

Company No. 01000824

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

THE FOUNDATION FOR THE STUDY OF INFANT DEATHS LIMITED
(the “Foundation”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “2006 Act”), the directors of the Foundation have proposed that the resolution below is passed by the members of the Foundation as a special resolution

We, the undersigned, being entitled as at 1 October 2010, the date of circulation of this resolution, to attend and vote at general meetings of the Foundation, **RESOLVE** that the following resolution be passed as a written resolution having effect as a special resolution of the Foundation

SPECIAL RESOLUTION

THAT the articles of association annexed to this written resolution and for the purposes of identification marked “Annex A” be adopted as the articles of association of the Foundation in substitution for, and to the exclusion of, the existing articles of association

WEDNESDAY



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10/11/2010

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COMPANIES HOUSE

Annex A

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

**THE FOUNDATION FOR THE STUDY OF
INFANT DEATHS LIMITED
(the “Foundation”)**

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1 DEFINED TERMS

- 1.1 Unless otherwise defined herein, the following terms shall have the following meanings when used in these Articles:

TERM	MEANING
“Act”	means the Companies Act 2006 as may be amended, from time to time,
“Annual Rotation”	shall have the meaning given to such term in Article 9 2 (a);
“Applicant”	means an applicant to become a member of the Foundation;
“Articles”	means these Articles of Association of the Foundation and the regulations of the Foundation, from time to time in force,
“Authorised Signatory”	means either of a member of the Council or the Secretary,
“Bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
“Council”	means the Council of Trustees of the Foundation, from time to time,
“electronic form” and “electronic means”	means in the form of an e-mail,
“General Meeting”	means a General Meeting of the members of the Foundation,
“member”	means a member of the Council or the Foundation, as the context so requires,
“Objects”	means the objects of the Foundation as set out in articles 2 1 to and including article 2 4 of these Articles;
“Office”	means the registered office of the Foundation,
“Ordinary Resolution”	has the meaning given in section 282 of the Act,
“Original Subscribers”	means those persons listed in Schedule 1

	hereto,
“Seal”	means the common seal of the Foundation,
“Secretary”	means the secretary of the Foundation, from time to time,
“Special Resolution”	has the meaning given in section 283 of the Act; and
“United Kingdom”	means Great Britain and Northern Ireland

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles
- 1.3 A reference in these Articles to an “article” is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.4 A reference to “**writing**” or “**written**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
- 1.5 Any phrase introduced by the terms “**including**”, “**include**”, “**in particular**” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
- 1.6 References to “**affiliate**” means with respect to any person, any other person directly or indirectly controlling, controlled by, or under common control with, such person provided for the purposes of this term, “**control**”, “**controlled by**” and “**under common control with**”, as used with respect to any person, shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such person, whether through the ownership of voting securities, by contract or otherwise
- 1.7 References to “**subsidiary**”, “**subsidiary undertaking**” and “**parent undertaking**” shall have the same meanings given in section 1159, 1161 and 1162 of the Act, respectively
- 1.8 References to a “**company**” include any company, corporation or other body corporate wherever and however incorporated or established
- 1.9 References to “**associated companies**” include companies where one is a subsidiary of the other or both are subsidiaries of the same body corporate
- 1.10 References to a “**person**” shall be construed so as to include any individual company or other body corporate, partnership, joint venture, firm, association, fund, trust and any governmental, state or regulatory authority
- 1.11 References to a “**day**” (including within the phrase “**business day**”) shall mean a period of 24 hours running from midnight to midnight

- 1 12 Unless the context otherwise requires, words in the singular include the plural and vice versa and a reference to any gender includes all other genders
- 1 13 Unless expressly provided otherwise, a reference to a statute or statutory provision includes a reference to that statute or statutory provision as amended, consolidated or replaced from time to time (whether before or after the date on which these Articles are adopted by the Foundation) and includes any subordinate legislation made under the relevant statute or statutory provision
- 1 14 Descriptive headings used in these Articles are for convenience only and do not affect the construction or interpretation of these Articles. Unless expressly provided otherwise, reference to an Article is a reference to an Article in these Articles

2 **OBJECTS OF THE FOUNDATION**

- 2 1 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
- 2 2 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 (including, for the avoidance of doubt, electronic media) 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

2 3 Provided that

- (a) 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
- (b) 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

- (c) 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
- 2 4 The income and property of the Foundation, howsoever derived, shall be applied solely towards the promotion of the objects of the Foundation as set forth in these Articles 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 Foundation.
- 2 5 Provided that nothing herein shall prevent the payment or giving in good faith of reasonable and proper remuneration or other benefit in money or money's worth to any member of the Council, officer or servant of the Foundation or to any member of the Foundation, in his capacity as holder of any office or place of profit under the Foundation or in return for any services actually rendered to the Foundation or the payment to any such person of any travelling, hotel and other expenses incurred by him in or about the performance of his duties, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on securities or obligations issued by the Foundation in satisfaction of the purchase price or part of the purchase price of any property acquired for, or on money lent or reasonable and proper rent for premises demised or let by, any member to the Foundation, and so that no member of the Council shall be disqualified by his office from contracting with the Foundation either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Foundation in which any member of the Council shall be in any way interested be avoided, nor shall any member of the Council so contracting or being so interested be liable to account to the Foundation for any profit realised by any such contract or arrangement by reason of such member of the Council holding that office or of the fiduciary relationship thereby established

3. ORIGINAL SUBSCRIBERS TO THE FOUNDATION

The Foundation was formed on 31 December 1970 by the Original Subscribers more particularly described in Schedule 1 hereto

4 MEMBERSHIP OF THE FOUNDATION

- 4.1 When the Council shall have resolved to admit any applicant to membership of the Foundation, the secretary of the Foundation shall forthwith notify the Applicant of his admission to membership either personally or by notice in writing
- 4.2 The Council shall have absolute discretion to reject any application for membership to the Foundation without assigning any reason therefore
- 4.3 The privileges of a member of the Foundation are non-transferable and a member of the Foundation shall cease to be a member of the Foundation on the occurrence of any of the following events.
 - (a) that member ceases to be a member by virtue of any provision of the Act or is prohibited from being a member by law,
 - (b) a registered medical practitioner who is treating that member gives a written opinion to the Foundation stating that such member has become physically or mentally incapable of acting as a member and may remain so for more than three (3) months;
 - (c) by reason of that member's mental health, a court makes an order which wholly or partly prevents that member from personally exercising any powers or rights which that member would otherwise have;
 - (d) if the member is a company or other statutory body, a resolution of the Council is passed or order made for its winding up or dissolution,
 - (e) if the member serves upon the Foundation one (1) month's notice in writing of his intention to resign his membership in which event he shall cease to be a member at the expiration of one (1) month from the date of service of such notice upon the Foundation,
 - (f) if any subscription or other sum payable by him as a member remains unpaid at the expiration of the period of two (2) months from the date upon which it became payable and the Council resolve that by reason of such non-payment he shall cease to be a member,
 - (g) if the member's membership be terminated in accordance with the next following sub-clauses in this Article
 - (i) if during any period in which no subscription or other sum (if any) is payable by a member, that member shall in a consecutive period of at least two (2) calendar years not have attended in person any General Meeting, the Council may in its absolute discretion declare that such member has ceased to be a member and on such declaration he shall cease to be a member and the register of members shall be altered accordingly
 - (ii) The Council shall be entitled to suspend or expel from membership any member on the grounds of misconduct, in relation either to the Foundation, its property or its members, or of conduct likely to prove

prejudicial to the good standing of the Foundation or to the attainment of its Objects

- (iii) A member whose suspension or expulsion is to be decided upon at a meeting of the Council shall be entitled to not less than seven (7) clear days notice of that meeting, stating the case against him. Such member shall be entitled to attend and speak at each and every meeting held at any time throughout the period during which his membership is discussed but shall withdraw from each such meeting prior to voting, notwithstanding that he may himself be a member of the Council. A Resolution under this provision shall not be effective unless passed by a majority of not less than two thirds of the Council present and voting

- (h) death of the member

5 GENERAL MEETINGS

5.1 *Convening*

- (a) The Council may whenever they think fit convene a General Meeting, or in default, a General Meeting may be requisitioned by the members of the Foundation, as provided by section 303 of the Act

5.2 *Notice*

- (a) Unless otherwise required by the provisions of these Articles or by Section 312 (*Resolution Requiring Special Notice*) of the Act (where twenty-eight (28) clear days' notice shall be required), at least fourteen (14) clear days' notice in writing of every General Meeting must be given to each member of the Foundation.

- (b) Notwithstanding the provisions of Article 5.2(a), a General Meeting may be called on short notice if consent to such short notice is given by a majority in number of the members having a right to attend and vote at the General Meeting in question, being a majority who together represent not less than ninety *per-cent* (90%) of the total voting rights at that General Meeting

- (c) Every notice calling a General Meeting must specify

- (i) the place,
- (ii) the day, and
- (iii) the hour,
- (iv) of such General Meeting

- (d) In the case of a General Meeting where special business is to be transacted (where twenty-eight (28) clear days' notice shall be required), the general nature of the business to be transacted shall be stated in the notice of the General Meeting, and given to such persons (including the Auditors) as are under the Articles or under the Act entitled to receive such notices from the

Foundation, but only with the consent of all the members of the Foundation having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act

- (e) 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 proceeding taken, at any General Meeting

6 PROCEEDINGS AT GENERAL MEETINGS

- 6 1 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 (3) members personally present shall be a quorum
- 6 2 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 6 3 The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Foundation who shall be present to preside
- 6.4 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 (30) days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the member shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting
- 6 5 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 (3) 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 Foundation 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

- 6 6 Subject to the provisions of Article 7 1(b), 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
- 6 7 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment
- 6 8 The demand of 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

7 VOTES OF MEMBERS

7 1 *General*

- (a) Subject as hereinafter provided, every member shall have one (1) vote
- (b) Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Foundation in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as proxy for another member, at any General Meeting

7 2 *Errors and disputes*

- (a) No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- (b) Any such objection must be referred to the Chairman of the General Meeting, whose decision is final

7 3 *Poll votes*

- (a) A poll vote on a resolution may be demanded
 - (i) in advance of the General Meeting where it is to be put to the vote; or
 - (ii) at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- (b) A poll may be demanded at any General Meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting.
- (c) A demand for a poll may be withdrawn if
 - (i) the poll has not yet been taken; and
 - (ii) the Chairman of the General Meeting consents to the withdrawal, and

a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made

- (d) A poll on the election of the Chairman of the General Meeting or on a question of adjournment must be taken immediately. Other polls must be taken within thirty (30) days of their being demanded. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the General Meeting at which it is demanded. In any other case, at least seven (7) days notice must be given specifying the time and place at which the poll is to be taken

7.4 ***Voting***

- (a) Votes on a poll may be given either personally or by proxy
- (b) On a vote on a show of hands
 - (i) a member present only by proxy may vote by his duly authorised representative as provided for in section 285 of the Act, and
 - (ii) a corporation present only by proxy may vote by its duly authorised representative as provided for in section 323 of the Act

7.5 ***Proxies***

- (a) A proxy must also be a member
- (b) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf
- (c) The instrument appointing a proxy and 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 (48) 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 (24) 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 (12) months from the date of its execution.
- (d) 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
- (e) Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"I, [Insert Name Of Member], of [Insert Address Details], a member of The Foundation For The Study Of Infant Deaths Limited (the "Foundation"), hereby appoint, [Insert Name Of Proposed Proxy] of, [Insert Proposed Proxy Address Details] and failing him, [Insert Name Of 2nd Proposed Proxy] of, [Insert 2nd Proposed Proxy Address Details], to vote for me on my behalf at the General Meeting of the Foundation to be held on the [insert date] and at every adjournment thereof

As witness my hand this [insert date]

..... "

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

8 WRITTEN RESOLUTIONS

- 8 1 Save as provided in these Articles or in section 288 of the Act, any resolution to be passed by the Foundation may be passed in the form of a written resolution
- 8 2 Any resolution passed as a written resolution in accordance with the terms of these Articles and the Act will take effect as if passed by the Council, or by the members of the Foundation at a General Meeting.

9 COUNCIL OF TRUSTEES

9 1 *General*

- (a) Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than five (5) and not more than forty (40)
- (b) The members of the Council as at the date of these Articles are those persons listed in Schedule 2 hereto
- (c) The Foundation may from time to time in a General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase
- (d) In addition, the Foundation may by Ordinary Resolution of the members at a General Meeting remove any member of the Council before the expiration of his period of office, and may by a resolution of the Council appoint another qualified member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed
- (e) It is a requirement of the Foundation that all members of the Council appointed following the adoption of this Article 9 are already members of the Foundation

(f) The Council may from time to time and at any time appoint any person as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded Any person so appointed shall retain his office only until the next Annual Rotation, but he shall then be eligible for re-election

9 2 *Rotation of the Members of the Council*

- (a) At the first General Meeting to be held in the first quarter of every calendar year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office (the "Annual Rotation")
- (b) The members of the Council to retire shall be those who have been longest in office since their last election or appointment As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the council shall be eligible for re-election
- (c) The Foundation may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost
- (d) No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four (4) nor more than twenty-eight (28) intervening days

9 3 *Disqualification Of Members Of The Council*

- (a) The office of a member of the Council shall be vacated if
 - (i) that member ceases to be a member by virtue of any provision of the Act or is prohibited from being a member by law,
 - (ii) a Bankruptcy order is made against that member,
 - (iii) a composition is made with that person's creditors generally in satisfaction of that person's debts,

- (iv) a registered medical practitioner who is treating that member gives a written opinion to the Foundation stating that such member has become physically or mentally incapable of acting as a member and may remain so for more than three (3) months,
 - (v) by reason of that member's mental health, a court makes an order which wholly or partly prevents that member from personally exercising any powers or rights which that member would otherwise have;
 - (vi) if the member is a company or other statutory body, a resolution of the Council is passed or order made for its winding up or dissolution,
 - (vii) If by notice in writing to the Foundation he resigns his office
 - (viii) 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 objects A member of the Council whose office is proposed to be vacated following a resolution of the Council shall be given not less than seven (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 4.3(g)(ii) of these articles
 - (ix) If he has failed to attend four (4) consecutive meetings of the Council, the 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
- (b) Pursuant to section 157 and subject to section 158 of the Act, any person appointed or elected to be a member of the Council must be at least sixteen (16) years of age, but no member of the Council shall be required to vacate his office by reason of his attaining or having attained the age of seventy (70) years or any other age

9.4 *Powers of the Council*

- (a) The business of the Foundation shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Foundation as they think fit, and may exercise all such powers of the Foundation, and do on behalf of the Foundation all such acts as may be exercised and done by the Foundation, and as are not by statute or by the Articles required to be exercised or done by their Foundation in General Meetings, subject nevertheless to any regulations of the Articles, to the provisions of the statutes for the time being in force and

- affecting the Foundation, and to such regulations, being not inconsistent with the aforesaid regulations or provision, as may be prescribed by the Foundation in General Meeting, but no regulation made by the Foundation in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made
- (b) The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these present, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Foundation, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
- (c) A member of the Council may hold any other office or place of profit under the Foundation (except that of Auditor) in conjunction with his office of member of the Council, and may act in a professional capacity to the Foundation on such terms as to remuneration and otherwise as the Council shall arrange.
- (d) No member of the Council shall be disqualified by his office from contracting with the Foundation either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Foundation in which any member of the Council shall be in any way interested be avoided nor shall any member of the Council so contracting or being so interested be liable to account to the Foundation for any profit realised by any such contract or arrangement by reason of such member of the Council holding that office or of the fiduciary relationship thereby established. The nature of a member of the Council's interest must be declared by him at the meeting of the Council at which the question of entering into the contract or arrangement is first taken into consideration, or if the member was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Council held after he became so interested. A general notice to the Council by a member of the Council that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of the notice be made with such firm or company shall (if such member shall give the same meeting of the Council or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Council after it is given be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A member of the Council may as a member of the Council vote and be counted as one of a quorum upon a motion in respect of any contract or arrangement which he shall make with the Foundation or in which he is so interested as aforesaid.

95 *Proceedings Of The Council*

- (a) The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined three

shall be a quorum Questions arising at any meeting shall be decided by a majority of votes

- (b) A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting
- (c) The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting
- (d) A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Foundation for the time being vested in the Council generally
- (e) The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council
- (f) All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
- (g) The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Foundation and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meetings, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated
- (h) A resolution in writing signed by all the members for the time being of the Council or of any committee of the council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

10. PATRON, PRESIDENT AND VICE-PRESIDENT

- 10.1 The Council may from time to time appoint such person or persons (whether or not a member or members) as it should think fit to be the Patron or Patrons, the President and one or more Vice-Presidents of the Foundation and may, without assigning any reason therefore, remove any person so appointed
- 10.2 The Patrons, President and Vice-Presidents shall have such powers and duties as the Council shall from time to time determine

11. SECRETARY

The Secretary shall be appointed by the Council 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 Council 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

12. EXECUTION OF DOCUMENTS

A document may be executed on behalf of the Foundation either by

- (a) affixing the Seal of the Foundation in accordance with Article 13 hereof, or
- (b) two (2) Authorised Signatories, or
- (c) one (1) member of the Council in the presence of one (1) witness who attests the signature of the member of the Council

13. THE SEAL

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

14. ACCOUNTS

- 14.1 The Council shall cause proper books of account to be kept with respect to.
- (a) all sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place,
 - (b) all sales and purchases of good by the foundation; and
 - (c) the assets and liabilities of the Foundation

- 14.2 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 Foundation and to explain its transactions
- 14.3 The books of account shall be kept at the office, or, subject to section 388 of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council
- 14.4 The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Foundation or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right to inspecting any account or book or document of the Foundation except as conferred by statute or authorised by the Council or by the Foundation in General Meeting
- 14.5 Pursuant to sections 441, 442 and 444 of the Act, the Council shall deliver to the registrar for each financial year and in each case, within nine months of the end of the relevant accounting reference period a copy of a balance sheet drawn up as at the last day of that year
- 14.6 The Council may also deliver to the registrar
- (a) a copy of the company's profit and loss account for that year, and
 - (b) a copy of the directors' report for that year
- 14.7 The directors must also deliver to the registrar a copy of the auditor's report on the accounts (and any directors' report) that it delivers
- 14.8 Pursuant to sections 423 and 424 of the Act, the Foundation must send a copy of the Foundation's annual accounts to each member of the Foundation not later than
- (a) the end of the period for filing accounts and reports, or
 - (b) if earlier, the date on which the Foundation actually delivers its accounts and reports to the registrar

15 AUDIT

- 15.1 Once at least in every year the accounts of the Foundation 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
- 15.2 Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and section 14 of the Companies Act, 1967, the members of the Council being treated as the Directors mentioned in those sections

16 NOTICES

- 16.1 Subject to the Articles, anything sent or supplied by or to the Foundation under the Articles may be sent or supplied in any way in which the Act provides for documents

or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Foundation.

16.2 Any notice, document or other information shall be deemed served on or delivered to the intended recipient

- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),
- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address,
- (c) if properly addressed and sent or supplied by electronic means, the same day as the document or information was sent or supplied; and
- (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this article, no account shall be taken of any part of a day that is not a working day

16.3 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act

16.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Foundation is unable effectively to convene a General Meeting by notices sent through the post, the Foundation need only give notice of a General Meeting to those members with whom the Foundation can communicate by electronic means and who have provided the Foundation with an address for this purpose. The Foundation shall also advertise the notice on the same date in at least one national daily newspaper with circulation in the United Kingdom. In any such case the Foundation shall send confirmatory copies of the notice by post or by electronic means to an address for the time being notified to the Foundation by the member for such purposes if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable

16.5 Subject to the Articles, any notice or document to be sent or supplied to a Council member in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that Council member has asked to be sent or supplied with such notices or documents for the time being

- 16.6 A Council member may agree with the Foundation that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours
- 16.7 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Foundation an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Foundation

17. DISSOLUTION

- 17.1 Every member of the Foundation undertakes to contribute to the assets of the Foundation, 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 Foundation 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
- 17.2 If upon the winding up or dissolution of the Foundation 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 Foundation, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Foundation, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Foundation under or by virtue of Articles 2.1 to and including Article 2.4 hereof, such institution or institutions to be determined by the members of the Foundation at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object

DATED this 29 day of October, 2010

SCHEDULE 1

THE ORIGINAL SUBSCRIBERS TO THE FOUNDATION

1. Nancy Hunter-Gray, then of 13 Wilton Mews, London, SW1
2. Sidney Kingsley, then of 27 St John's Wood Terrace, London, NW8 6JL
3. Charles de Selincourt, then of 10 Ripplevale Grange, London, N1
4. John Lampaugh, then of 45 Christchurch Road, Winchester, Hants
5. John Hunter-Gray, then of 13 Wilton Mews, London, SW1
6. F E Camps, then of 190 Andrewes House, Barbican, London, EC2
7. K W Cross, then of 6 Fairleas, Court-Downs Road, Beckenham, Kent
8. A D M Jackson, then of 60 Uphill Road, London, NW7 4PU

SCHEDULE 2
COUNCIL MEMBERS
[TO BE INSERTED]¹

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**