

CHARTER

of

THE PERES CENTER FOR PEACE

1. Name: The Peres Center for Peace
2. Address: Isaac Herzog
c/o Herzog Fox Neeman
Asia House
4 Weizmann Street
Tel Aviv 64 239
3. Objects
 - 3.1 To establish an apolitical organisation whose aim is to reinforce the development of peace for the people of the Middle East.
 - 3.2 To deal with strengthening of the underpinnings of peace in the following areas: economic and social development, cooperation in the fields of science, technology and education as well as the improvement of relationships between Israelis and Arabs.
 - 3.3 To develop projects in various fields of peace in order to (1) improve life for individuals and communities in the region; (2) give concrete expression to the potential inherent in relationships of peace; and (3) present successful models of Arab-Israeli cooperation as incentives for emulation.
 - 3.4 To initiate research and teaching activities in the fields of diplomacy, negotiations, conflict resolution and regional cooperation aiming at the development of new patterns of relationship in the Middle East. To focus these activities on theoretical, historical and policy management perspectives as well as on providing training and practical tools.
 - 3.5 To maintain a network of associations, conduct discourse and undertake joint activity with various partners throughout the Middle East and Worldwide.
 - 3.6 To establish working alliances with local, regional and international entities which acknowledge the potential inherent in peace, including, inter alia, governments, non-governmental organisations, academic and research institutes, the private economic sector and social and educational institutions.
 - 3.7 To establish a library and archive covering the activities and contributions of Shimon Peres to the State of Israel.

Handwritten signatures and initials:
A large signature on the left, possibly "Isaac Herzog".
A signature in the middle, possibly "Shimon Peres".
A signature on the right, possibly "Yitzhak Rabin".
Other initials and marks are scattered below the signatures.

4. Sources of Funds for the Amutah

The Amutah finances itself and the realization of its aims from any or all of the following sources:

- 4.1 Donations and contributions from natural or juristic persons inside Israel or from abroad.
- 4.2 Funding from Non-Government Organisations (NGO's) and government sources including any government agencies and authorities.
- 4.3 Any proceeds as a result of the activities of the Amutah.

5. Profits and Assets

- 5.1 The Amutah is operated on a non-profit basis in terms of the applicable Israeli Laws.
- 5.2 No profit whatsoever accruing to the Amutah from any source whatsoever, will at any time be distributed to any of the members of the Amutah, and no profits or dividends will be given, transferred or passed to any member of the Amutah at any time whatsoever.
- 5.3 The assets, Profits and income of the Amutah will be used solely for the objects of the Amutah and no profits or other benefits whatsoever will be divided between the members of the Amutah.

6. Membership

- 6.1 Any person, including a body corporate shall be eligible for membership in the Amutah.
- 6.2 The signatories to this Charter shall be members of the Amutah from the date of registration of the Amutah in the Register of Amutot.
- 6.3 A person who wishes to become a member of the Amutah shall submit to the Executive Board (as defined in Section 9 below) an application as follows:

"I (name, address and identity number) wish to become a member of (name of Amutah). The objects and rules of the Amutah are known to me: I undertake that, if admitted as a member, I shall comply with the provisions of the rules of the Amutah and with the decisions of its general meeting".

- 6.4 The decision concerning the admission or non-admission of the applicant as a member of the Amutah shall rest solely within the discretion of the Executive Board.
- 6.5 A member of the Amutah is entitled to attend and vote at every General Meeting and shall have one vote at every voting. He is eligible for election to the Executive Board and the Control Committee.

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- 6.6 The Executive Board may, with the approval of the General Meeting, prescribe a membership fee, the payment of which shall be obligatory on the members.
- 6.7 Membership of the Amutah shall terminate:
- 6.7.1 upon the death of the member or, in the case of a member being, a body corporate, upon completion of its winding-up;
- 6.7.2 upon withdrawal of the member from the Amutah; written notice of withdrawal shall be given to the Executive Board thirty days in advance;
- 6.7.3 upon expulsion of the member from the Amutah.
- 6.8 The General Meeting may, upon the proposal of the Executive Board, expel a member from the Amutah on one of the following grounds:
- 6.8.1 the member has not paid any amount due from him to the Amutah;
- 6.8.2 the member has not complied with the provisions of the rules or with a decision of the General Meeting;
- 6.8.3 the member has been convicted of an offence involving moral turpitude.
- 6.9 The Executive Board shall not propose that the General Meeting expel a member from the Amutah unless it has given him a suitable opportunity to state his case before it, and it shall not propose any expulsion for one of the reasons mentioned in paragraphs 6.8.1, 6.8.2 and 6.8.3 above unless it has warned the member and given him reasonable time to remedy the position.
- 6.10 Any invitation, request, warning or other communication by the Amutah to a member shall be in writing and shall be delivered to him personally or sent by ordinary mail or by facsimile to his address registered in the register of members. On the written application of a member, the Amutah shall change his address registered in the registrar of members.

6A. Institutions of the Amutah

The Institutions of the Amutah are:

- The President
- The General Meeting;
- The Executive Board;
- The International Board of Governors;
- The Control Committee;

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 A large stylized signature 'JL' is written to the right of the list.
 Below the list, there are several other handwritten marks, including what appears to be 'G.S.B.' and '12/08'.

7. The President

The General Meeting may, at the recommendation of the Executive Committee, elect a president for the Amutah. The President will be the official head of the Amutah. His responsibilities, capacities and authorities will be determined by the Executive Board.

8. The General Meeting

- 8.1 A General Meeting of the members of the Amutah shall take place at least once a year.
- 8.2 An extraordinary General Meeting shall be convened by the Executive Board if the Executive Board considers this necessary or if one tenth (1/10) of the members of the Amutah or if the Control Committee so requests in writing, stating the purpose and reasons for such request.
- 8.3 The day, hour, place and agenda of the General Meeting shall be fixed by the Executive Board.
- 8.4 Notice of a General Meeting shall be provided to every member at least ten days in advance, indicating the day, hour, place and agenda of the General Meeting.
- 8.5 The General Meeting is responsible for the following matters unless otherwise stipulated by law or by this Charter:
- 8.5.1 Acceptance of the annual report of the Control Committee and acceptance of the annual financial reports.
 - 8.5.2 Determination of the membership fee (if any).
 - 8.5.3 Resolutions as to any changes in the Charter including changes in the name or objectives of the Amutah and as to the dissolution of the Amutah.
 - 8.5.4 Nomination of the Executive Board members and honorary members.
 - 8.5.5 Appoint an auditor of the Amutah.
 - 8.5.6 Expulsion of a member of the Amutah.
 - 8.5.7 Nomination of Control Committee.
- 8.6 A quorum of the General Meeting shall consist of at least three of the members of the Amutah. If such a quorum is present at the opening of the meeting, the meeting may continue its deliberations and pass decisions even if the number of those present has decreased.
- 8.7 Where a quorum as aforesaid does not convene within one hour from the time specified in the notice of the General meeting, the General Meeting shall be considered adjourned for one hour, without need for another notice, and those present at the adjourned meeting, whatever their number, may deliberate and pass decisions.

- 8.8 Those present at the General Meeting shall elect a Chairman and a Secretary for the General Meeting from among the members of the Amutah.
- 8.9 The decisions of a General Meeting shall be adopted by a majority of those voting unless the law or this Charter require a different majority. Where the votes are evenly divided, the Chairman of the meeting shall have a casting vote.
- 8.10 At every General Meeting, minutes shall be kept. They shall be signed by the Chairman of the meeting. The following resolutions by the General Meeting shall be delivered to the Registrar of Amutot:
- a) a resolution to change the name, purpose or rules of the Amutah or those permitted to sign on behalf of the Amutah;
 - b) the approval of the financial statements, together with a copy of the financial statements and recommendation of the Control Committee and signed by the accountants;
 - c) voluntary liquidation or the appointment of a liquidator.
- 8.11 Every member shall have a right to appoint a proxy who shall represent him at the General Meeting. A proxy must be appointed either in writing or otherwise communicated to the Chairman of the General Meeting and must be given separately for each General Meeting.
- 8.12 A resolution in writing signed by all the members of the Amutah entitled to vote at a General Meeting, shall be as valid and effectual for all purposes as a resolution passed at a General Meeting of the Amutah duly convened, held and constituted for the purpose of passing such a resolution. Notwithstanding the above, a resolution in writing will not be effective for any resolution to change the name, rules or purposes of the Amutah, wind up the Amutah or accept the yearly financial report of the Amutah.
- 8.13 The General Meeting may resolve to pay remuneration to a member of the Executive Board and shall fix the sum of such remuneration.

9. The Executive Board

- 9.1 The supreme executive body of the Amutah is the Executive Board.
- 9.2 The Executive Board shall consist of up to eleven members. The number of members of the Executive Board may be varied by a decision of the General Meeting but shall not be less than two or more than eleven.
- 9.3 Members of the Executive Board must be members of the Amutah.

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- 9.4 Members of the Executive Board shall hold office from their election by a General Meeting until removal or resignation in accordance with the terms of this Charter. In the event that a member of the Executive Board is removed or resigns in accordance with this Charter, the Executive Board may appoint a member of the Amutah to the Executive Board to fill the vacancy and such member shall hold office until the next General Meeting of the Amutah.
- 9.5 A member of the Executive Board may resign at any time by written notice to the Executive Board. A member of the Executive Board shall cease to hold office if (a) declared legally incompetent or bankrupt, or (b) if he (she) shall cease to be a member of the Amutah, or (c) convicted of an offence involving moral turpitude.
- 9.6 The Executive Board will have all the powers of control available to it to run the Amutah.
- 9.7 The Executive Board shall meet to discuss the business of the Amutah, and shall, in particular, carry out the following functions:
- 9.7.1 Approval of the budget of the next year as prepared by the Executive Board.
 - 9.7.2 Determination of membership of the Amutah.
 - 9.7.3 Implementation of the purposes and objectives of the Amutah.
 - 9.7.4 Determination and realisation of the financial and economic policy of the Amutah.
 - 9.7.5 Preparation and presentation of the business of the Amutah, assessment of financial needs and annual report.
 - 9.7.6 Control of the property of the Amutah.
 - 9.7.7 Creation of positions of management of the Amutah, including, inter alia, the treasurer and legal counsel of the Amutah, the definition of such positions, and the appointment and removal of persons to such positions.
 - 9.7.8 Preparation for and calling of the General Meeting as well as making up the agenda.
 - 9.7.9 Nomination and removal of persons who shall be authorised to sign in the name of the Amutah.
 - 9.7.10 Appointment of the Chairman of the Executive Board and the chairman of the International Board of Governors.
 - 9.7.11 Management of the ongoing affairs of the Amutah.

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9.7.12 Appointment of subcommittees, ad-hoc and for special matters, and the appointment of an Executive Committee to manage the matters delegated to it by the Executive Board. The Executive Committee may include persons who are not members of the Amutah.

9.7.13 To appoint representatives in other organisations and legal entities who shall represent the Amuta provided that such appointment be approved in advance by the chairman of the Executive Board and the President of the Amutah (if that position is filled).

9.8 The Executive Board shall be directed on policy matters by the members of the Amutah and the Advisory Board (as defined in Section 10 below).

9.9 The Executive Board may itself adopt rules concerning the times of its meetings, notice thereof, a quorum thereat and procedures for its meetings.

9.10 Every member of the Executive Board is entitled to vote at every meeting of the Executive Board and shall have one vote on every decision.

9.11 The decisions of the Executive Board shall be passed by a majority of the votes of those present and voting. Where the votes are evenly divided, the Chairman of the Executive Board shall have a casting vote. A unanimous decision in writing of all the members of the Executive Board shall be valid and effective as a resolution of the Executive Board duly held and convened.

9.12 The Executive Board may conduct meetings by telephone or video conference provided that all the members of the Executive Board participating in the meeting can hear and be heard by every other participating member of the Executive Board.

9.13 The Executive Board may appoint from time to time committees, councils and establish other bodies to perform the objects of the Amutah, and may delegate such powers to such bodies as the Executive Board shall decide.

9.14 The Executive Board shall keep minutes of its meetings and decisions. Minutes shall be signed by the Chairman of the meeting.

9.15 The Executive Board shall empower two or more persons, whether or not members of the Executive Board to sign on behalf of the Amutah and to perform on its behalf acts which are within the competence of the Amutah.

10. The International Board of Governors

10.1 The International Board of Governors shall consist of individuals or corporations and shall comprise of Israelis and non-Israelis. The Executive Board will determine from time to time the number of members of the International Board of Governors.

10.2 The first International Board of Governors shall be nominated by the Executive Board and ratified by the Chairman of the Amutah.

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- 10.3 The Executive Board shall appoint the Chairman of the International Board of Governors.
- 10.4 Additional members of the International Board of Governors shall be either:
- a) | nominated by the International Board of Governors and ratified by the Chairman of the Amutah; or
 - b) appointed by the Executive Board.
- 10.5 A member of the International Board of Governors may resign at any time by written notice to the International Board. A member of the International Board of Governors shall cease to hold office if (a) declared legally incompetent or bankrupt, or (b) convicted of an offence involving moral turpitude.
- 10.6 The purpose of the International Board of Governors shall be to advise the Executive Board and the members of the Amutah on policy matters including possible projects and trends in the fields in which the Amutah is concerned.
- 10.7 The International Board of Governors shall be able to appoint subcommittees should the need arise.
- 10.8 The International Board of Governors may itself adopt rules concerning the times of its meetings, notice thereof, a quorum thereat and procedures for its meeting.
- 10.9 The International Board of Governors shall meet at least once every calendar year.

11. Control Committee

The Control Committee will consist of members of the Amutah and/ or an independent certified Public Accountant, and shall be elected by the General Meeting. The Control Committee shall comprise of between one and five members.

12. Additions and/or Changes to the Charter

A decision to change, amend or add to the Charter of the Amutah can be passed at any General Meeting specially convened for such purpose, by a 75% majority of the Members entitled to vote at the meetings.

13. Branches and Affiliates

The Amutah may, by the decision of the General Meeting, establish branches and affiliates and prescribe their organisation and the procedure for managing their affairs.

14. Notifications to Registrar of Amutot

The Executive Board shall provide the Registrar of Amutot with all information as required under Section 38 of the Amutot Law 1980.

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15. Legal Powers of the Amutah

The Amutah is a legal person. Without limiting the general scope of the powers of the Amutah, the Amutah has the power to carry out any activity which it is capable and empowered to do in a manner which is consistent with the objects of the Amutah and its character as a non-Profit organisation.

16. Assets after Winding-Up

16.1 The Amutah can only be dissolved at a General Meeting with a 3/4 majority of the valid votes given.

16.2 Where any assets remain after the Amutah has been wound up and its debts have been paid in full, such assets shall be transferred to another amutah having similar objects and shall not be divided between the members of the Amutah. Any amutah to whom the assets of the Amutah are transferred on winding-up shall be a Public Institution as defined in Section 9(2) of the Israeli Income Tax Ordinance.

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אישור הצהרה

אני הח"מ חיים ולנר, עו"ד (רשיון נוטריון מספר סדורי 2112 מיום 17.9.1984),
נוטריון ב' תל אביב רח' ויצמן 4 (בית אסיה) 64239
מאשר כי ביום 15.9.03 ניצב (ה) לפני במשרד:

גב' לiat שקד-כץ, עו"ד שזהותה הוכחה לי על פי תעודת זהות מספר 029640893
שניתנה מאת מדינת ישראל, משרד הפנים ב רמת גן ביום 10.7.03

ולאחר שנוכחתי שהיא יודעת את השפה האנגלית וקראה בנוכחותי את ההצהרה
המצורפת והמסומנת באות "א" ולאחר שבידתי ונוכחתי כי

גב' לiat שקד-כץ, עו"ד
הני"ל הבינה את תוכן ההצהרה הני"ל, נשבעה כחוק (הצהירה בהן צדק) על אמיתות ההצהרה הני"ל.
ולראיה באתי על החתום בחתימת ידי ובחותמי, היום 15.9.03
שכר בת"ד 160.48 ש"ח נדרש כולל מע"מ

חותם הנוטריון

חתימה

CERTIFICATION OF DECLARATION

I the undersigned, Haim Wellner, Adv. (commission indefinite notary no. 2112 since 17.9.1984).
Notary at Tel Aviv, Weizmann 4, hereby certify that on 15.9.03 there appeared before me at my office:

Mrs. Liat Shaked-Katz, ADV.
whose identity was proved to me by Identity Card no 029640893
issued by Israel ministry of the interior At Ramat Gan On 10.7.03

and being satisfied that she knows the English Language

and read in my presence the attached declaration marked "A" and after I Enquirer and satisfied myself that the above

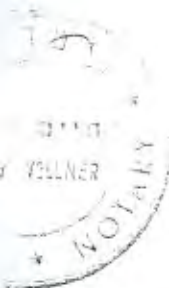
Named Mrs. Liat Shaked-Katz, Adv. Understood the contents of the above-mentioned declaration, she duly confirmed by oath (declared by solemn Affirmation) the truth of the above declaration.

In witness whereof I have hereto set my signature and seal this 15.9.03

NIS. 160.48 Fees charged including v.a.t.

Notary's Seal

Signature



"H" "K"

HERZOG, FOX & NEEMAN

MICHAEL FOX
YAAKOV NEEMAN
TUVIA ERLICH
MEIR LINZEN
ALAN SACKS
YAACOV BRANDT
EHUD SOL
JANET LEVY PAHIMA
ELDAR BEN-RUBY
AMIR SERAYA
Yael (NEEMAN) BAR-SHA
EDITH ROTH
YAACOV SHARVIT
ELIOT SACKS
BARUCH KATZMAN
DAVID ZAILER
NEIL WILKOF
MARK PHILLIPS
ANAT SHAVIT
ADAM EYTAN
GIL RAVEH
ORLY GERBI
MOSHE HARDY
GILAD WEKSELMAN
YOSI ASHKENAZI

BOAZ TAL
SHLOMIT SPINDEL
ELEANOR HOROWITZ
KAREN ELBURG
LIAT SHAKED-KATZ
YARON KUPFER
LIMOR HODIR
ELDAD CHAMAM
DIEGO ROSENTHAL
ORY NACHT
RAN TAL
GAL ROZENT
YFAT GINSBURG
KONTI LIBSTER
EYAL SHEFFER
NURIT DAGAN
HAGIT BUKCHIN
YANIV IZARDEL
AMNON EPSTEIN
MENACHEM NEEMAN
ODELIA OFFER
SHARON PETEL
MORIA TAM-HARSHOSHANIM
SHIRA FRENKEL

ELKAN ADLER
EYAL SCHNEIDER
SARINA BEN-DAVID
ALON GURFINKEL
YANIV DINOVITCH
KEREN LANDE
RONEN MONOSEVICH
NIR RABER
JAMES FRANKS
RUTH BERGWERK
ORIT ROSENTHAL
GIL WHITE
AYELET BERNAS
TAL DROR
HARRIET FINN
OFIR SEGEV
JAN S. WIMPFHEIMER
ANTHONY LEIBLER
GUY BIRAN
EFRAT KLEIN
ROBERT WISEMAN
MORAN YEMINI
GAL JAVETZ
MOSHE PINTO
SAAR PAUKER

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EMAIL hfn@hfn.co.il

15 September 2003

File No. 9440

To whom it may concern,

The Peres Center for Peace

As the legal advisor of Peres Center for Peace (Registered Amuta), I hereby declare that the Peres Center for Peace has made the following amendments to its Charter and that all of those amendments have been approved according to law applicable to the Peres Center for Peace:

Amendments to Charter of the Peres Center for Peace

Replacement Clause - Clause 6.1 – "Any adult person, including a body corporate, shall be eligible for membership in the Amuta"

Replacement Clause - Clause 9.2 - "The Executive Board shall consist of up to eighteen members. The number of members of the Executive Board may be varied by a decision of the General Meeting but shall be no less than two or more than eighteen."

Additional Clause - Clause 3.8 – "To award prizes to organizations or individuals who advance the cause of peace in the Middle East."

Replacement Clause - Clause 10.9 – "The International Board of Governors will meet at the time and frequency set by the Executive Board in coordination with the Chairman of the International Board of Governors".

Yours sincerely,

Liav Shaked-Katz