER

40. The Council may elect two of their number to be Honorary Secretary and Honorary Treasurer respectively of the Institute and may determine the period for which they are respectively to hold office, and may define their duties and authorities.

ELECTION OF MEMBERS OF THE COUNCIL

41. At the Ordinary Meeting in every year one third of the Members of the Council for the time being, or, if their number is not a multiple of three, the number nearest to one-third, shall retire from office. A person retiring at a meeting shall be eligible for re-election and shall retain office until the close or adjournment of the Meeting.
42. The Members of the Council to retire in every year shall be those who have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
43. The Institute at the meeting at which the Members of the Council retire in manner aforesaid shall fill up the vacated offices by electing

persons thereto, and in default the persons retiring shall be deemed to have been re-elected unless at such meeting, with a view to reducing the number of Members of the Council, it is expressly resolved not to fill up such vacated offices.

44. No person other than Members of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to those offices at any General Meeting unless not less than three nor more than fourteen clear days before the day appointed for the meeting there shall have been given to the Honorary Secretary notice in writing by some Member of the Institute entitled to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected.
45. The Institute in General Meeting may from time to time increase or reduce the number of Members of the Council and may also determine in what rotation such increased or reduced number is to go out of office.
46. The Council shall have power at any time, and from time to time, to appoint any person to be a Member of the Council either to fill a casual vacancy or as an addition to the existing members of the Council, but so that the total number of Members of the Council shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Member of the Council so appointed shall hold office only until the next following Ordinary Meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Members of the Council who are to retire by rotation at such Meeting.
47. The Institute may by Extraordinary Resolution remove any Member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had been elected to such office on the day on which the person in whose place he is appointed was last elected to that Office.

PROCEEDINGS OF THE COUNCIL

48. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the

Chairman shall have a second or casting vote. A Member of the Council may, and the Secretary on the requisition of a Member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any Member of the Council for the time being absent from the United Kingdom.

49. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed at any other number shall be three.
50. The continuing Members of the Council or a sole continuing Member may act notwithstanding any vacancies in the Council but if and so long as the number of Members of the Council is reduced below the minimum number fixed by or in accordance with these Articles, the continuing Members or Member may act for the purpose of filling up vacancies in the Council or of summoning General Meetings of the Institute, but not for any other purpose.
51. The Council may elect a Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Members of the Council present may choose one of their number to be Chairman of the meeting.
52. A resolution in writing, signed by all the Members of the Council for the time being in the United Kingdom, shall be as effective as a resolution passed at a meeting of the Council duly convened and held.
53. A meeting of the Council for the time being at which a quorum is present, shall be competent to exercise all powers and discretions for the time being exercisable by the Council.
54. The Council may delegate any of their powers to committees consisting of such Member or Members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Council.
55. The Honorary Secretary and Honorary Treasurer shall be ex-officio Members of all committees.
56. The meetings and proceedings of any such committee consisting of two or more Members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Council, so far as the same are applicable and are not superseded by any regulations made by the Council under the last preceding Article.

57. All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a Member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Member, or person acting as aforesaid, or that they or any of them had vacated office, be as valid as if every such person had been duly appointed and had continued to be a Member of the Council.

INVESTMENT OF MONEYS

58. Subject to the provisions of the Memorandum of Association, all moneys of the Institute not immediately required for any payment to be made by the Institute may be invested by the Council in such investments as the Council from time to time think proper, or may be placed on deposit with any Bank. In any case where the Council think fit such investments and deposit may be made in the names of the Trustees instead of in the name of the Institute.

MINUTES

59. The Council shall cause minutes to be made in books provided for the purpose:-
- (a) Of all appointments of officers made by the Council;
 - (b) Of the names of the Members of the Council present at each meeting of the Council and of any committee of the Council;
 - (c) Of all resolutions and proceedings at all meetings of the Institute and of the Council and of committees of the Council.

THE SEAL

60. The seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least one Member of the Council and the Honorary Secretary, both of whom shall sign such instrument.

ACCOUNTS AND AUDIT

61. The Council shall cause to be kept proper books of account with respect to:-
- (a) All sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place.
 - (b) All sales and purchases of goods by the Institute.

(c) The assets and liabilities of the Institute.

62. The books of account shall be kept at the office, or at such other place as the Council think fit, and shall at all times be open to inspection by Members of the Council. No Member (other than a Member of the Council) shall have any right of inspecting any account or book or document of the Institute except as conferred by Statute or authorised by the Council or by the Institute in General Meeting, and except also that any Member of the Institute shall be entitled, on demanding the same and signing his name in a book to be kept for the purpose, to inspection between the hours of ten in the forenoon and twelve noon on any weekday except Saturday, of the accounts of the Institute mentioned in Clause of the Memorandum of Association.
63. The Council shall within eighteen months of the incorporation of the Institute and subsequently once at least in every year lay before the Institute an income and expenditure account and a balance sheet in such form and containing all such particulars with regard to the assets and liabilities of the Institute and made up to such date as is required by Sections 148 and 157 of the Act.
64. Every balance sheet shall be signed on behalf of the Council by two Members of the Council, and shall have attached to it a report of the Council as to the state of the affairs of the Institute and the amount (if any) which they have invested or propose to invest. It shall also have attached to it the Auditor's report.
65. A copy of the income and expenditure account, balance sheet and reports of the Council and Auditors, shall, seven days previously to the meeting, be delivered or sent by post to the registered address of every Member.
66. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, the Council being treated as the Directors mentioned in those sections.

NOTICES

67. Any notice or document may be served by the Institute on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members.
68. Any Member described in the Register of Members by an address not within the United Kingdom who shall from time to time give to the Institute an address within the United Kingdom at which

notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid no Member other than a Member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Institute.

69. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

WINDING UP

70. The provisions of Clauses 9 and 10 of the Memorandum of Association relating to the winding up or dissolution of the Institute shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY

71. Subject to the provisions of the Memorandum of Association and Section 205 of the Act the Members of the Council, Auditors and other officers of the Institute and the Trustees (if any) acting in relation to any of the affairs of the Institute, and their respective executors or administrators, shall be indemnified out of the assets of the Institute against all actions, costs, losses and expenses which they may incur or sustain by reason of any act done, concurred in, or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, and none of them shall be answerable for the acts, receipts neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Institute shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Institute shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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HANS FELD,
Company Director,
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London. N.W.3.

DATED this 8th day of April 1963.

WITNESS to the above signatures:-

ARNOLD FAUCKER,
16 Sylvan Road,
Upper Norwood, S.E.19.
Company Secretary.