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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

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

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

To the Registrar of Companies

For official use

For official use

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Name of company

* THE TRUSTEES OF THE J.S.S.M.

* insert full
name of Company

I, PAUL WHITEHEAD

of PAISNER & CO., Bouverie House, 154 Fleet Street, London EC4A 2DQ

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar under
section 10(2)]† and that all the requirements of the above Act in respect of the registration of the above
company and of matters precedent and incidental to it have been complied with,

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

Declared at 4th Floor
Bouverie House
154 Fleet Street EC4

Declarant to sign below



the 7th day of February
One thousand nine hundred and ninety four
before me W.A.S.A. (MT SMITH)

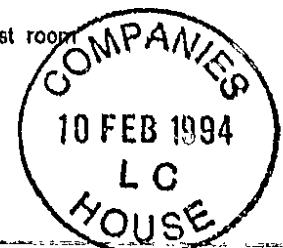
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

P. Whitehead Esq.
Paisner & Co.
154 Fleet Street,
LONDON EC4A 2DQ

For official Use
New Companies Section

Post room



G

COMPANIES FORM No. 30(5)(a)

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

30(5)(a)

Please do not write in this margin

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

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

Note

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

* insert full name of company

† delete as appropriate

For official use

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Company number

--

Name of company

* THE TRUSTEES OF THE J.S.S.M.

I, PAUL WHITEHEAD

of PAISNER & CO. Bouverie House, 154 Fleet Street, London EC4A 2DQ.

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

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

Declared at 4th Floor
Bouverie House
154 Fleet Street EC4

Declarant to sign below

Paul Whitehead

the 7th day of February
One thousand nine hundred and ninety four
before me M. J. Smith (M. J. Smith)

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

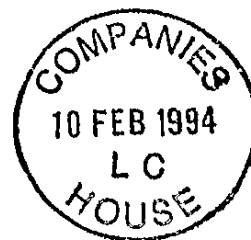
Presentor's name address and reference (if any):

P. Whitehead Esq.,
Paisner & Co.
Bouverie House,
154 Fleet Street,
London EC4A 2DQ

For official Use

New Companies Section

Post room



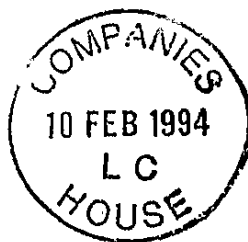
BERNARD FABER

LIST OF DIRECTORSHIPS

	<u>COMPANY NUMBER</u>
1) London and City Finance Group	1127695
2) London and City Trust Ltd	1089365
3) London and City Nominees Ltd	1125319
4) London and City (Agency) Ltd	729138
5) London and City (Trading) Ltd	1191138
6) London and City Securities Ltd	1124884
7) Keynote Investment Company Ltd	1069238
8) Prestfleet Trading Company Ltd	1120170
9) Stourmouth Investment Company Ltd	1103881
10) Derlester Suburban Estates Ltd	1379609
11) Wickingbay Ltd	1409516
12) LC (West End)	1501749
13) LC (City)	1466117
14) LL & A (Holdings)	1130195
15) Handlyre Ltd	1632082
16) Henry Stewart Conference Studies Ltd	1373036
17) Sandstalk Ltd	1716201
18) Boundacre Ltd	1285618
19) Faircord Ltd	1777542
20) Mountcell Ltd	1757143
21) Property Market Research Services Ltd	1736036
22) L.C.D Ltd	1849934
23) Meltham Suburban Estates Ltd	1845920
24) Actmast Ltd	1309388
25) London and City Realty Ltd	2134034
26) London and City Management Ltd	2128204
27) London and City Investments Ltd	2271313
28) London and City Shops Ltd	2347347
29) Plancircle Ltd	2479320
30) Issueideal Ltd	2565393
31) Henry Stewart Applications Software Ltd	2641848
32) Favourband Ltd	2682668
33) Cornwall Residential Ltd	2788860
34) Doubleapart Limited	2842282
35) London and City Estates Ltd	2849530

STAT-PLUS

Published with the approval of
Companies House, Cardiff.
(Approval CHA 3)



10

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

This form should be completed in black.

CN

For official use ☐

Company name (in full)

THE TRUSTEES OF THE J.S.S.M.

Registered office of the company on
incorporation.

RO

370/386 HIGH ROAD

Post town

WEMBLEY

County/Region

MIDDLESEX

Postcode

HA9 6AX

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

4

To whom should Companies House
direct any enquiries about the
information shown in this form?

PAISNER & CO. (REF: PW)

Bouverie House, 154 Fleet Street,

London

Postcode EC4A 2DQ

Telephone 071 353 0299

Extension

Company Secretary (See notes 1 - 5)Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address

Consent signature**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

*** Voluntary details****Consent signature****CS**

Jack Rainer

ULLMANN

AD

8 Gresham Gardens

London NW11 8PB

Post town LONDON

County/Region

Postcode NW11 8PB

Country GREAT BRITAIN

I consent to act as secretary of the company named on page 1

Signed

Jack R. Ullmann

Date

28/1/94

CD

BERNARD

FABER

AD

18 HIGHFIELD GARDENS

Post town LONDON

County/Region

Postcode NW11 9HB

Country GREAT BRITAIN

DO

21/08/38

Nationality

NA

BRITISH

OC

Co. Director

OD

List Attached

I consent to act as director of the company named on page 1

Signed

Bye

Date

3/2/94

Directors (continued)

(See notes 1 - 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

KENNETH

GRADON

AD

4 MEADWAY GATE

Post town LONDON

County/Region

Postcode NW11

Country GREAT BRITAIN

DD

20/07/19

Nationality

NA

BRITISH

OC

Co Director

OD

INDUSTRIAL DEVICES LTD

I consent to act as director of the company named on page 1

Signed

Date

31/2/94 X

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

Delete if the form
is signed by the
subscribers.

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

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

CD

PATRICE

KLEIN

AD

48 BRAMPTON GROVE

Post town LONDON

County/Region

Postcode NW4

Country GREAT BRITAIN

DO

19/01/510

Nationality **NA** FRENCH**OC**

Co. DIRECTOR

OD

AVON HOLDINGS LTD

I consent to act as director of the company named on page 1

Signed



Date 3-2-94

Signature of agent on behalf of all subscribers Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

JACK RAINER

ULLMANN

AD

8 GRESHAM GARDENS

Post town LONDON

County/Region

Postcode NW11

Country ENGLAND

DD 1191228

Nationality NA British

OC

Company Director

OD

Securiplex plc, Maranno Ltd,
Chiswell Wire Co Ltd

I consent to act as director of the company named on page 1

Signed

Jocelyn R. Ullmann

Date

28/1/94

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

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

Directors (continued)

(See notes 1 - 5)

Name***Style/Title****Forenames****Surname*****Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth**Business occupation****Other directorships***** Voluntary details****Consent signature****CD**

MANNY

WEISS

AD

27 THE DOWNAGE, HENDON

Post town LONDON

County/Region

Postcode NW4

Country

GREAT BRITAIN

DO

08/019/512

Nationality

NA

UNITED STATES OF AMERICA

OC

Co. Director

OD

MANRO S. LTD. MANRO HAYDAN LTD.

I consent to act as director of the company named on page 1

Signed

Date

3/2/94

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

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

Signed

Date

3/2/94

Signed

Date

3/2/94

Signed

Date

3/2/94

Signed

Date

3/2/94

Signed

Date

3/2/94

Signed

Date

2899353



THE COMPANIES ACTS 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

THE TRUSTEES OF THE J.S.S.M.

1. The name of the Company (hereinafter called "the Company") is The Trustees of the J.S.S.M.
2. The registered office of the Company will be situate in England.
3. The Object for which the Company is established is (subject to a Scheme of the Charity Commissioners for England and Wales) to undertake and carry on the office of trustee of the charity known as the Jewish Secondary Schools Movement (hereinafter called "the Charity").

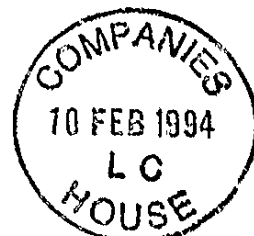
And in furtherance of the above mentioned object but not further or otherwise the Company shall have all such powers as are consistent with the trusts of the Charity.

PROVIDED THAT:-

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company 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 Board of Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable

K1968

177241



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 Board of Directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Board of Directors, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 2 per cent per annum less than the base lending rate prescribed by a High Street Bank chosen by the Board of Directors or 3 per cent whichever is greater on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Board of Directors of the Company shall be appointed to any salaried office of the Company or the Charity or any office of the Company or the Charity paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company or the Charity to any member of such Board of Directors, except repayment of reasonable 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 Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Directors may be a member, and in which such member shall not hold more than one hundredth part of capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Company 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 Company, but shall be transferred to the Charity to be held by its Trustee or Trustees appointed in substitution of the Company as part of the Charity's property.

K1968

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 AND ADDRESSES OF SUBSCRIBERS

SUBSCRIBERS

BERNARD FABER
18 Highfield Gardens, London NW11

KENNETH GRADON
4 Meadway Gate, London NW11

PATRICE KLEIN
48 Brampton Grove, London NW4

JACK RAINER ULLMANN
8 Gresham Gardens, London NW11

MANNY WEISS
27 The Downage, Hendon, London NW4

By
Revee
Jack R. Ullmann
Manny Weiss

DATED the *3rd* day of *February* 1994

WITNESS to the above Signatures:-

Yehuda Silver
Yehuda Silver

Yehuda Silver

51 Edgwarebury Lane
Huddersley

Leeds

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE TRUSTEES OF THE J.S.S.M

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 1985.
These presents	These Articles of Association, and the regulations of the Company from time to time in force.
The Company	The above-named Company.
The Board	The Board of directors for the time being of the Company.
The Office	The registered office of the Company.
The Seal	The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.

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 Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

OBJECTS

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

MEMBERS

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

4. The subscribers to the Memorandum of Association shall be the first members of the Company.

5. A person who is appointed to the Board under these presents shall at the same time become a member of the Company.

6. The members of the Company shall at all times be the same persons as the Board, so that if for any reason any person shall cease to be a member of the Company then he shall at the same time automatically cease to be on the Board and conversely if for any reason any person shall cease to be on the Board he shall also at the same time automatically cease to be a member of the Company.

7. A member may by notice in writing resign his membership.

GENERAL MEETINGS

8. The Company 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 Board, 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 Company 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.

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

10. 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 Section 368 of the Act.

11. 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 Company; 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.

12. 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

13. 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 Board and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

14. 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 three members or one third of the total number of members (whichever is greater) personally present shall be a quorum.

15. 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 where a quorum is not so present, the meeting shall stand adjourned to the same day in the next week, at the same time and

place, or at such other place as the Board 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.

16. The Chairman (if any) of the Board 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 Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

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 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.

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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, 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 Company 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.

19. Subject to the provisions of Article 20, 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.

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

21. 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.

22. 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

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

24. 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.

25. 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. A proxy need not be a member.

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

27. 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.

28. 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.

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

"THE TRUSTEES OF THE J.S.S.M"

"I,
"of
"a member of The Trustees of the J.S.S.M.
"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 Company to be held on the
"day of , and at every adjournment 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.

BOARD OF DIRECTORS

30. The Board of Directors of the Company shall consist when complete of five competent persons.

31. Except at first as hereinafter provided the directors shall be appointed by the Rabbis (together hereinafter referred to as "the Rabbis") for the time being of the following congregations namely: the North London Adath Israel situated at 40 Queen Elizabeth Walk London N16, the Golders Green, Beth Hamedrash Congregation situated at 9 The Riding, Golders Green, London NW11 and the Hendon Adath Israel situated at 11 Brent Street, London NW4.

32. Each appointment of directors shall be made for a term of five years at a meeting convened and held by the Rabbis. The Chairman of the said meeting shall cause the name of each person appointed by them to be notified forthwith to the directors or to the Company Secretary.

33. In default of an appointment of a director to any vacancy on the Board within 90 days of notice being given to the Rabbis in accordance with Article 37 of these presents the Board may appoint a director to any such vacancy.

34. The first directors shall be the following persons:-

Bernard Faber

Kenneth Gradon

Patrice Klein

Jack Rainer Ullmann

Manny Weiss

35. (1) No person employed by the Charity, in the schools of the Charity (in any capacity) or by the Company shall be eligible for appointment as a director.

(2) None of the Rabbis shall be a director.

36. No persons shall be entitled to act as a director whether on a first or any subsequent entry into office until after signing in the Minute Book of the directors a declaration of acceptance and willingness to act as a director of the Company.

37. (1) Upon the occurrence of a vacancy on the determination of a directorship the Board shall cause a note thereof to be entered in their Minute Book at their next meeting and shall cause notice thereof to be given as soon as possible to the Rabbis.

(2) Any competent person who has been a director may be reappointed.

POWERS OF THE BOARD

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

39. The members for the time being of the Board may act notwithstanding any vacancy in their body.

SECRETARY

40. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283(1) to (3) and 284 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

41. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board and of the Secretary, and the said members and 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 Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION AND RETIREMENT FROM THE BOARD

42. The office of a member of the Board shall be vacated:-

- (1) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (2) If he becomes of unsound mind.
- (3) If by notice in writing to the Company he resigns his office.
- (4) If he ceases to hold office by reason of any order made under Sections 295 to 299 and Schedule 12 of the Act.
- (5) If he is removed from office by a resolution duly passed pursuant to Sections 303 and 304 of the Act.

- (6) If he is absent from all meetings of the Board during a period of one year.

PROCEEDINGS OF THE BOARD:

43. The Board 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 by the Company in General Meeting, 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.

44. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board.

45. The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board 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 Board shall choose one of their number to be Chairman of the meeting.

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

47. The Board may delegate any of their powers to committees consisting of such member or members of the Board 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 Board. 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 Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Provided that all acts and proceedings of any such committee shall be reported back to the Board as soon as possible.

48. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, 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 Board.

49. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company, and of the Board and of committees of the Board, 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.

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

ACCOUNTS

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

- (1) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- (2) all sales and purchases of goods by the Company; and
- (3) the assets and liabilities of the Company.

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 Company and to explain its transactions.

52. The books of account shall be kept at the office, or, subject to sub-sections (1) and (2) of Section 222 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

53. The Board 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 Company or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.

54. At the Annual General Meeting in every year the Board shall lay before the Company 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 Company) 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 Board 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 240(4) 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 hereinafter directed to be served. The Auditors' report shall be open to inspection and/or be read before the meeting as required by Sections 236, 237, 241, 262 and 387 (1) of the Act.

AUDIT

55. Once at least in every year the accounts of the Company 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.

56. Auditors shall be appointed and their duties regulated in accordance with Sections 235 to 237 (inclusive), 241, 262, 384 to 394A (inclusive) and 713 of the Act and Part II of the Companies Act 1989, the members of the Board being treated as the Directors mentioned in those sections.

NOTICES

57. A notice may be served by the Company 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.

58. 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.

INDEMNITY AND INSURANCE

59. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the Company against any

liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

60. The Board shall have power using the assets of the Company to purchase and maintain insurance for the benefit of any person who is or was a director, officer, employee or auditor of the Company or who is or was at any time trustee of any retirement benefits scheme including (but without prejudice to the generality of the foregoing) insurance indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may lawfully be insured against.

DISSOLUTION

61. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

NAMES AND ADDRESSES OF SUBSCRIBERS

SUBSCRIBERS

BERNARD FABER
18 Highfield Gardens, London NW11

KENNETH GRADON
4 Meadway Gate, London NW11

PATRICE KLEIN
48 Brampton Grove, London NW4

JACK RAINER ULLMANN
8 Gresham Gardens, London NW11

MANNY WEISS
27 The Downage, Hendon, London NW4

Bye,
Patrice Klein
Jack R. Ullmann
Manny Weiss

DATED the 3rd day of February 1994

WITNESS to the above Signatures:-

Witness 1

Yvonne Silver

Witness 2

Yvonne Silver

Witness 3

*51 Edgwarebury Lane
Hoddeston*

Witness 4

Rabbi

FILE COPY



CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 2899353

I hereby certify that

THE TRUSTEES OF THE J.S.S.M.

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

Given under my hand at the Companies Registration Office,
Cardiff the 17 FEBRUARY 1994

A handwritten signature in cursive script, reading "P. A. Morgan".

P.A.MORGAN (MRS)
an authorised officer