

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the
requirements of the Companies Acts 1948 to 1976
on application for registration of a companyPursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976

41

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering

Company number

1488690

Name of Company

BEN URI ART SOCIETY

Limited*

I, MARTIN DAVID PAISNER

of BOUVERIE HOUSE

154, Fleet Street,

London EC4A 2DQ.

do solemnly and sincerely declare that I am a solicitor of the Supreme Court
engaged in the formation of the Company

of BEN URI ART SOCIETY

Limited*

and that all the requirements of the Companies Acts 1948 to 1976
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 1835Declared at the offices of Messrs. Speechly Bircham
4th Floor, Bouverie House,
154 Fleet Street, London EC4A 2DQthe Sixth day of MarchOne thousand nine hundred and eighty

before me

A. Commissioner for Oaths

Solicitor

Presentor's name, address and
reference (if any)PAISNER & CO.
BOUVERIE HOUSE
154 Fleet Street,
London EC4A 2DQ
Ref: 14/22308A

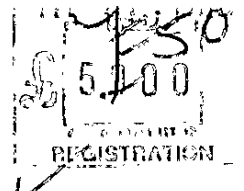
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General section

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of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths* delete if
inappropriate† Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

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THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

13 MAR 1976

1488690

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Memorandum of Association

OF

BEN URI ART SOCIETY LIMITED

1. The name of the Company (hereinafter called "the Trust") is "BEN URI ART SOCIETY LIMITED".
2. The registered office of the Trust will be situate in England.
3. The objects for which the Trust is established are:—
 - (a) to advance the education of the public in the art, literature, language, music, history, religion, philosophy and culture of the Jewish people wheresoever situate and in particular (but without prejudice to the generality of the foregoing) to promote the improvement of public taste in the fine arts of painting, drama, literature and music; and
 - (b) to render financial assistance to artists, writers and scholars and former artists, writers and scholars in such fields who are in need of assistance by reason of their financial circumstances.

In furtherance of the aforementioned objects but not further or otherwise the Trust shall have the following powers:—

- (i) to acquire and take over the whole of the undertaking assets debts and liabilities of the unincorporated charitable association known as THE BEN URI ART SOCIETY.
- (ii) to acquire, maintain and preserve a representative collection of paintings or other works of art.
- (iii) to promote the study of the history and development of Jewish fine arts.

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For 5/10/76 10/10/76

- (iv) to assist in and organise lectures, seminars and exhibitions for the public benefit.
- (v) to stimulate the writing, publication and dissemination of books, periodicals, journals or other printed matter calculated to advance the charitable objects of the Trust.
- (vi) to encourage, organise or assist in the organising of art or book exhibitions for the objects aforesaid.
- (vii) to make grants to or otherwise assist charitable schools, universities or other charitable institutions of learning in connection with the advancement of the above objects or any of them.
- (viii) to provide prizes, bursaries or scholarships related to the pursuit of the above objects or any of them.
- (ix) to promote or facilitate the publication or exhibition of works in the charitable fields of learning aforesaid combining literary or artistic merit with a high scholastic or artistic standard especially by poor young artists or writers where such works might otherwise remain unpublished, unexhibited or unwritten.
- (x) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary for the promoting of its objects and to construct, maintain, manage and alter any buildings or erections necessary for the work of the Trust and in particular a gallery for the exhibition or display of the Trust's collection and to fit out such property and buildings with all necessary furniture and other equipment.
- (xi) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust which are necessary with a view to the promotion of its objects provided that the Council shall cause a catalogue or index to be compiled and maintained of the Trust's collection of paintings or other works of art no part of which shall be sold or otherwise disposed of unless a three-quarter majority of the Council present in person at a meeting of the Council specially convened shall have approved the same.
- (xii) to undertake, accept, execute and administer any charitable trusts which may lawfully be undertaken by the Trust and may be necessary for its objects.
- (xiii) to borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit.
- (xiv) to accept and invite subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept

surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Trust and generally to manage, invest and expend all monies belonging to the Trust as hereinafter provided.

- (xv) to invest the monies of the Trust not immediately required for its purposes in or upon such investments, securities or property 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 and subject also as hereinafter provided.
- (xvi) to invest the monies of the Trust not immediately required for its purposes in or upon such investments, securities or property of whatsoever nature and wheresoever situate and whether involving liabilities or producing income or not as may be thought fit subject nevertheless as hereinafter provided.
- (xvii) to enter into and carry out contracts.
- (xviii) to engage and remunerate agents, employ and remunerate such staff as may from time to time be necessary, grant pensions and retirement benefits to or for employees or former employees of the Trust and to the widows children and other dependants of deceased employees who are in necessitous circumstances and pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees of the Trust their widows children and other dependants.
- (xix) to constitute special charitable trusts for any particular purposes of the Trust, to act as trustee of any such special charitable trust whether constituted by the Trust or otherwise and generally undertake and execute any charitable trusts which may lawfully be undertaken by the Trust and may be necessary for its objects.
- (xx) to co-operate with any other charitable body concerned to achieve the objects of the Trust or any of them.
- (xxi) to establish and support or aid in the establishment and support of any charitable association or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects.
- (xxii) to do all such other things as are necessary for the attainment of the above objects or any of them.

PROVIDED THAT:—

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Trust shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Trust would make it a trade union.

(iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

4. The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust and no member of its Council of Management shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust; Provided that nothing herein shall prevent any payment in good faith by the Trust:—

- (a) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a member of its Council of Management) for any services rendered to the Trust;
- (b) of interest on money lent by any member of the Trust or of its Council of Management at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bank of England, or 3% whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Trust or of its Council of Management;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management may be a member holding not more than one hundredth part of the capital of that company;
- (e) to any member of its Council of Management of reasonable out-of-pocket expenses.

5. The fourth paragraph of this Memorandum contains conditions to which a licence granted by the Department of Trade to the Trust in pursuance of Section 19(1) of the Companies Act, 1948, is subject.

6. The liability of the members is limited.

7. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Trust 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 £1.

8. If upon the winding up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust; and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision 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

A. M. *Marguerite*
4 Sidmouth Road NW2 Company Director ✓

L. L. *L. L.*
Tudor House Haverham Rd NW2 Company Director ✓

W. S. *Alice Schiwal*
61 Antrim Mansions NW3 Housewife ✓

H. A. C. *H. A. C.*
6 Haslemere Ave NW4 Company Director ✓

John D. Parnis
Bawzee House
First Street East. Solicitor ✓

I. F. *I. F.*
61, Antrim Mansions
Mick Rd. Luder NW3 Civil Servant ✓

R. F. *R. F.*
43, Clarendon Rd EC1 Managing Director ✓

DATED this 6th day of March 1980

WITNESS to the above Signatures:—

Margaret Grant
32 Cottage Field Close
Sudbury, Kent
Secretary

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

1488690/3

Articles of Association

OF

BEN URI ART SOCIETY LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:—

WORDS	MEANINGS
The Act	The Companies Act 1948.
These presents	These Articles of Association, and the regulations of the Trust from time to time in force.
The Trust	The above-named Company.
The Council	The Council of Management for the time being of the Trust.
The Office	The registered office of the Trust.
The Seal	The common seal of the Trust.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And 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; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

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

MEMBERS

3. The number of members with which the Trust proposes to be registered is 25 but the Council may from time to time register an increase of members.

4. (i) The subscribers to the Memorandum of Association and such other persons or association as may desire to be admitted to membership and who may be elected by the Council to membership shall be members of the Trust.

(ii) For the purposes hereof the expression "association" shall be deemed to include any body corporate and any unincorporated association whom the Council may elect to membership Provided that no firm or other unincorporated association may as such become a member of the Trust, but if any firm or other unincorporated association, which would, if incorporated, have been eligible for membership should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application form as its representative and exercise the rights of membership on its behalf. Every person so nominated who is admitted to membership shall have the same rights and be subject to the same incidents and liabilities as any other individual member, except that if his nomination is revoked by the body nominating him he shall forthwith cease to be a member of the Trust.

5. Every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Council may from time to time determine.

6. Election to membership shall be made by the Council which shall have full discretion to elect or refuse to elect a member.

7. The Council may elect as Honorary Members of the Trust, for life or for any less period, persons having distinguished literary academic or other attainments or qualifications. Honorary Members shall not sign an application for membership of the Trust and shall not have any vote at meetings of the Trust. They may be invited by the Council to sit, without any vote, on the Council or on any committee and to give to the Trust their advice and assistance. The Council shall from time to time define the privileges which Honorary Members shall be entitled to enjoy, but Honorary Members shall not be members for the purposes of the Act and accordingly particulars in relation to them shall not be entered in the Register of Members kept pursuant to Section 110 thereof.

8. By unanimous vote of the Council or, if there shall be more than six members of the Council, by resolution of the Council passed by a majority of not less than three-fourths of the Council members present and voting at a meeting of the Council convened for the purpose (at which the member concerned shall be entitled to be heard in person) the membership of any member of the Trust may be terminated.

9. A member may by notice in writing resign his membership but shall be eligible for re-election.

GENERAL MEETINGS

10. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen

months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the Year of its incorporation or in the following year.

11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

12. The Council 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 Section 132 of the Act.

13. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

17. If within half an hour from the time appointed for the holding of a General 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 at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

18. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Trust who shall be present to preside.

19. 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

20. 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least seven members present in person or by proxy, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

24. 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 a poll has been demanded.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every member shall have one vote.

26. (a) Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

(b) Any corporation which is a member of the Trust may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Trust. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the Chairman or other proper officer of the governing body of a corporation shall be conclusive evidence of such appointment.

27. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Article 26 (b) or Section 139 of the Act. A proxy need not be a member.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, or under the hand of some officer duly authorised in that behalf.

29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed 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. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. 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 the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:—

"BEN URI ART SOCIETY LIMITED

"I,
 "of
 "a member of BEN URI ART SOCIETY LIMITED hereby appoint
 "
 "of
 "and failing him,
 "of
 "to vote for me and on my behalf at the [Annual or Extraordinary, or
 "Adjourned, as the case may be] General Meeting of the Trust to be
 "held on the day of 19 , and at every adjourn-
 "ment thereof.

"As witness my hand this day of 19 ".

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

COUNCIL OF MANAGEMENT

32. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than five nor more than twenty.

33. The members of the Council shall be:—

- (A) The subscribers to the Memorandum of Association, and
- (B) Such other persons (being members of the Trust or the authorised representatives of corporations which are members) as shall from time to time be elected thereto by the members of the Trust in General Meeting as hereinafter provided.

Provided that no person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by Clause 4 of the Memorandum of Association) shall be eligible for membership of the Council. The Council shall comprise the Honorary Officers of the Trust, that is to say:—

- (i) The Chairman
- (ii) The Vice-Chairman
- (iii) The Honorary Treasurer or Honorary Treasurers (not exceeding two)
- (iv) The Honorary Secretary
- (v) The President and
- (vi) The Vice-Presidents (not exceeding three)

all of whom shall be elected by the members of the Trust in accordance with the provisions herein contained.

POWERS OF THE COUNCIL

34. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

35. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

ORGANISING SECRETARY

36. (a) The Organising Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Organising Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant, or deputy Organising Secretary and any person so appointed may act in place of the Organising Secretary if there be no Organising Secretary or no Organising Secretary capable of acting.

(b) The Organising Secretary shall also be the Curator of the Trust's collection of paintings or other works of art.

THE SEAL

37. The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Honorary Secretary, and the said members the Honorary Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person *bona fide* dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. The office of a member of the Council shall be vacated:—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Trust or the authorised representative of a corporation which is a member.
- (D) If by notice in writing to the Trust he resigns his office.
- (E) If he ceases to hold office by reason of any order made under Section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
- (G) If he ceases to be a member by virtue of Section 185 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

39. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

40. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

41. The Trust may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall if offering himself for re-election, 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 member shall have been put to the meeting and lost.

42. No persons not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified 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. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

43. The Trust may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

44. In addition and without prejudice to the provisions of Section 184 of the Act, the Trust 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 qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

45. The Council may from time to time appoint any eligible person as a member of the Council to fill a casual vacancy or as an addition to the Council provided that the prescribed maximum be not exceeded. Any member so appointed shall vacate office at the next Annual General Meeting but shall then be eligible for election.

PROCEEDINGS OF THE COUNCIL

46. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

47. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

48. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period 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 meeting and willing to preside, the members of the Council shall choose one of their number to be Chairman of the meeting.

49. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.

50. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. The Honorary officers shall be *ex-officio* members of all committees.

51. All acts *bona fide* done by any meeting of the Council or of any 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 or continuance in office of any such 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 or had duly continued in office and was qualified to be a member of the Council.

52. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust, and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

53. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

54. The Council shall cause proper books of account to be kept with respect to:—

- (A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Trust; and
- (C) the assets and liabilities of the Trust.

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 affairs of the Trust and to explain its transactions.

55. The accounting records shall be kept at the office, or, subject to Section 12(6) and 7 of the Companies Act 1976, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

56. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the

Council) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Council or by the Trust in General Meeting.

57. At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are herein-after directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.

AUDIT

58. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

59. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

60. A notice may be served by the Trust upon 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.

61. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust 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 and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom, shall be entitled to receive notices from the Trust.

62. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

63. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

A 57 *Richard [Signature]*
4 Sidmouth Rd NW2 Company Director ✓

L L. *[Signature]*
Tudor House Llanfair Rd NW2 COMPANY DIRECTOR ✓

W S *Alfred Schwalb* ✓
61 Antrim Mansions NW3 Housewife

H A C *[Signature]* ✓
6 Haslemere Ave NW4 Company Director

Walter S. Paine ✓
Bancroft House
54 First St EC4 Solicitor

I F *[Signature]*
67, Arkle Mansions
Ark Rd, Ladbroke NW3 Civil Servant ✓

R F *[Signature]*
43 Clerkenwell Rd EC1 Managing Director ✓

DATED this 6th day of March 1980.

WITNESS to the above Signatures:—

Magaret Grant
32 Cottage Field close,
Sudley, Kent
Secretary. ✓



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binding margin

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

* delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Form No. 1

1

Company number

1488690/1

Name of Company

BEN URI ART SOCIETY

Limited*

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

21, DEAN STREET

LONDON W1V 6NE.

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

X

PAISNER & CO., First Floor

Bouverie House, 154, Fleet Street,

London EC4A 2DQ.

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

4

Presentor's
reference (if any):

14/EMG

PAISNER & CO.

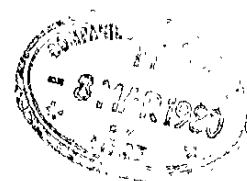
BOUVERIE HOUSE

154 FLEET STREET

LONDON EC 4A 2DQ

For official use
General section

Post room



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

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Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	MARGULIES Alexander (Mr.)	Business occupation	Company Director
Former name(s) (note 3)		Nationality	British
Address (note 4)	4 Sidmouth Road, London N.W.2.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	See list attached.		
I hereby consent to act as director of the company named on page 1			
Signature	<i>[Signature]</i>	Date	6.3.80

Name (note 2)	LOWENTHAL LAURIE (Mr.)	Business occupation	Company Director
Former name(s) (note 3)		Nationality	British
Address (note 4)	TUDOR HOUSE LLANVANOR ROAD N.W. 2	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	Cavendish Management Limited Leo Baeck Day Centre Limited, St.Albans Squash Club Limited Tudor Webasto Sunroofs Limited, and Hendon Squash Club Limited.		
I hereby consent to act as director of the company named on page 1			
Signature	<i>[Signature]</i>	Date	6.3.80

Name (note 2)	SCHWAB Alice (Mrs.)	Business occupation	Housewife
Former name(s) (note 3)		Nationality	British
Address (note 4)	61 Antium Mansions Antium Road Hendon N.W.3	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature	<i>[Signature]</i>	Date	14-1-80

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write in this
binding margin

Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

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

Name (notes 2 & 7)	FISHER RICHARD (Mr.)
Former name(s) (note 3)	
Address (notes 4 & 7)	43 Clerkenwell Road, LONDON E.C.1.
I hereby consent to act as secretary of the company named on page 1	
Signature <i>RF</i>	Date <i>10.1.1980</i>

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature *Pennie* [Subscriber] [Agent]† Date *6.3.80*

Signature [Subscriber] [Agent]† Date

MR. ALEXANDER MARGULIES

DIRECTORSHIPS AT 31.1.79

Time Products Limited
Baume & Company Limited,
Carley & Clemence Limited
Citizen Time (UK) Limited
Citizen Watches Limited
Convair Import & Export Company Limited
Convair Travel International Limited
Corporate Time Limited
Elco Clocks & Watches Limited
F.F. Curry Limited
Finecraft Productions Limited
Global Watches Limited
Global (Russian Precision) Watches Limited
Godfrey Jewellers Limited
Harris (Jewellery) Limited
Hatton Jewellery Company Limited
Helvetia Watch Company Limited
Hirst Brothers & Company Limited
Hirst (Oldham) Storage Limited
Imhof Clocks Limited
I.W.C. Schaffhausen Limited
London Digital Watch Company Limited
M. & F. Diamond Company Limited
J. Weir & Son Limited
Robertsons (London) Limited
Services Watches (Sales) Limited
Time Products Overseas Limited
Vremex Limited
W.D. Morgan & Company Limited
World Watch Company Limited

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THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 1
to Form No. 1

Company number

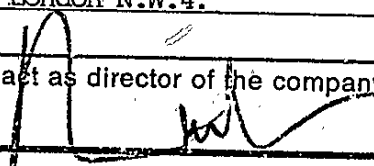
1488690

Name of Company

BEN URI ART SOCIETY

Limited*

Particulars of other directors (continued)

Name (note 2)	CHESTERMAN Harvey Alan (Mr.)	Business occupation
		Company Director
Former name(s) (note 3)		Nationality
Address (note 4)	6, Haslemere Avenue, London N.W.4.	British
		Date of birth (where applicable) (note 6)
I hereby consent to act as director of the company named on page 1		
Signature		Date
		11/7/79

Particulars of other directorships

See list attached.

continued overleaf

MR HARVEY ALAN CHESTERMAN

Directorships at 31.1.79

Time Products Limited
Baume & Company Limited
Carley & Clemence Limited
Citizen Time (UK) Limited
Citizen Watches Limited
Convair Import & Export Company Limited ✓
Convair Travel International Limited ✓✓
Corporate Time Limited
Elco Clocks & Watches Limited
F.F. Curry Limited
Finecraft Productions Limited ✓
Global Watches Limited
Global (Russian Precision) Watches Limited ✓
Godfrey Jewellers Limited ✓
Harris (Jewellery) Limited
Hatton Jewellery Company Limited ✓
Helvetia Watch Company Limited ✓
Hirst Brothers & Company Limited ✓
Hirst (Oldham) Storage Limited
Imhof Clocks Limited
J. Weir & Son Limited
I.W.C. Schaffhausen Limited
London Digital Watch Company Limited ✓
Remex International Precision Time Limited ✓
Robertsons (London) Limited
Services Watches (Sales) Limited
Time Products Overseas Limited
The Swiss Watch Company Limited ✓
Vremex Limited
W.D. Morgan & Company Limited ✓
World Watch Company Limited ✓
Classics Limited
Purehand Limited.

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THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 2
to Form No. 1

Company number

1488690

Please complete
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Name of Company

Delete if
appropriate

BEN URI ART SOCIETY

Limited*

Particulars of other directors (continued)

Name (note 2)	<u>PAISNER Martin David (Mr.)</u>	Business occupation
		<u>Solicitor</u>
Former name(s) (note 3)		Nationality
Address (note 4)	<u>First Floor, Bouverie House,</u>	<u>British</u>
	<u>154, Fleet Street,</u>	Date of birth (where applicable)
	<u>London EC4A 2DQ.</u>	(note 6)
I hereby consent to act as director of the company named on page 1		
Signature	<u><i>M. D. Paisner</i></u>	Date <u>6-3-80</u>

Particulars of other directorships

Please see attached list.

Delete if
appropriate

continued overleaf 1

MARTIN DAVID PAISNER

LIST OF DIRECTORSHIPS

B'nai B'rith Foundation Limited.
Oxford Synagogue and Jewish Centre Ltd.
Family Trustee Company Limited.
Holne Chase Trustee Company Limited.
J.B. Rubens Charity Trustees Limited.
Ian Hodgkins & Company Limited.
Kinsdale Investments Limited
O'Hana Gallery Limited.
Carlos Properties Limited.
Isle of Wight Hotels Limited
Jewish Literary Trust Limited
Focusgrove Ltd.
Hawkhope Limited.
J. F. Advertising Limited.
Oxford Centre For Post-Graduate Hebrew Studies.
Pincrest Limited
Creditround Limited
Starmain Limited
Sussex Chambers Limited
Chelsea Investments Limited.
Weizmann Institute Foundation Limited.

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THE COMPANIES ACTS 1948 TO 1976



Statement of first directors and secretary and intended situation of registered office

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appropriate

Continuation sheet No. 3
to Form No. 1

Company number

1488690

Name of Company

BEN URI ART SOCIETY

Limited*

Particulars of other directors (continued)

Name (note 2)	SCHWAB Walter Manfred (Mr.)	Business occupation
		<i>Cont. Secy</i>
Former name(s) (note 3)		Nationality
Address (note 4)	61 Antrim Mansions	<i>British</i>
	London NW3.	Date of birth (where applicable) (note 6)
		<i>2.7.1913</i>
I hereby consent to act as director of the company named on page 1		
Signature	<i>[Signature]</i>	Date <i>14 June 1980</i>

Particulars of other directorships

if
appropriate

continued overleaf

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THE COMPANIES ACTS 1948 TO 1976



Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 4
to Form No. 1

Company number

1488690

Please complete
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in black type, or
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Name of Company

BEN URI ART SOCIETY

Limited*

Particulars of other directors (continued)

Name (note 2)	FISHER Richard (Mr.)	Business occupation
		MAN-DIRECTOR
Former name(s) (note 3)		Nationality
Address (note 4)	43. CUCKENWELL ROAD	
	LONDON E.C.1.	Date of birth (where applicable) (note 6)
I hereby consent to act as director of the company named on page 1		
Signature	<i>R. Fisher</i>	Date 14-1-80

Particulars of other directorships

Mission Fashions Ltd.
43. Cuckenwell Rd.
London E.C.1.
B.B. Administration Co. Ltd.
20. Capthall Avenue E.C.2.

† delete if
inappropriate

continued overleaf †



COPY

CERTIFICATE OF INCORPORATION

No. 1488690

I hereby certify that

BEN URI ART SOCIETY LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the

1ST APRIL 1980

E. A. WILSON

Assistant Registrar of Companies