

1000824

THE COMPANIES ACTS 1985 to 1989  
PRIVATE COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS  
of  
THE FOUNDATION FOR THE STUDY OF INFANT DEATHS  
(the "Company")

At the Annual General Meeting of the Company, duly convened and held in accordance with the Company's Articles of Association at 5pm on 27<sup>th</sup> February 2006 the following resolutions were duly passed as special resolutions:-



SPECIAL RESOLUTIONS

13 That the Memorandum of Association be altered as follows:

(i) Clause 3 of the Memorandum of Association is to be deleted in its entirety and following clause is to be inserted in its place:

"3. The Foundation is established for charitable objects and purposes only and (without prejudice to or limitations of the generality of the foregoing words) for the study and practice of infant health and welfare generally including the study of and research into sudden and unexplained infant deaths sometimes called cot deaths and the causes and prevention thereof."

(ii) A new Clause 4 is to be inserted in the Memorandum of Association with the following wording, and the subsequent clauses are to be renumbered accordingly:

"4. In addition to any other powers it may have, the Foundation has the following powers in order to further the Objects (but not for any other purpose):

a) By investigating and examining any possible and appropriate treatment and promoting any appropriate measures for the prevention of cot deaths, the promotion of infant health and welfare and the prevention, cure or control of any disease or disorder.

- b) By directing and encouraging research both at laboratory and clinical level by individuals, bodies, association and institutions of all kinds into all aspects of infant health and welfare and cot deaths.
- c) By affording support, whether financial or otherwise, to medical or scientific projects dedicated wholly or in part to conducting research into infant health and welfare and cot deaths by exchanging knowledge, data and information with other persons or bodies conducting, supporting or encouraging research therein.
- d) By the establishment and maintenance of research institutions with a highly qualified staff of workers.
- e) By providing, conducting, managing and equipping nursing, maternity or convalescent homes, clinics, hospitals, consulting rooms, training schools for nurses, both male and female, or any or either of them, for the treatment and assistance (as inpatients or outpatients) of all persons, requiring the same, care, nursing and such medical attention as may be required in furtherance of the main objects of the Foundation.
- f) By promoting infant health and welfare education for the public generally by any means whatsoever and by disseminating information relating to the main objects of the Foundation.
- g) By printing and publishing, or procuring to be printed and published, and by circulation, or procuring to be circulated (whether gratuitously or not) periodicals, books, pamphlets, leaflets or other documents that may be deemed desirable for the promotion of the objects of the Foundation or any of them.
- h) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Foundation may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient of the work of the Foundation.
- i) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Foundation as may be thought

expedient with a view to the promotion of its objects.

- j) To undertake and execute any charitable trusts which may lawfully be undertaken by the Foundation and may be conducive to its objects.
- k) To borrow or raise money for the purposes of the Foundation on such terms and on such security as may be thought fit.
- l) To invest the moneys of the Foundation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- m) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Foundation or calculated to further its objects.
- n) To raise funds and invite and receive contributions: provided that in raising funds the Foundation shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulation.
- o) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- i. In case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such manners allowed by law, having regard to such trusts.
- ii. The Foundation shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition

which if any object of the Foundation would make it a Trade Union.

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

14 That the Articles of Association be amended as follows:

- (i) That a new article 30 be inserted after the existing article 29 and the subsequent existing articles be renumbered, such wording to be as follows:

New article 30:

"It is a requirement of the Foundation that all members of the Council appointed following the adoption of this article are already members of the Foundation."

- (ii) That a new article 39(f) is to be inserted in the Articles of Association following article 39(e) with the following wording:

"If the Council resolves that a member of the Council has conducted himself in a manner likely to prove prejudicial to the good standing of

the Foundation or to the attainment of its objectives. A member of the Council whose office is proposed to be vacated following a resolution of the Council shall be given not less than 7 clear days' notice of the meeting of Council stating the case against him. Such member of the Council shall be entitled to attend and speak at that meeting at any time throughout the period in which his office is discussed but he shall withdraw prior to voting. A resolution under this provision shall not be effective unless passed by a majority of not less than two thirds of the members of Council present and eligible to vote. Such resolution, if applicable, shall also serve to expel or suspend the member of Council from the membership of the Foundation in accordance with article 7 (d) (ii) of these articles."

- (iii) That a new article 39(g) is to be inserted in the Articles of Association following article 39(f) with the following wording:

"If he has failed to attend four consecutive meetings of the Council, Council shall have the discretion to remove the member of Council so failing and may appoint a new member of Council to fill any vacancy thereby created"

*M. N. Wingfield*

Chairman