

0246231

LETTERS PATENT

Incorporating

JEWISH NATIONAL FUND OF CANADA

(KEREN KAYEMETH LE'ISRAEL) INC.

DATED 14th November, 1961.

RECORDED 19th March, 1962.

Film 118 Document 135

"L. McCann"
for Acting Deputy Registrar Canada of Canada

Ref. No. 167915

HL

COAT-OF-ARMS

CANADA

By the Secretary of State of Canada

To all to whom these presents shall come, or whom the same may in anywise concern,

GREETING:

WHEREAS, in and by Part II of Chapter 53 of the Revised Statutes of Canada, 1952, known as the Companies Act, it is, amongst other things, in effect enacted that the Secretary of State of Canada may by letters patent under his seal of office grant a charter to any number of persons not less than three (3) who, having complied with the requirements of the said Act, apply therefor, constituting such persons and others who thereafter become members of the corporation thereby created a body corporate and politic without share capital for the purpose of carrying on, in more than one (1) province of Canada, without pecuniary gain to its members, objects of a national, patriotic, religious, philanthropic, charitable, scientific, artistic, social, professional or sporting character, or the like, upon the applicants therefor establishing to the satisfaction of the Secretary of State of Canada due compliance with the several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such charter;

AND . . .

AND WHEREAS CHARLES BENDER and SEYMOUR MORRIS

ZAMBROWSKY, Rabbi, and JOSEPH HATMAN FRANK, Insurance Executive,
of the City of Montreal, in the Province of Quebec,

LAWRENCE FREEMAN, of the City of Ottawa, in the Province of
Ontario, Business Executive, and SAMUEL BERNARD HURNICH, of the
City of Toronto, in the said Province of Ontario, Physician,

have made application for a charter under the said Act, constituting
them and such others as may become members in the corporation thereby
created a body corporate and politic under the name of

JEWISH NATIONAL FUND OF CANADA (KEREM HAYEMETH LE'ISRAEL) INC.

For the purposes hereinafter mentioned, and have satisfactorily
established the sufficiency of all proceedings required by the
said Act to be taken, and the truth and sufficiency of all facts
required to be established previous to the granting of such letters
patent, and have filed in the Department of the Secretary of State a
duplicate of the memorandum of agreement executed by the said
applicants in conformity with the provisions of the said Act;

NOW KNOW YE that the Secretary of State of Canada,
under the authority of the said Act, does, by these letters patent,
constitute the said CHARLES BENDER, SEYMOUR MORRIS ZAMBROWSKY,
JOSEPH HATMAN FRANK, LAWRENCE FREEMAN and SAMUEL BERNARD HURNICH
and all others who may become members in the Corporation a body
corporate and politic without share capital under the name of
JEWISH NATIONAL FUND OF CANADA (KEREM HAYEMETH LE'ISRAEL) INC.
with all the rights and powers conferred by the said Act, and for
the following purposes and objects, namely:-

to erect, provide, enlarge and administer a fund to be made

up . . .

up of voluntary contributions from the Jewish community and others to be used for charitable purposes.

The operations of the Corporation may be carried on throughout Canada and elsewhere.

The head office of the Corporation will be situate at the City of Montreal, in the Province of Quebec.

The said CHARLES BENDER, SEYMOUR MORRIS ZAMBROWSKY, JOSEPH NATHAN FRANK, LAWRENCE FREEMAN and SAMUEL BERNARD EISEWICH are to be the first directors of the Corporation.

And it is hereby ordained and declared that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds (2/3) of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Corporation to secure any such debentures or other securities or any money borrowed or any other liability of the Corporation.

Nothing in this clause limits or restricts the borrowing

of . . .

of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

And it is further ordained and declared that the business of the Corporation shall be carried on without pecuniary gain to its members and that any profits or other accretions to the Corporation shall be used in promoting its objects.

GIVEN under the seal of office of the Secretary of State of Canada at Ottawa this fourteenth day of November, one thousand nine hundred and sixty-one.

"Louis Lesage"

for the Secretary of State.

(SEAL)

Letters Patent
Incorporating

JEWISH NATIONAL FUND OF CANADA
(KEREN KAYEMETH LE'ISRAEL) INC.

DATED 14th November, 1961.

RECORDED 19th March, 1962

Film 118 Document 135

J. McLean
for Acting Deputy Registrar General of Canada.

Ref. No. 167915

HL



Canada

By the Secretary of State of Canada.

To all to whom these presents shall come, or whom the same may in anywise concern,

Greeting:

Whereas, in and by Part II of Chapter 53 of the Revised Statutes of Canada, 1952, known as the Companies Act, it is, amongst other things, in effect enacted that the Secretary of State of Canada may by letters patent under his seal of office grant a charter to any number of persons not less than three (3) who, having complied with the requirements of the said Act, apply therefor, constituting such persons and others who thereafter become members of the corporation thereby created a body corporate and politic without share capital for the purpose of carrying on, in more than one (1) province of Canada, without pecuniary gain to its members, objects of a national, patriotic, religious, philanthropic, charitable, scientific, artistic, social, professional or sporting character, or the like, upon the applicants therefor establishing to the satisfaction of the Secretary of State of Canada due compliance with the several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such charter;

AND...

AND WHEREAS CHARLES BENDER and SEYMOUR MORRIS ZAMBROWSKY, [REDACTED], and JOSEPH NATHAN FRANK, [REDACTED] of the City of [REDACTED], in the Province of [REDACTED] LAWRENCE FREIMAN, of the City of [REDACTED], in the Province of [REDACTED] [REDACTED], and SAMUEL BERNARD HURWICH, of the City of [REDACTED], in the said Province of [REDACTED], [REDACTED] have made application for a charter under the said Act, constituting them and such others as may become members in the corporation thereby created a body corporate and politic under the name of JEWISH NATIONAL FUND OF CANADA (KEREN KAYEMETH LE'ISRAEL) INC. for the purposes hereinafter mentioned, and have satisfactorily established the sufficiency of all proceedings required by the said Act to be taken, and the truth and sufficiency of all facts required to be established previous to the granting of such letters patent, and have filed in the Department of the Secretary of State a duplicate of the memorandum of agreement executed by the said applicants in conformity with the provisions of the said Act;

NOW KNOW YE that the Secretary of State of Canada, under the authority of the said Act, does, by these letters patent, constitute the said CHARLES BENDER, SEYMOUR MORRIS ZAMBROWSKY, JOSEPH NATHAN FRANK, LAWRENCE FREIMAN and SAMUEL BERNARD HURWICH and all others who may become members in the Corporation a body corporate and politic without share capital under the name of JEWISH NATIONAL FUND OF CANADA (KEREN KAYEMETH LE'ISRAEL) INC. with all the rights and powers conferred by the said Act, and for the following purposes and objects, namely:—

to create, provide, enlarge and administer a fund to be made

up...

up of voluntary contributions from the Jewish community and others to be used for charitable purposes. //

The operations of the Corporation may be carried on throughout Canada and elsewhere.

The head office of the Corporation will be situate at the City of Montreal, in the Province of Quebec.

The said CHARLES BENDER, SEYMOUR MORRIS ZAMBROWSKY, JOSEPH NATHAN FRANK, LAWRENCE FREIMAN and SAMUEL BERNARD HURWICH are to be the first directors of the Corporation.

And it is hereby ordained and declared that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds (2/3) of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time

- (a) borrow money upon the credit of the Corporation;*
- (b) limit or increase the amount to be borrowed;*
- (c) issue debentures or other securities of the Corporation;*
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and*
- (e) mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Corporation to secure any such debentures or other securities or any money borrowed or any other liability of the Corporation.*

Nothing in this clause limits or restricts the borrowing

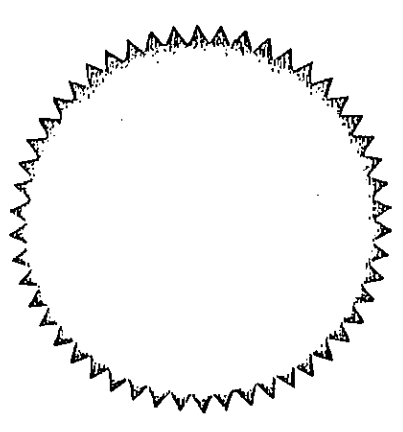
of...

of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

And it is further ordained and declared that the business of the Corporation shall be carried on without pecuniary gain to its members and that any profits or other accretions to the Corporation shall be used in promoting its objects.

GIVEN under the seal of office of the Secretary of State of Canada at Ottawa this fourteenth day of November, one thousand nine hundred and sixty-one.

see No. 38 in the By-Laws
for "shareholders' names"



James D. ...
for the Secretary of State.

TO THE HONOURABLE THE SECRETARY OF STATE OF CANADA:

The application of CHARLES BENDER, JOSEPH H. FRANK,
LAWRENCE FREIMAN, SAMUEL BERNARD HURWICH and SEYMOUR M.
ZAMBROWSKY.

The undersigned applicants are desirous of obtaining letters patent under the provisions of Part II of the Companies Act, constituting your applicants and such others as may become members of the corporation thereby created, a body corporate and politic without share capital under the name of JEWISH NATIONAL FUND OF CANADA (KEREN KAYEMETH LE'ISRAEL) INC., or such other name as shall appear to you to be proper in the premises.

The undersigned have satisfied themselves and are assured that the proposed corporate name of the corporation under which incorporation is sought is not identical with that under which any other company, corporation, society, association or firm in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembling that name as

to be calculated to deceive (except that of the existing Jewish National Fund of Canada, an unincorporated body, whose consent to the said name by the proposed corporation is transmitted herewith), and that it is not a name which is otherwise on public grounds objectionable.

Your applicants are each of the full age of twenty-one years.

The objects for which incorporation of the proposed corporation is sought are -

To create, provide, enlarge and administer a fund to be made up of voluntary contributions from the Jewish community and others, to be used for charitable purposes.

Such objects are to be carried out in more than one province of Canada.

The head office of the proposed corporation will be situate at the City of Montreal, in the County of Hochelaga, in the Province of Quebec, Canada.

The following are the names in full and the add-

ress and calling of each of the applicants:

<u>Name</u>	<u>Address</u>	<u>Calling</u>
CHARLES BENDER		[REDACTED]
JOSEPH N. FRANK		[REDACTED]
Lawrence Freiman		[REDACTED]
Samuel Bernard Hurwich		[REDACTED]
SEYMOUR M. ZAMBROWSKY		[REDACTED]

The said CHARLES BENDER, JOSEPH N. FRANK,
LAWRENCE FREIMAN, SAMUEL BERNARD HURWICH and SEYMOUR M.
ZAMBROWSKY will be the first directors of the corporation.

Your applicants have signed a memorandum of agree-
ment in duplicate setting out the proposed by-laws of the
corporation and an undertaking that the corporation shall
be carried on without pecuniary gain to its members and
that any profits or other accretions to the corporation
shall be used in promoting its objects. The said
memorandum of agreement, in duplicate, is transmitted
herewith.

The undersigned therefore request that a charter

may be granted constituting them and such other persons as hereafter become members of the corporation a body corporate and politic without share capital for the purposes above set forth.

DATED at TORONTO this *9th* day of *November* October, 1961.

Signatures of Witnesses

Signatures of Applicants

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

MEMORANDUM OF AGREEMENT

1. We, the undersigned, do hereby severally covenant and agree each with the other and each of them to become incorporated under the provisions of Part II of the Companies Act as a corporation without share capital under the name of JEWISH NATIONAL FUND OF CANADA (KAREN KAYEMETH LE' ISRAEL) INC., or such other name as the Secretary of State may give to the corporation, for the purpose of carrying on in more than one province of Canada, without pecuniary gain to its members, the objects following:

To create, provide, enlarge and administer a fund to be made up of voluntary contributions from the Jewish community and others, to be used for charitable purposes.

2. We, the undersigned, do further severally covenant and agree each with the other and each of them that the corporation shall be carried on without pecuniary gain to its members and that any profits or other accretions to the corporation shall be used in promoting its objects.

3. The subscribers hereto shall be the first members of the corporation and the corporation shall consist of the subscribers and of those who shall hereafter duly become members of the corporation in accordance with the by-laws from time to time in force.

4. The first directors of the corporation shall be as set out in the petition herein.

5. The following shall be the by-laws of the corporation -

BY-LAW NUMBER 1.

CORPORATE SEAL

1. The seal of the corporation shall be in such form as shall be prescribed by the provisional directors of the corporation and shall have the words "JEWISH NATIONAL FUND OF CANADA (KEREM KAYEMETH LE'ISRAEL) INC." endorsed thereon.

2. Membership in the corporation shall be limited to persons making contributions to or assisting in the charitable purposes of the corporation, and such persons shall automatically be members whether they shall have

made application for admission or not.

3. There shall be no membership fee payable.
4. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.
5. Any member may be required to resign by a vote of three-quarters of the members at an annual meeting.

HEAD OFFICE

6. The head office of the corporation shall be located at the City of Montreal, in the County of Hochelaga and Province of Quebec, Canada, at the place therein where the business of the corporation may from time to time be carried on.
7. The corporation may establish such other offices and agencies elsewhere within Canada as the board of directors may deem expedient by resolution.

BOARD OF DIRECTORS

8. The property and affairs of the corporation shall

be managed by a board of forty-seven directors of whom twelve shall constitute a quorum. The board of directors may on literature of the corporation be designated as a board of governors.

9. Forty-two directors shall be elected by the members at the first annual general meeting of the corporation. The twenty-two as elected who receive the highest number of votes, together with the five original directors will hold office for a period of two years. The remaining twenty shall hold office for a period of one year. Thereafter at the annual meeting of the corporation in each year the election of directors shall be held for the number of directors whose term then expires. Every second year forty-seven directors shall be elected by the members at the annual meeting of the corporation and the twenty-seven as elected who receive the highest number of votes shall hold office for a period of two years and the remaining twenty shall hold office for a period of one year.

10. The office of director shall be automatically vacated

(a) if a director shall resign his office by

delivering a written resignation to the
Secretary of the corporation,

- (b) if he is found to be a lunatic or becomes of
unsound mind,
- (c) if he becomes bankrupt or suspends payment
or compounds with his creditors,
- (d) if at a special general meeting of members
a resolution is passed by three-quarters of
the members present at the meeting that he
be removed from office,
- (e) on death,

provided that if any vacancy shall occur for any reason in
this paragraph contained, the directors may by resolution
fill the vacancy with a person in good standing on the
books of the corporation as a member.

11. Meetings of the board of directors may be held
at any time and place to be determined by the directors
provided that ten days' notice of such meeting shall be
sent in writing to each director. No formal notice shall
be necessary if all directors are present at the meeting
or waive notice thereof in writing.

12. Directors, as such, shall not receive any stated remuneration for their services, but, by resolution of the board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefor.

13. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected. A director shall hold office until the next annual meeting of members following his election or appointment.

14. The directors may exercise all such powers of the corporation as are not by The Companies Act or by these by-laws required to be exercised by the members at general meetings.

15. Upon election at the first annual meeting of members, the board of directors then elected, together with the first directors named in the letters patent of the corporation shall constitute the Board of Directors.

16. The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the corporation. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of persons having made notable contributions to Canadian letters in accordance with such terms and conditions as the board of directors may prescribe.

17. The board of directors shall take such steps as they may deem requisite to enable the corporation to receive donations and benefits for the purpose of furthering the objects of the corporation.

18. There shall be the following officers elected by the directors from among the directors to hold office for a period of one year: President, First and Second Vice-President, Honourary Secretary, Treasurer, Executive Director and such other officers as the Board of Directors

may by by-law determine.

19. The president and vice-presidents shall be elected at the annual meeting of members. The other officers of the corporation shall be appointed at the first meeting of the board of directors following each annual meeting of members.

20. The board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.

21. The remuneration of all officers, agents and employees shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next annual or special general meeting of members when it shall be confirmed by resolution of the members and in the absence of such confirmation by the members, then the remuneration to such officers, agents, or employees shall cease to be payable from the date of such

meeting of members.

22. The officers of the corporation shall hold office for one year and until their successors are elected or appointed in their stead.

EXECUTIVE COMMITTEE

23. The Board of Directors shall, at its first meeting after each general meeting of members, elect from its number eighteen directors who, together with the officers, shall act as an executive committee. The executive committee shall have full power to carry on the affairs of the corporation in the same manner as though their decisions were the decisions of the board. The decisions of the executive committee shall be subject to control by the board. A quorum of the executive committee shall consist of six members. The president of the corporation shall be chairman of the executive committee.

DUTIES OF OFFICERS

24. The president shall preside at all meetings of members, directors or the executive committee of the

corporation; he shall be a member of each committee ex officio; he shall perform the customary presidential duties and shall execute such documents as may be authorized and require signature of the corporation.

25. The first vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board.

26. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation and in such depositories as may be designated by the board of directors from time to time. He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board, or whenever they may require it, an account of all his transactions as treasurer and

of the financial position of the corporation. He shall also perform such other duties as may from time to time be determined by the board.

27. The executive director shall be the chief executive officer of the corporation and shall have the general and active management of the affairs of the corporation. He shall attend all sessions of the board, and of the executive committee, and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board of directors and of the executive committee, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall be custodian of the seal of the corporation, which he shall deliver only when authorized by a resolution of the board to do so and to such person or persons as may be named in the resolution.

MEETINGS

28. The annual meeting of the members of the corporation shall be held at the head office of the corporation

or elsewhere in Canada as the board of directors may designate, on the 2nd Monday of every February, at the hour of 6:00 o'clock in the afternoon, unless such time and date shall be changed by the board of directors. At such meeting the members shall elect a board of directors and shall receive a report of the directors.

29. Seven days' prior written notice shall be given to each member of any annual or special general meeting of members. Twelve members present in person at the meeting shall constitute a quorum. Each member present at a meeting shall have the right to exercise one vote.

AMENDMENT OF BY-LAWS

30. The by-laws of the corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Secretary of State has been obtained.

31. A member may appoint as his proxy any other member to vote at any annual or special general meeting.

32. At all meetings of members of the corporation every question shall be determined by a majority of votes unless otherwise specifically provided by the Companies Act or by these by-laws.

33. The financial year of the corporation shall be the calendar year.

AUDITORS

34. The members shall at each annual meeting appoint an auditor to audit the accounts of the corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

35. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two of the president, executive director or treasurer, and all contracts, documents and instruments

in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by by-law to appoint an officer or officers on behalf of the corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

RULES AND REGULATIONS

36. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to

have force and effect.

37. In these by-laws the singular shall include the plural and the plural the singular; the masculine shall include the feminine.

IN WITNESS WHEREOF we have hereunto set our hands and affixed our seals.

DATED at the City of Montreal, this 9th day of November, 1961.

Witness:

Applicants:

