

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
OXFORD CENTRE FOR
HEBREW AND JEWISH STUDIES

No. 1109384

Incorporated on the 18th April 1973 as amended by Special Resolutions
passed at an Extraordinary General Meeting held on 15 December 1998

PAISNER & CO
44 Bedford Square
London WC1B 3DU





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1109384

The Registrar of Companies for England and Wales hereby certifies that
OXFORD CENTRE FOR POST-GRADUATE HEBREW STUDIES

having by special resolution changed its name, is now incorporated
under the name of
OXFORD CENTRE FOR HEBREW AND JEWISH STUDIES

Given at Companies House, Cardiff, the 11th August 1994


P. BEVAN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC006A

DEPARTMENT OF TRADE AND INDUSTRY
LICENCE granted by the Secretary of State pursuant
to Section 19(1) of the Companies Act, 1948

W H E R E A S it has been proved to the satisfaction of the Secretary of State that

"OXFORD CENTRE FOR POST-GRADUATE HEBREW STUDIES"

an Association about to be formed as a limited company under the Companies Act, 1948 is to be formed for promoting objects of the nature contemplated by Section 19 of that Act, and that it is the intention of the said Association that the income and property of the said Association whencesoever derived shall be applied solely towards the promotion of the objects of the said Association as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus to the members of the said Association

N O W, T H E R E F O R E, in consideration of the provisions and conditions contained in the Memorandum and Articles of Association of the said Association as subscribed by Seven members thereof on the Twentieth day of March 1973, and on the condition that no addition, alteration or amendment shall be made to or in the Memorandum of Association or the regulations contained in the Articles of Association for the time being in force, unless the same have been previously submitted to and approved by him, the Secretary of State in exercise of his powers under subsection (1) of the said Section 19, does by this licence direct that

"OXFORD CENTRE FOR POST-GRADUATE HEBREW STUDIES"

be registered as a company with limited liability, without the addition of the word "Limited" to its name.

SIGNED this eleventh day of April 1973

S. G. LINSTED

Authorised in that behalf by the Secretary of State for
Trade and Industry

CERTIFICATE OF INCORPORATION

No. 1109384

I HEREBY CERTIFY that

**OXFORD CENTRE FOR POST-GRADUATE HEBREW STUDIES (THE WORD LIMITED
BEING OMITTED BY LICENCE OF THE SECRETARY OF STATE FOR TRADE AND
INDUSTRY)**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

GIVEN under my hand at London the 18th April 1973.

N. TAYLOR

Assistant Registrar of Companies

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
OXFORD CENTRE FOR
HEBREW AND JEWISH STUDIES

1. The name of the Company (hereinafter called "the Centre") is "OXFORD CENTRE FOR HEBREW AND JEWISH STUDIES".
2. The registered office of the Centre will be situate in England.
- 3.¹ The objects for which the Centre is established are the advancement of education in the field of Hebrew studies, which expression shall in these objects be deemed to include studies of the Hebrew language, Hebrew literature and subjects which are, in the opinion of the Board of Governors, ancillary thereto and in connection therewith to provide or assist in the provision of a Centre and facilities for post-graduate research in Hebrew Studies and translation of Hebrew and other works.
- 4.² By inserting the following new clause after clause 3:-
 - "4. The Centre shall have the following powers, which may be exercised only in promoting the objects:-
 - (1) to co-operate with bodies pursuing the same or similar objects;

¹ Amended by a Special Resolution passed at an Extraordinary General Meeting held on 15 December 1998.

² Inserted by a Special Resolution passed at an Extraordinary General Meeting held on 15 December 1998.

- (2) to receive and administer funds or other assets for the promotion of individual or collective research work by the award of fellowships, lectureships, grants, scholarships or prizes;
- (3) to produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others producing, publishing or distributing material in any form including books, pamphlets, reports, journals, films, tapes, video tapes or programmes that may be deemed desirable for the promotion of the objects of the Centre or for the purpose of informing contributors and others of the needs or progress of the Centre;
- (4) to make grants and loans whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise and to guarantee money or to use the assets of the Centre as security for the performance of contracts entered into by any person, association, company, local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the objects of the Centre;
- (5) to organise or make grants towards the cost of others organising meetings, lectures, conferences, broadcasts or courses of instruction;
- (6) to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money or property of any kind including contributions subject to special trusts or conditions: Provided that in relation to any contributions subject to any special trusts or conditions the Centre shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts;
- (7) to raise funds for the Centre by personal or written appeals (whether periodical or occasional), public meetings or otherwise as may from time to time be deemed expedient: Provided that in raising funds the Centre shall not undertake or carry out any trading activities unless authorised by this Memorandum of Association or by law to do so;
- (8) to carry out trade insofar as either (a) the trade is exercised in the course of carrying out the primary objects of the Centre or (b) the trade is temporary and ancillary to the carrying out of the objects of the Centre;
- (9) to operate bank accounts in the name of the Centre and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments;
- (10) to invest any moneys of the Centre not immediately required for its purposes in or upon such investments, securities or property of any other kind and

situated anywhere in the world whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

- (11) to buy, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Centre may think necessary for the promotion of its objects and to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use;
- (12) to make planning applications, applications for consent under bye-laws or building regulations and other like applications;
- (13) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Centre;
- (14) subject to such consents as may be required by law to borrow or raise money for the purposes of the Centre on such terms and on such security (if any) as may be thought fit;
- (15) to employ, engage or retain the services of such persons as may be necessary or desirable for the attainment of the objects of the Centre on such terms as may be thought fit and to make all reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependents;
- (16) to delegate upon such terms and at such reasonable remuneration as the Centre may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment provided always that:-
 - (a) the Managers shall be authorised to carry on investment business under the provisions of the Financial Services Act 1986;
 - (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Centre;
 - (c) the Managers shall be under a duty to report promptly to the Centre any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Centre within 14 days and to report regularly on the performance of investments managed by them;
 - (d) the Centre shall be entitled at any time to review, alter or terminate the delegation or the terms thereof;

- (e) the Centre shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Centre to undertake such reviews within the period of 12 months shall not invalidate the delegation;
 - (f) the Centre shall be liable for any failure to take reasonable care in choosing the Managers; fixing or enforcing the terms upon which the Managers are employed; requiring the remedy of any breaches of those terms and otherwise supervising the Managers but otherwise shall not be liable for any acts and defaults of the Managers;
- (17) to permit any investments belonging to the Centre to be held in the name of any bank or company as nominee for the Centre and to pay any such nominee reasonable and proper remuneration for acting as such;
 - (18) to pay out of the funds of the Centre the cost of any premium in respect of any insurance or indemnity to cover liability of the Board or any member of the Board which by virtue of any rule of law would otherwise attach to them, in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Centre provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of the Board (or any Trustee) and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board members in their capacity as trustees of the Centre;
 - (19) to establish charitable trusts for any particular purposes of the Centre, to act as trustees of any such special charitable trust whether established by the Centre or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Centre and may be conducive to its objects;
 - (20) to establish and support or aid in the establishment and support of any charitable companies, associations or institutions in any way connected with the purposes of the Centre or calculated to further its objects;
 - (21) to do all such other lawful things as shall further the attainment of the objects of the Centre or any of them.

5.³⁺⁴ The Centre shall have a Board of Governors constituted as provided by the Articles of Association. The following Appointing Bodies shall each be entitled to appoint one member, or in the case of The Board of the Faculty of Oriental Studies of the University of Oxford, two members of the Board of Governors and shall each be further entitled to remove its nominated member or members of the Board of Governors or fill the vacancy in the Board of Governors created by the death retirement or removal of its nominated member or members:-

- (1) The Hebdomadal Council of the University of Oxford
- (2) The General Board of the Faculties of the University of Oxford
- (3) The Oriental Studies Board of the University of Oxford
- (4) The Board of the Faculty of Oriental Studies of the University of Oxford

Any alteration of the provisions of this clause which has the effect of depriving any Appointing Body of its right to appoint or remove a member or members of the Board of Governors as aforesaid or of affecting the proportional representation of the various Appointing Bodies on the Board of Governors shall only be made with the consent in writing of the Appointing Bodies prejudiced thereby.

6.³⁺⁵ The income and property of the Centre, whencesoever derived shall be applied solely towards the promotion of the objects of the Centre as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Centre.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any member, officer or servant of the Centre, in return for any service actually rendered to the Centre, nor prevent the payment of interest at a rate not exceeding six per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any member of the Centre or of its Board of Governors to the Centre; but so that no member of the Board of Governors of the Centre other than the President of the Centre shall be appointed to any salaried office of the Centre, or any office of the Centre paid by fees, and that, save as aforesaid, no remuneration or other benefit in money or money's worth shall be given by the Centre to any member of the Board of Governors except remuneration for teaching services provided for the Centre at a rate not exceeding the rate customarily for the time being paid in the University of Oxford for similar services and so that payment of such remuneration shall be subject to the provisions of the Articles of Association and except

³ Renumbered by a Special Resolution passed at an Extraordinary General Meeting held on 15 December 1998.

⁴ Amended by a Special Resolution passed at an Extraordinary General Meeting held on 15 December 1998.

⁵ Amended by a Special Resolution passed at an Extraordinary General Meeting held on 15 December 1998.

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 Centre; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Governors may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

7.⁶ No addition, alteration or amendment shall be made to or in the provisions of the memorandum (other than Clause 4) or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Hebdomadal Council of the University of Oxford.

8.⁶ The liability of the members is limited.

9.⁶ Every Member of the Centre undertakes to contribute to the assets of the Centre in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Centre 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 One pound.

10.⁶ If upon the winding up or dissolution of the Centre 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 Centre, but shall be given or transferred to some charitable institution or institutions having objects similar to the objects of the Centre 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 Centre under or by virtue of Paragraph 5 hereof, such institution or institutions to be determined by the members of the Centre at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some other charitable object.

⁶ Renumbered by a Special Resolution passed at an Extraordinary General Meeting held on 15 December 1998.

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

L. L. PAISNER

44 Bedford Square, London, WC1
Solicitor

ARTHUR LEVIN

3, The Manor, Davies Street, London W1
Physician

DAVID PATTERSON

35 Hayward Road, Oxford
University Lecturer

TREVOR E. CHINN

48, Phillimore Gardens, London, W8
Company Director

ALAN JONES

24 Lakeside, Oxford
University Teacher

GEZA VERMES

West Wood Cottage, Foxcombe Lane,
Boars Hill, Oxford
University Reader

G. D. HALL

Presidents Lodgings, Corpus Christi
Oxford OX1 4JF
College President

DATED the 20th day of March 1973

WITNESS to the above Signatures:-

C. R. GREEN

44 Bedford Square,
London WC1
Solicitor

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
OXFORD CENTRE FOR
HEBREW AND JEWISH STUDIES

GENERAL

1. In these articles if not inconsistent with the subject or context:-

"the Act" means the Companies Acts 1948 to 1967, and every statutory modification or re-enactment thereof for the time being in force;

"these articles" means these articles as originally framed or as altered from time to time;

¹"the Centre" means Oxford Centre for Hebrew and Jewish Studies;

"the seal" means the Common Seal of the Centre;

"the Board" means the members for the time being and from time to time of the Board of Governors hereby constituted;

"Appointing Body" means a body of persons entitled under the Memorandum of Association and under these articles to appoint a University Board member (as hereinafter defined);

"the Office" means the registered office for the time being of the Centre;

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

¹ Amended by a Special Resolution passed at an Extraordinary General Meeting held on 15 December 1998.

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

"month" means a calendar month;

Expressions referring to writing shall unless the contrary intention appears to be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form. Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act.

Words importing the singular number only shall include the plural number and vice versa

Words importing the masculine gender only shall include the feminine gender

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

MEMBERS

3. The number of members with which the Centre proposes to be registered is 50 but the Board may from time to time register an increase of members.

4. The subscribers to the Memorandum of Association and such other persons as shall agree to become members and be admitted to membership by the Board shall be the members of the Centre.

5. Every applicant for membership of the Centre shall forward to the Board an application in writing for membership in such form as the Board shall require.

6. A member shall cease to be such:-

- (a) If by notice in writing lodged at the office he shall resign his membership;
- (b) If being a body corporate an order shall be made or an effective resolution shall be passed for the winding up of such body corporate
- (c) In the case of an individual member upon death or if he becomes bankrupt or makes any arrangement with his creditors generally or becomes of unsound mind or is convicted of an indictable offence for which he is sentenced to a term of imprisonment.

GENERAL MEETING

7. The Centre shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Centre and that of the next. Provided that so long as the Centre holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.

8. All general meetings other than annual general meetings shall be called extraordinary general meetings.

9. The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient Board members capable of acting to form a quorum, any Board member or any two members of the Centre may convene an extraordinary general meeting to be held in the United Kingdom in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

10. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Centre other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least; the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Centre in general meeting, to such persons as are under these articles entitled to receive such notices from the Centre;

Provided that a meeting of the Centre shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Board and auditors, the election of Ordinary Board members in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors.

13. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five members present in person shall be a quorum.

14. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

15. The chairman, if any, of the Board shall preside as chairman at every general meeting of the Centre, or if there is no such chairman, or if he or the Vice-chairman shall not be present within fifteen minutes after the time appointed for the holding of the meeting or are unwilling to act the Board members present shall elect one of their number to be chairman of the meeting.

16. If at any meeting no Board member is willing to act as chairman or if no Board member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

17. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given 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.

18. 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:-

- (a) by the chairman; or
- (b) by at least three members present in person or in proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having a right to vote at the meeting

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Centre 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.

The demand for a poll may be withdrawn.

19. Except as provided in article 21, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. 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 second or casting vote.

21. 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 as the chairman of the meeting directs, and any other business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

22. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed as an ordinary resolution at a general meeting of the Centre duly convened and held.

VOTES OF MEMBERS

23. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

24. A member of unsound mind, or in respect of whom an order has been made by any competent court may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

25. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Centre have been paid.

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

27. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation either under seal or under the hand of an officer or attorney being duly authorised. A proxy need not be a member of the Centre.

28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power certified in accordance with Section 3 of the Powers of Attorney Act 1971 or a notarially certified copy of that authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

29.² An instrument appointing a proxy may be in the following form or in any other form which the Board shall approve:-

"OXFORD CENTRE FOR HEBREW AND JEWISH STUDIES

I/WE

of (complete address)

being a member/members of the above-named Centre, hereby appoint

of

or failing him

of

as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Centre to be held on the day of 19 ,
and any adjournment thereof.

Signed

this day of 19 ."

30. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

²"OXFORD CENTRE FOR HEBREW AND JEWISH STUDIES

I/WE

of (complete address)

being a member/members of the above-named Centre, hereby appoint

of

or failing him

of

, as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Centre to be held on the day of 19 ,
and at any adjournment thereof

Signed

this day of 19 .

This form is to be used *in favour of the
against

² Amended by a Special Resolution passed at an Extraordinary General Meeting held on 15 December 1998.

resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired."

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

32. 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 as aforesaid shall have been received by the Centre at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

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

BOARD OF GOVERNORS

34. There shall be a Board of Governors. Until otherwise determined by a general meeting the number of the members of the Board shall be not less than five nor more than twenty-one.

35.³ The following Appointing Bodies shall each be entitled to appoint one member, or in the case of The Board of the Faculty of Oriental Studies and the University of Oxford, two members, of the Board of Governors and shall each be further entitled to remove its nominated member or members of the Board of Governors or fill the vacancy in the Board of Governors created by the death retirement or removal of its nominated member or members:-

- (1) The Hebdomadal Council of the University of Oxford
- (2) The General Board of the Faculties of the University of Oxford
- (3) The Oriental Studies Board of the University of Oxford
- (4) The Board of the Faculty of Oriental Studies of the University of Oxford

³ Amended by a Special Resolution passed at an Extraordinary General Meeting held on 15 December 1998.

Any alteration of the provisions of this clause which has the effect of depriving any Appointing Body of its right to appoint or remove a member or members of the Board of Governors as aforesaid or of affecting the proportional representation of the various Appointing Bodies on the Board of Governors shall only be made with the consent in writing of the Appointing Bodies prejudiced thereby.

36. Any member of the Board appointed by an Appointing Body shall be known as a University Board Member and any other member of the Board shall be known as an Ordinary Board Member.

37. No qualification for membership of the Board shall be required other than membership of the Centre as an individual or nomination by a corporate member of the Centre or appointment by an Appointing Body.

38. At all times and notwithstanding anything contained in these articles there shall be at least one more Ordinary Board Member than there are University Board Members.

- (1) by the Hebdomadal Council of the University of Oxford - GEORGE DEREK GORDON HALL President, Corpus Christi College Oxford
- (2) by the General Board of the Faculties of the University of Oxford - Professor CECIL GRAYSON, Magdalen College, Oxford
- (3) by the Oriental Studies Board of the University of Oxford - GEZA VERMES Professorial Fellow, Wolfson College, Oxford
- (4) by The Governing Body of St Cross College Oxford - DAVID PATTERSON Fellow St Cross College Oxford and ALAN JONES Vice-Master, St Cross College, Oxford

(a) The following Ordinary Board Members have been invited by the University Board Members and have also agreed to serve as first members of the Board:

- (1) TREVOR EDWIN CHINN
- (2) SALLY HERBERT FRANKEL
- (3) WILLIAM FRANKEL, C.B.E.
- (4) ARTHUR LEVIN Doctor of Medicine
- (5) LESLIE LAZARUS PAISNER
- (6) HARRY STARR (U.S.A.)

39.⁴ (a) The Board members may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or general meetings of the Centre or in connection with the affairs of the Centre.

⁴ Articles 39 to 69 renumbered by a Special Resolution passed at an Extraordinary General Meeting held on 15 December 1998.

(b) The payment, in accordance with Clause 6 of the Memorandum of Association, to members of the Board of Governors of remuneration for teaching services shall be subject to the provisions that:-

- (i) not more than one-third of the Members for the time being of the Board of Governors shall be in receipt of such remuneration at any time,
- (ii) no Member of the Board of Governors shall vote on any resolution relating to the provision by him of teaching services or to the remuneration payable to him in respect thereof

BORROWING POWERS

40. The Board may exercise all the powers of the Centre to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt liability or obligation of the Centre.

POWERS AND DUTIES OF THE BOARD

41. The affairs of the Centre shall be managed by the Board which may pay all expenses incurred in promoting and registering the Centre and which may exercise all such powers of the Centre as are not by the Act or by these articles required to be exercised by the Centre in general meeting subject nevertheless to the provisions of the Act or these articles and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Centre in general meeting, but no regulation made by the Centre in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

42. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Centre outside the United Kingdom for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any attorney to delegate all or any of the powers, authorities and discretions vested in him.

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

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

- (a) of all appointments of officers made by the Board;

- (b) of the names of the Board members present at each meeting of the Board and of any committee of the Board;
- (c) of all resolutions and proceedings at all meetings of the Centre and of the Board and of committees of the Board;

and every Board member present at any meeting or meetings of the Board shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF BOARD MEMBERS

45. The office of Board Member shall be vacated if the Board member:-

- (a) being an Ordinary Board Member, ceases to be a member of the Centre or, if nominated for membership of the Board by a corporate member, his nomination is revoked or the body nominating him ceases to be a member of the Centre or, if being a University Board Member his appointment is revoked by the Appointing Body which appointed him;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes of unsound mind or is convicted of an indictable offence for which he is sentenced to a term of imprisonment; or
- (d) resigns his office by notice in writing to the Centre; or
- (e) ceases to be a member of the Board by virtue of any provision of the Act.

ROTATION OF ORDINARY BOARD MEMBERS

46. At the conclusion of the first annual general meeting of the Centre and at the conclusion of the annual general meeting to be held in every subsequent year one-third of the Ordinary Board Members for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

47. The Ordinary Board Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Ordinary Board Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

48. A retiring Ordinary Board Member shall be eligible for re-election.

49. The Centre at the meeting at which an Ordinary Board Member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Ordinary Board Member shall, if offering himself be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Ordinary Board

Member shall have been put to the meeting and lost.

50. No person other than an Ordinary Board Member retiring at the meeting shall unless recommended by the Board be eligible for election to the office of Ordinary Board Member at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the Office notice in writing, signed by a member duly qualified to attend 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 by that person of his willingness to be elected.

51. The Centre may from time to time by special resolution increase the number of Ordinary Board Members, and may also determine in what rotation the increased number is to go out of office.

52. The Centre may from time to time by special resolution reduce the number of Ordinary Board Members provided that there shall at all times be a majority of Ordinary Board Members as required by Article 38.

53. The Board shall have power at any time, and from time to time, to appoint any person to be an Ordinary Board Member either to fill a casual vacancy among the Ordinary Board Members or as an addition to the Board. Any Ordinary Board Member so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Ordinary Board Members who are to retire by rotation at such meeting.

54. Any person appointed to be the Principal of the Centre who is not already a member of the Board, shall, upon such appointment, become a member of the Board, but so that the total number of Board Members shall not at any time exceed the number fixed in accordance with these articles. In the event of the Principal becoming a Member of the Board by virtue of this Clause, he shall not be regarded as either an Ordinary Board Member or a University Board Member for the purposes of Articles 38 and 52.

55. The Centre may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any Ordinary Board Member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Centre and such Ordinary Board Member.

56. The Centre may by ordinary resolution appoint another person in place of an Ordinary Board Member removed from office under the immediately preceding article. Without prejudice to the powers of the Board under these articles the Centre in general meeting may appoint any person to be an Ordinary Board Member either to fill a casual vacancy or as an additional Ordinary Board Member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become an Ordinary Board Member on the day on which the Ordinary Board Member in whose place he is appointed was last elected an Ordinary Board Member.

UNIVERSITY BOARD MEMBERS

57. At the conclusion of the first annual general meeting of the Centre and thereafter, the University Board Members shall continue in office until retirement, disqualification or removal in accordance with the provisions of these Articles. If any University Board Member shall retire or become disqualified or be removed in accordance with the provisions of these articles or for any reason cease to hold office, he shall be replaced by a person appointed in writing to the Centre by the Appointing Body which appointed him.

58. The Centre may by ordinary resolution of which special notice has been given in accordance with the Act, remove any University Board Member notwithstanding anything in these Articles or in any agreement between the Centre and such University Board Member or between the Centre and the Appointing Body which appointed such University Board Member.

59. Subject to Clause 5 of the Memorandum the Centre may from time to time by special resolution increase or reduce the number of University Board Members save that any resolution increasing their number shall, if necessary, also increase the number of Ordinary Board Members in order to comply with Article 38 and shall further provide for the number of University Board Members which each Appointing Body shall be entitled to appoint.

PROCEEDINGS OF THE BOARD

60. The Board members may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Board member may, and the Secretary on the requisition of a Board member shall, at any time summon a meeting of the Board. Any Board Member who is for the time being absent from the United Kingdom may give written notice of his address to the Secretary and such Board Member shall be entitled to receive notices of any meeting of the Board.

61. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be three of whom at least two shall be Ordinary Board Members.

62. The continuing Board members may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Board members, the continuing Board members or Board member may act for the purpose of increasing the number of Board members or Ordinary Board Members to that number, or of summoning a general meeting of the Centre but for no other purpose.

63. (a) The Board may elect a chairman of their meetings. The Chairman of the Board shall always be an Ordinary Board Member and the first chairman shall be Professor Sally Herbert Frankel.

(b) The Board may elect a Vice-chairman. The Vice-chairman shall always be a University Board Member and the first Vice-chairman shall be George Derek Gordon Hall.

(c) If no such Chairman or Vice-chairman is elected or if at any meeting neither the

chairman nor the Vice-chairman are present within ten minutes after the time appointed for holding the same, the Board Members present may elect an Ordinary Board Member to be chairman of the meeting.

(d) The chairman and Vice-chairman shall each hold office for three years and shall be eligible for re-election (subject to his remaining a Member of the Board).

64. The Board may delegate any of their powers to committees consisting of such persons (being qualified for membership of the Board) 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 it by the Board.

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

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

67. All acts done by any meeting of the Board or of a committee of the Board, or by any persons acting as Board members, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Board Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board Member.

68. (a) In order to assist and advise the Board there shall also be constituted an Academic Advisory Council. All members of the Academic Advisory Council shall be appointed by resolution of the Board which shall determine the period for which members shall remain members of the Academic Advisory Council and any member may be removed from office by resolution of the Board. The meetings and proceedings of the Academic Advisory Council shall be governed by the provisions of these articles for regulating the meetings and proceedings of the Board so far as applicable but the Academic Advisory Council shall not have the executive powers of the Board hereinbefore conferred.

(b) The Principal of the Centre for the time being shall be the Chairman of the Academic Advisory Council. If at any meeting, the Principal is not present within ten minutes after the time appointed for holding the same the members of the Academic Advisory Council present may, if they so wish, choose one of their number to be chairman of the meeting.

69.⁵ By placing Article 69 (previously Article 70) with a new Article 69 as follows:-

"69. Members of the Board may participate in or hold a meeting of the Board by telephone conference or similar communications equipment so that all persons participating in the

⁵ Amended by a Special Resolution passed at an Extraordinary General Meeting held on 15 December 1998.

meeting can hear each other. Participation by such means shall be deemed to constitute presence in person and business transacted shall be effective for all purposes as that of a meeting of the Board duly convened and physically present."

THE PRINCIPAL

70. The Board may from time to time appoint any person to the office of Principal of the Centre for such period and on such terms as it thinks fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment, provided that the Principal shall not at any meeting, vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting at which such contract or arrangement is considered. The Principal shall not, whilst holding that office, be subject to retirement by rotation from the Board or be taken into account in determining the rotation of retirement of members of the Board but his appointment shall be automatically determined if he ceases from any cause to be a member of the Board unless the Board resolves otherwise.

71. The Principal of the Centre shall receive such remuneration as the Board may determine.

72. The Board may entrust to and confer upon the Principal of the Centre any of the powers exercisable by it upon such terms and conditions and with such restrictions as it may think fit, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

SECRETARY

73. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Board.

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

THE SEAL

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

ACCOUNTS

76. The Board shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Centre and the matters in respect of which receipt and expenditure takes place;

- (b) all sales and purchases of goods by the Centre; and
- (c) the assets and liabilities of the Centre.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Centre's affairs and to explain its transactions.

77. The books of account shall be kept at the Office or subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the Board.

78. The Board may from time to time impose reasonable restrictions as to the time and manner at or in which the accounts and books of the Centre shall be open to the inspection of members not being Board Members, and subject to such restrictions the accounts and books shall be open to inspection by such members at all reasonable times during business hours.

79. The Board shall from time to time, in accordance with the provisions of the Act, cause to be prepared and to be laid before the Centre in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act.

80. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Centre in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Centre.

Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Centre is not aware or to more than one of the joint holders of any debentures.

AUDIT

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

NOTICES

82. (a) Subject to sub-clause (b) hereof, a notice may be given by the Centre to any member either personally or by sending it by post to him or to his registered address, or (if he had no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Centre for the giving of notice to him. Where a notice is sent by post, the service of the notice shall be deemed to be effected by properly addressing, prepaying and posting by first-class post a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

(b) Where a Member or a Board Member is for the time being absent from the United Kingdom and has in writing given notice of his address outside the United Kingdom to the Secretary, a notice may be given by the Centre to such Member or Board Member either personally or by sending

it by post to the address so given. Where a notice is sent by post pursuant to this sub-clause, the service of the notice shall be deemed to be effected by properly addressing, prepaying and posting by express air mail post a letter containing the notice and to have been effected at the time at which the letter would be delivered in the course of such posting.

83. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Centre an address within or without the United Kingdom for the giving of notices to them; and
- (b) the auditor for the time being of the Centre

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

DISSOLUTION

84. The provisions of the Memorandum of Association relating to the winding-up or dissolution of the Centre shall have effect and be observed as if the same were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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GEZA VERMES

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University Reader

G. D. HALL

Presidents Lodgings, Corpus Christi
Oxford OX1 4JF
College President

DATED the 20th day of March 1973

WITNESS to the above Signatures:-

C. R. GREEN
44 Bedford Square,
London WC1
Solicitor

**THE COMPANIES ACTS
1948 to 1967**

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

of

**OXFORD CENTRE FOR
HEBREW AND JEWISH STUDIES**

No. 1109384

**Incorporated:
18th April 1973
as amended by Special Resolutions
passed at an Extraordinary
General Meeting held on
15 December 1998**

**PAISNER & CO
44 Bedford Square
London WC1B 3DU**