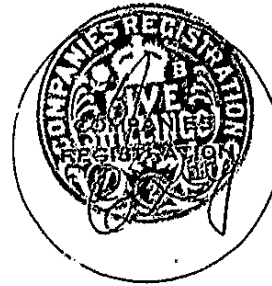


## THE COMPANIES ACT, 1948.



A 5/-  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

Declaration of Compliance with the requirements  
of the Companies Act, 1948, on application for  
Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

REGISTERED

24 FEB 1958

NAME OF

COMPANY

THE DITCHLEY FOUNDATION

LIMITED.

CAT. No. C.F. 41.

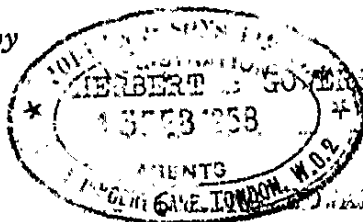
C511 JS16413

JORDAN & SONS,  
LIMITED

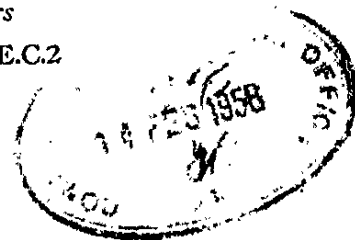
Company Registration Agents, Printers and Publishers

116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by



OXFORD.



I, FRANK LESLIE SELF

of 12 KING EDWARD STREET, in the City of Oxford.

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] [~~a person named in the Articles of Association as a Director/Secretary~~],

of The Ditchley Foundation

.....LIMITED,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 12 King Edward Street in  
the City of Oxford

the Tenth day of February  
One thousand nine hundred and fifty eight  
before me,

Leonard V. Murphy  
A Commissioner for Oaths (b)

F. L. Self

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

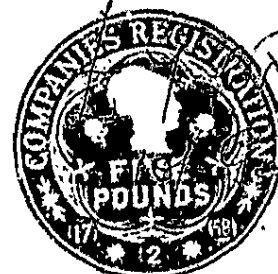
- (a) Delete words not required.  
(b) or Notary Public or Justice of the Peace.

This margin to be reserved for binding.



599389/2

C 1497



The Companies Act, 1948

REGISTERED

24 FEB 1958

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
SHARE CAPITAL

## Memorandum of Association

OF

The DITCHLEY FOUNDATION  
LIMITED

✓ 1. The name of the Company (hereinafter called "the Foundation") is "THE DITCHLEY FOUNDATION LIMITED."

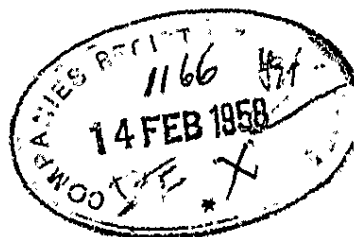
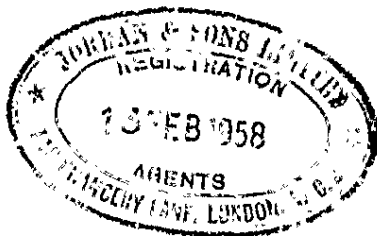
✓ 2. The registered office of the Foundation will be situate in England.

✓ 3. The objects for which the Foundation is established are :—

✓ (A) To promote carry out or advance any charitable objects, and in particular any branches or aspects of education, likely to be for the common benefit of British subjects on the one hand and citizens of the United States of America on the other.

✓ (B) In the course and for the purpose of promoting carrying out or advancing any such charitable objects as aforesaid (but not further or otherwise) to do all or any of the things hereinafter in this paragraph set out :—

✓ (i) To promote and facilitate in any part of the world the joint study, by groups consisting of one or more British subjects and one or more citizens of the United States of America (together with or without one or more persons of other nationalities) of sociological, economic, scientific, cultural and other problems and questions which from time to time are or may be common to or affect both the United Kingdom or a section or sections of the community in the United Kingdom on the one hand and the United States of America or a section or sections of the community in the United States of America on the other hand and with which the members of such groups shall be concerned or in which they shall be experienced by reason of their training or occupations or other activities or interests.



- (ii) To promote and facilitate in any part of the world the individual or joint study by British subjects of problems and questions which from time to time affect or may affect the United States of America or a section or sections of the community in the United States of America, and the individual or joint study by citizens of the United States of America of problems and questions which from time to time affect or may affect the United Kingdom or a section or sections of the community in the United Kingdom and in particular to provide opportunities for citizens of the United States of America visiting or temporarily resident in the United Kingdom to meet together for the purpose of such study.
- (iii) To organise and take part in organising, and to give financial or other support to, investigations and enquiries in any part of the world into such problems and questions as are hereinbefore referred to or into any facts or matters relevant to any such problems or questions.
- (iv) Subject to the provisions of section 14 of the Companies Act, 1948, to acquire the property known as Ditchley Park in the County of Oxford and to erect construct maintain equip and alter the same and any buildings or erections thereon which may be necessary or convenient for the establishment and maintenance or enlargement of a centre for study and conference.
- (v) To organise residential or other courses of study and conferences at Ditchley Park aforesaid or elsewhere and to establish paid residential or other fellowships and to provide accommodation, food, drink, and other amenities (either free of charge or on such terms as may be thought fit) to persons attending such residential or other courses of study and conferences.
- (vi) To establish fellowships, scholarships and prizes.
- (vii) Subject to paragraph 4 hereof, to remunerate and to make grants by way of payments to or contributions towards the expenses (including travelling expenses) of directors, instructors and teachers and other persons helping to carry on or to carry out, or persons desirous of taking advantage of, the work or any part or aspect of the work of or the facilities provided by the Foundation.
- (viii) To publish and publicise the results of any residential or other courses of study or conferences or other work of the Foundation.
- (ix) Subject to the provisions of section 14 of the Companies Act 1948 to purchase take on lease or exchange hire or otherwise acquire any real or personal property and

any rights or privileges and to construct maintain equip and alter any buildings or erections on any such property.

- (x) To appeal for and accept subscriptions and other contributions, donations, devises and bequests.
- (xi) To undertake and execute any trusts for charitable purposes.
- (xii) To sell let mortgage dispose of or turn to account all or any of the properties or assets of the Foundation.
- (xiii) To borrow or raise money on such terms and on such security as the Foundation may think fit.
- (xiv) To draw make accept endorse discount execute and issue promissory notes bills of exchange warrants debentures and other negotiable or transferable instruments.
- (xv) To invest the moneys of the Foundation not immediately required for its purposes in or upon such investments securities or property (whether or not authorised by law for the investment of trust funds) as the Foundation may determine.
- (xvi) To establish and support or aid in the establishment and support of any charitable institutions or associations and to subscribe or guarantee money for charitable purposes.
- (xvii) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or have at any time been officers or in the employment or service of the Foundation, and the wives, widows, families and dependants of any such persons and to make payments in or towards the insurance of any such persons as aforesaid.
- (xviii) To do all or any other things incidental or conducive to promoting carrying out or advancing any such charitable objects as are referred to in sub-paragraph (A) of this paragraph.

Provided that 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 an object of the Foundation would make it a Trade Union.

Provided also that in case the Foundation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Foundation shall not sell, mortgage, charge or lease the same without such authority, approval or consent (if any) as may for the time being be required by law.

4. The income and property of the Foundation whencesoever derived, shall be applied solely towards the promotion of the objects of the Foundation as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Foundation.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Foundation, or to any member of the Foundation in return for any services actually rendered to the Foundation, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Foundation nor be deemed to exclude any member of the Foundation from the benefit of any grant made in furtherance of any of the objects of the Foundation; but so that no member of the Council of Management or Governing Body of the Foundation shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Foundation to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Foundation provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited. ✓

6. Every member of the 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. ✓

319

7. 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 charitable institution or institutions 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 Clause 4 hereof, such institution or institutions to be determined at or before the time of dissolution, by the members of the Foundation having power to vote and if and so far as effect cannot be given to such provision, then to some other charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Foundation and of the property, credits and liabilities of the Foundation, and, 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.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

Hugh David Hamilton Wiles  
Sandford Park,

Sandford St. Martin, Oxon.  
Farmer & landowner

Carl William Hayden  
Flat 8, 49 Rutland Gate  
London S.W.7

Bishop

Man Rumbin  
Wasperry  
Stanton St. John, Oxford  
Banker

Arthur H. Elliott

"Farley", West Street  
Reigate, Surrey.  
Sawyer

Edmond Chester

Boxbar  
Wesley Drive  
Wentworth, Surrey.

Director.

Peter Wellesbourne Kemp-Welch

Morley.  
Great Hallingbury.  
N.H. Bishop Stortford.  
Herts.

Stockbroker.

Robert Van Dancin  
Royal College of Art  
Principal London

20/7



Dated this Tenth day of February 1956.

Witness to the Signature of Hugh David Hamill, M.A.

*W. Hoyle*  
12. Tokerhouse Yard, London, E.C. 2.

Witness to the Signature of <sup>Incorporated Accountant.</sup> Carl William Hayden

*Robert Joshua Bressfogle*  
117, Old Broad St., E.C. 2

*Bank officer (Vice-President)*

Witness to the Signature of John Thomson

*Patricia Mary Greening*

23 Woodstock Close,  
Oxford

Witness to the Signature of <sup>Secretary</sup> ARTHUR H. ELLIOT

*Perch. H. H. Husee*  
48. Beattyville Gardens,  
Hford, Essex

*Charles Accountant.*

Witness to the Signature of Edward Chester Peat

*Margaret Amy Carter Howland,*  
Hampfield Lodge,  
5 Oakleigh Park, South, London N. 20.  
Secretary.

Witness to the Signature of Peter Waplesbourne, M.A., Waleh O.B.E.

*Robert Lynelle Boyce*  
12. Tokerhouse Yard,  
London, E.C. 2.

*Incorporated Accountant.*

Witness to the Signature of Robert Vera Darwin C.B.E.,

*Robert Vera Darwin*  
*Notes City, 7th London*  
*Private*

*Paddy Kitchen*  
25 Tregunter Rd  
London SW10

(Secretary)



599389/3



The Companies Act, 1948

C 1497

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL

## Articles of Association

OF

## The DITCHLEY FOUNDATION LIMITED

REGISTERED

24 FEB 1958

GENERAL.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context—

<i>Words</i>	<i>Meanings</i>
THE ACT ....	The Companies Act, 1948.
THE FOUNDATION ....	The above-named Foundation.
THESE PRESENTS ....	These Articles of Association and the regulations of the Foundation from time to time in force.
THE COUNCIL ....	The Council of Management for the time being of the Foundation.
THE OFFICE ....	The registered office of the Foundation.
THE SEAL ....	The common seal of the Foundation.
THE UNITED KINGDOM ....	Great Britain and Northern Ireland.
MONTH ....	Calendar month.
IN WRITING ....	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and *vice versa*.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Foundation shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Foundation proposes to be registered is 500, but the Council may from time to time register an increase of members.

3. The Foundation is established for the purposes expressed in the Memorandum of Association.

#### MEMBERS.

4. The provisions of section 110 of the Act shall be observed by the Foundation.

5. No person (other than the subscribers to the Memorandum of Association of the Foundation) shall become a member until he has either signed and delivered to the Foundation a written consent to become a Member or has signed the Register of Members.

6. Subject to Article 5 of the following persons shall be members of the Foundation (that is to say) :—

(A) the subscribers to the Memorandum of Association and

(B) such other persons as the Council may from time to time by resolution invite to membership of the Foundation.

7. The consent of a person to become a member of the Foundation shall be in the following form or such other form as the Council may consider to be sufficient (namely) :—

"I.....of.....desire and consent to become a member of the DITCHLEY FOUNDATION LIMITED."

8. A member of the Foundation shall remain a member throughout his life or until he shall give to the Foundation written notice that he resigns his membership or until at a meeting of the Council at which not less than six members of the Council are present, a resolution is passed by at least two-thirds of those persons to the effect that he shall forthwith cease to be a member.

9. Every member shall be entitled to receive a copy of the Annual Report and Accounts of the Foundation, but no member shall, as such, be entitled to receive notice of or to attend or vote at any General Meeting of the Foundation unless there shall for the time being be fewer than two members of the Council and fewer than three Governors, in which case any two members shall be entitled to call a General Meeting of the Foundation for the purpose of electing three new Governors (but for no other purpose) and every member shall be entitled to receive notice of and to attend and vote at such meeting.

### GOVERNORS.

10. Subject to the provisions of these Articles, the following persons shall be Governors of the Foundation :—

- (A) HUGH DAVID HAMILTON WILLS, CARL WILLIAM HAYDEN, COL. JOHN THOMSON, T.D., V.L., Hon. D.C.L., ARTHUR H. ELLIOT, EDWARD CHESTER PEET, PETER WELLESBOURNE KEMP-WELCH, O.B.E., and ROBERT VERE DARWIN, C.B.E., who shall be the first Governors,
- (B) such other persons as shall for the time being be members of the Council and
- (C) such other persons as the Council may from time to time by resolution elect to become Governors and as may in writing delivered to the Foundation consent to accept that office.

The said HUGH DAVID HAMILTON WILLS, CARL WILLIAM HAYDEN, COL. JOHN THOMSON, T.D., V.L., Hon. D.C.L., and ARTHUR H. ELLIOT shall be Governors until 31st December, 1962, and the said EDWARD CHESTER PEET, PETER WELLESBOURNE KEMP-WELCH, O.B.E., and ROBERT VERE DARWIN, C.B.E., shall be Governors until 31st December, 1960.

11. If a person elected to be a Governor is not already a member, the resolution electing him shall be deemed also to be an invitation to him to become a member.

12. No person who is not already a member shall be or become a Governor until he has complied with Article 5.

13. A Governor may be elected to that office either for life or for some other period specified in the resolution by which he is elected.

14. A Governor shall automatically cease to be a Governor on the expiration of the period for which he shall have been elected or appointed under by these Articles or if

- (A) for any reason he ceases to be a member or

- (B) he resigns his governorship by notice in writing delivered to the Foundation.

15. Each Governor shall be entitled to receive notice of and to attend and vote at every General Meeting of the Foundation.

#### GENERAL MEETINGS.

16. The Foundation shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Foundation holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

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

18. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

19. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Foundation; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

20. 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 had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

21. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an

Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

22. For the purposes of Articles 23 to 37 a person present at a meeting (whether in person or by proxy) shall be deemed not to be a member unless he is under these Articles entitled to be present and to vote at that meeting.

23. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three members personally present shall be a quorum.

24. 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.

25. 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.

26. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

27. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of 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.

28. Subject to the provisions of Article 29, 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.

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

30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

31. 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.

#### VOTES OF MEMBERS.

32. Subject as hereinafter provided, every member entitled to be present and vote at a General Meeting shall have one vote at that meeting.

33. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by section 139 of the Act. A proxy need not be a member.

34. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

35. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the

taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

36. 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.

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

“  
 “ I,  
 “ of  
 “ a member of  
 “ hereby appoint  
 “ of  
 “ and failing him,  
 “ of  
 “ to vote for me and on my behalf at the [Annual or  
 “ Extraordinary, or Adjourned, as the case may be] General  
 “ Meeting of the Foundation to be held on the  
 “ day of , and at every adjournment thereof.

“ As witness my hand this                      day of                      19 .”

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

#### COUNCIL OF MANAGEMENT.

38. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 6 nor more than 12.

39. So far as conveniently practicable one-third of the members from time to time of the Council shall be either citizens of the United States of America or persons well acquainted with the United States of America or the problems peculiar thereto, but this Article shall not impose any binding limit on the powers conferred on the Council and the Foundation respectively with regard to the appointment or election of members of the Council.

40. The first Governors shall also be the first members of the Council.



41. No member of the Council shall vacate or be required to vacate his office as a member of the Council on his attaining or having attained the age of 70 or any other age and any member of the Council retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed or elected a member of the Council shall be capable of being appointed or elected or re-elected as a member of the Council notwithstanding that he has attained the age of 70 and no special notice need be given of any resolution of election or re-election as a member of the Council of a person who shall have attained the age of 70 and it shall not be necessary to give to the members notice of the age of any member of the Council or person proposed to be elected or re-elected as such.

42. If any person who is not already a member of the Foundation shall be appointed or elected to be a member of the Council, he shall be deemed to have been duly invited to become a member of the Foundation and he shall forthwith comply with Article 5.

43. 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 General Meeting, but he shall then be eligible for re-election.

#### POWERS OF THE COUNCIL.

44. 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 these presents required to be exercised or done by the Foundation in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Foundation, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, 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.

45. 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 presents, 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.

### SECRETARY.

46. 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 provisions of sections 177 and 179 of the Act shall apply and be observed. 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.

### THE SEAL.

47. 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 and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person *bona fide* dealing with the Foundation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

### DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

48. The office of a member of the Council shall be vacated :—

- (A) If, not being already a member of the Foundation at the date of his election or appointment as a member of the Council, he does not within one month after such election or appointment comply with the provisions of Article 5.
- (B) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (C) If he becomes of unsound mind.
- (D) If he ceases to be a member of the Foundation.
- (E) If by notice in writing to the Foundation he resigns his office.
- (F) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (G) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

### ROTATION OF MEMBERS OF THE COUNCIL.

49. At the second Annual General Meeting, and at the Annual General Meeting to be held in every subsequent year, one quarter of the members of the Council for the time being, or if their number is not a multiple of four then one quarter of the nearest multiple of four greater than their number shall retire from office.

50. 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.

51. 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.

52. 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 nor more than twenty-eight intervening days.

53. The Foundation may from time to time in 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 elections necessary for effecting any such increase.

54. In addition and without prejudice to the provisions of section 184 of the Act, the Foundation may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution 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.

#### PROCEEDINGS OF THE COUNCIL.

55. 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. In case of an equality of votes the Chairman shall have a second or casting vote.

56. 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.

57. 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.

58. 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.

59. 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 these presents 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.

60. 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.

61. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of 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 meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

62. 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.

## ACCOUNTS.

63. 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 goods by the Foundation ; and
- (c) the assets and liabilities of the Foundation.

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.

64. The books of account shall be kept at the office, or, subject to section 147(3) 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.

65. The Foundation in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Council, of the accounts and books of the Foundation, or any of them, and subject to such restrictions the accounts and books of the Foundation shall be open to the inspection of such members at all reasonable times during business hours.

66. At the Annual General Meeting in every year the Council shall lay before the Foundation a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Foundation) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158(1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

## AUDIT.

67. 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.

68. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

## NOTICES.

69. A notice may be served by the Foundation upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

70. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

## DISSOLUTION.

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

---

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
 

---

Hugh David Hainton Hills

Sundford Park,

Sandford St. Martin, Wessex.

Farmer & Landowner

Carl Wilhelm Hantzen  
Flat 8, 49 Portland Gate  
London, S.W.7

Banker.

Mr. Munro

Woodpecker

Stanton St. John, Oxford

Banker

Arthur H. Ewart

"Farley", West Street

Reigate, Surrey

Director

Edmond Chester

Joxbar

West "Drive"

Wentworth, Surrey.

Director.

Peter Wellesbourne Kemp-Welch

Horseys

Great Hallingbury

Nth. Bishop's Stortford.

Herts.

Stockbroker.

Robert Van Damm

Royal College 2 Art

Principal

London

---

Dated this Tenth day of February, 1958.

Witness to the Signature of Hugh David Hamilton Wells

*R. H. Wells*  
12, Tokentown Yard. London. E.C.2.

Witness to the Signature of Carl William Hayden  
Incorporated Accountant

*Robert Joshua Breyfogle*  
117, Old Broad St., E.C.2

Witness to the Signature of John Thompson  
Branch officer (Vice-President)

*Patricia Mary Grainger*  
23, Woodstock Close  
Oxford

Secretary

Witness to the Signature of ARTHUR H. ELLIOT

*Paul H. Ellise*  
48 Beattyville Gardens.  
Wford. Essex

Witness to the Signature of Edward Chester Post  
Charles Accountant

*Margaret Amy Carver Haynie*  
Heathfield Lodge,  
5 Oakleigh Park, Aarts,

Secretary, London, N.20.

Witness to the Signature of Peter Wallerbourne Kemp - Welch O.A.E.

*Robert Lynne Rogers*  
12, Tokentown Yard.  
London. E.C.2.  
Incorporated Accountant.

Witness to the Signature of Robert Vere Darwin C.B.E.

*Robert Vere Darwin*  
Royal Albert of Arts London

Printer

Paddy Kitchen  
25 Tregunter Rd  
London SW10  
(secretary)



DUPLICATE FOR THE FILE

No. 599389



## Certificate of Incorporation

I Hereby Certify That

THE DITCHLEY FOUNDATION LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Twenty-fourth day of February One Thousand Nine Hundred and Fifty eight.

*L. R. Lane*  
Registrar of Companies

Certificate  
received by



Date



*Part C  
Ltd. Guarantee*

*PC - S. New Square  
Lincoln Inn  
London WC2.*

SPECIAL RESOLUTION

- of -

THE DITCHLEY FOUNDATION LIMITED

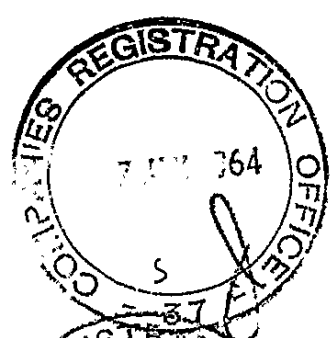
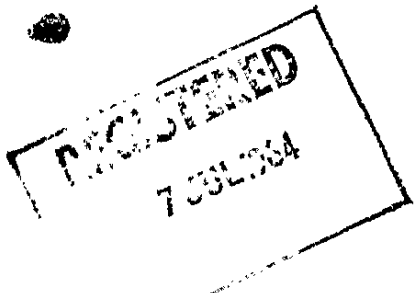
*✓*

At the Annual General Meeting of the above named Company,  
duly convened, and held at The Law Society's Hall, Chancery  
Lane, London, W.C.2. on the 4th day of December, 1963,  
the subjoined Special Resolution was duly passed, viz:-

IT WAS RESOLVED that Article 38 of the Articles of  
Association of the Company be amended by increasing the  
maximum permitted number of members of the Council of  
Management from fourteen to twenty

*A. G. Trower*

A. G. Trower  
Secretary.



*LB*

*451A*

*382*

SPECIAL RESOLUTION

(Pursuant to the Companies Act 1948 Sections 10, 18, 19 & 141)  
of

THE DITCHLEY FOUNDATION LIMITED

Passed the 29th November 1966

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at The Crown Estate Office, Whitehall, London S.W.1 on the 29th day of November 1966 the sub-joined Special Resolutions were duly passed as SPECIAL RESOLUTIONS

REGISTERED

14 DEC 1966

SPECIAL RESOLUTIONS

That the Memorandum of Association of the Company be amended as follows:-

- (a) By the deletion from clause 3(B)(iv) of the words "Subject to the provisions of section 14 of the Companies Act, 1948, to" and the substitution therefor of the word "To".
- (b) By the deletion from clause 3(B)(ix) of the words "Subject to the provisions of section 14 of the Companies Act, 1948, to" and the substitution therefor of the word "To".
- (c) By the deletion from clause 3(B)(xv) of the words "(whether or not authorised by law for the investment of Trust Funds), as the Foundation may determine" and the substitution therefor of the words "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".
- (d) By the deletion from clause 3(B)(xvii) of the word "To" where it first occurs and the substitution therefor of the words "subject to paragraph 4 hereof, to".
- (e) By the deletion from clause 3 of the two Provisos immediately following sub-clause (B)(xviii) and the substitution therefor of the following words:  
"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 manner as 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 an 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 Management 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 Management 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 Management 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. That the Articles of Association of the Company be amended as follows:

- (a) By the deletion from Article 6 of the word "of" where it first occurs.
- (b) By the deletion from Article 7 of the word "LIMITED" and the insertion immediately after "THE DITCHLEY FOUNDATION" of the words "until the 19. 7 ".
- (c) By the insertion in Article 8 immediately after the words "throughout his life" of the words "or for some other period specified in the Consent to Membership signed by him" and after the words "Council are present" of the words "and at which the member concerned shall have been given a reasonable opportunity to be present and speak on his own behalf".
- (d) By the deletion of Articles 9, 10, 11, 12, 13, 14, 15, and 40.
- (e) By the insertion after Article 8 of the following words as Article 9:  
"9. Members may be designated "Governors of the Foundation"."
- (f) By the deletion from Article 23 of the word "three" and the substitution therefor of the word "seven".

(g) By the deletion from Article 32 of the words "Subject as hereinafter provided, every" and the substitution therefor of the word "Every".

(h) By the deletion from Article 38 of the figures "12" and the substitution therefor of the figures "20".

(i) By the deletion from Article 66 of the word "four" and the substitution therefor of the word "nine".

(j) By the re-numbering of Articles 16 to 39 (inclusive) as 10 to 33 and of Articles 41 to 71 (inclusive) as 34 to 64.

3. That the name of the Company be changed to "The Ditchley Foundation".

*Res Grant*

SECRETARY

Presented to the Registrar of Companies  
on the \_\_\_\_\_ day of \_\_\_\_\_ 1966.



We hereby certify that this Resolution has  
been processed by the Bank Verex machine.

*Herbert Gowers*  
.....  
Herbert & Gowers & Co.

549389/280.  
Amend-1 of 9/12/66  
Letter of 2.12.66



THE COMPANIES ACT,

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

## Memorandum of Association

OF

# \*THE DITCHLEY FOUNDATION

\*1. The name of the Company (hereinafter called "the Foundation") is "THE DITCHLEY FOUNDATION."

2. The Registered Office of the Foundation will be situated in England.

3. The objects for which the Foundation is established are :—

(A) To promote carry out or advance any charitable objects and in particular any branches or aspects of education, likely to be for the common benefit of British subjects on the one hand and citizens of the United States of America on the other.

(B) In the course and for the purpose of promoting carrying out or advancing any such charitable objects as aforesaid (but not further or otherwise) to do all or any of the things hereinafter in this paragraph set out :—

(i) To promote and facilitate in any part of the world the joint study, by groups consisting of one or more British subjects and one or more citizens of the United States of America (together with or without one or more persons of other nationalities) of sociological, economic, scientific, cultural and other problems and questions which from time to time are or may be common to or affect both the United Kingdom or a section or sections of the community in the United Kingdom on the one hand and the United States of America or a section or sections of the community in the United States of America on the other hand and with which the members of such groups shall be concerned or in which they shall be experienced by reason of their training or occupations or other activities or interests.

(ii) To promote and facilitate in any part of the world the individual or joint study by British subjects of problems and questions which from time to time affect or may affect the United States of America

REGISTERED

24- DEC 1966

\*Permission to dispense with the word "Limited" was granted by the Board of Trade on the day of 1966.

or a section or sections of the community in the United States of America and the individual or joint study by citizens of the United States of America of problems and questions which from time to time affect or may affect the United Kingdom or a section or sections of the community in the United Kingdom and in particular to provide opportunities for citizens of the United States of America visiting or temporarily resident in the United Kingdom to meet together for the purpose of such study.

(iii) To organise and take part in organising, and to give financial or other support to investigations and enquiries in any part of the world into such problems and questions as are hereinbefore referred to or into any facts or matter relevant to any such problems or questions.

(iv) To acquire the property known as Ditchley Park in the County of Oxford and to erect construct maintain equip and alter the same and any buildings or erections thereon which may be necessary or convenient for the establishment and maintenance or enlargement of a centre for study and conference.

(v) To organise residential or other courses of study and conferences at Ditchley Park aforesaid or elsewhere and to establish paid residential or other fellowships and to provide accommodation, food, drink and other amenities (either free of charge or on such terms as may be thought fit) to persons attending such residential or other courses of study and conferences.

(vi) To establish fellowships, scholarships and prizes.

(vii) Subject to paragraph 4 hereof, to remunerate and to make grants by way of payments to or contributions towards the expenses (including travelling expenses) of directors, instructors, and teachers and other persons helping to carry on or to carry out or persons desirous of taking advantage of, the work or any part or aspect of the work of or the facilities provided by the Foundation.

(viii) To publish and publicise the results of any residential or other courses of study or conferences or other work of the Foundation.

(ix) To purchase take on lease or exchange hire or otherwise acquire any real or personal property and any rights or privileges and to construct maintain equip and alter any buildings or erections on any such property.

(x) To appeal for and accept subscriptions and other contributions, donations, devises and bequests.

- (xi) To undertake and execute any trusts for charitable purposes.
- (xii) To sell let mortgage dispose of or turn to account all or any of the properties or assets of the Foundation.
- (xiii) To borrow or raise money on such terms and on such security as the Foundation may think fit.
- (xiv) To draw make accept endorse discount execute and issue promissory notes bills of exchange warrants debentures and other negotiable or transferable instruments.
- (xv) To invest the moneys of the Foundation not immediately required for its purpose 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.
- (xvi) To establish and support or aid in the establishment and support of any charitable institutions or associations and to subscribe or guarantee money for charitable purposes.
- (xvii) Subject to paragraph 4 hereof, to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and to give procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or have at any time been officers or in the employment or service of the Foundation, and the wives, widows, families and dependants of any such persons and to make payments in or towards the insurance of any such persons as aforesaid.
- (xviii) To do all or any other things incidental or conducive to promoting carrying out or advancing any such charitable objects as are referred to in sub-paragraph (A) of this paragraph.

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 manner as 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 an 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 Management 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 Management 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 Management 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.

4. The income and property of the Foundation whencesoever derived, shall be applied solely towards the promotion of the objects of the Foundation as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Foundation.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Foundation, or to any member of the Foundation in return for any services actually rendered to the Foundation, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Foundation nor be deemed to exclude any member of the Foundation from the benefit of any grant made in furtherance of any of the objects of the Foundation; but so that no member of the Council of Management or Governing Body of the Foundation shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Foundation to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Foundation provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the 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.

7. 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 charitable institution or institutions 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 Clause 4 hereof, such institution or institutions to be determined at or before the time of dissolution, by the members of the Foundation having power to vote and if and so far as effect cannot be given to such provision, then to some other charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Foundation and of the property, credits and liabilities of the Foundation and, 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.

Certified copy of the Memorandum of  
Association as amended by the Special  
Resolution passed on the 29th November  
1966

.....*R. Grant*.....



WHEREAS it has been proved to the satisfaction of the Board of Trade that the objects of

**THE DITCHLEY FOUNDATION LIMITED**

which was registered under the Companies Act, 1948 (hereinafter called the "Act") are restricted to those specified in subsection (1) of Section 19 of the Act, and to objects incidental or conducive thereto and that by its constitution the said Company is required to apply its income and property whencesoever derived solely towards the promotion of the objects of the said Company as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus to the members of the said Company.

NOW, THEREFORE, in consideration of the provisions and conditions contained in the Memorandum and Articles of Association of the said Company and on the condition that no addition, alteration or amendment shall be made to or in the Memorandum of Association or the regulations contained in the Articles of Association for the time being in force, unless the same have been previously submitted to and approved by the Board of Trade, the Board in pursuance of the powers conferred upon them by subsection (2) of the said Section 19, do by this their licence authorise the said Company to make a change in its name ~~including or~~ consisting of the omission of the word "Limited."

SIGNED this      Thirteenth      day of      January,      1967

*J.B. Smith*

*An Assistant Secretary of the Board of Trade*

CD/43A.

(B2761) W: 32349-3452, 200, 5/59 P. & N. Ltd G744

**REGISTERED**

**23 JAN 1967**

No. C.172

DUPLICATE FOR THE FILE

No. 599389

129



## Certificate of Incorporation on Change of Name

Whereas

THE DITCHLEY FOUNDATION LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the TWENTY-FOURTH DAY OF FEBRUARY, 1958

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

THE DITCHLEY FOUNDATION

(THE WORD "LIMITED" BEING OMITTED BY LICENCE OF THE BOARD OF TRADE)

Given under my hand at London, this TWENTY-THIRD DAY OF JANUARY ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

Certificate received by

*[Signature]*

*L.S. Whitfield*

Assistant Registrar of Companies.

Date 23.1.67

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

**Memorandum**  
AND  
**Articles of Association**  
OF  
**THE DITCHLEY FOUNDATION**

*Incorporated the 24th day of February, 1958.*

SOLICITORS :

HERBERT & GOWERS & CO.,  
OXFORD.

JOADAN & SONS, LIMITED,

Company Registration Agents, Stationers and Printers,  
113 CHANCERY LANE, LONDON, W.C.2, AND 15 BRISTOL STREET, LONDON, E.C.4.  
Telegrams: "JOURNAL", LONDON, LONDON. Telephone: FIVE SEVEN SEVEN (4 lines)



INDISTINCT ORIGINAL

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

Memorandum of Association

OF

\*THE DITCHLEY FOUNDATION ✓

*(As amended by Special Resolution passed on the 29th day  
of November 1966)*

\*1. The name of the Company (hereinafter called "the Foundation") is "THE DITCHLEY FOUNDATION." ✓

2. The Registered Office of the Foundation will be situate in England.

3. The objects for which the Foundation is established are :—

(A) To promote carry out or advance any charitable objects and in particular any branches or aspects of education, likely to be for the common benefit of British subjects on the one hand and citizens of the United States of America on the other. ✓

(B) In the course and for the purpose of promoting carrying out or advancing any such charitable objects as aforesaid (but not further or otherwise) to do all or any of the things hereinafter in this paragraph set out :—

(i) To promote and facilitate in any part of the world the joint study, by groups consisting of one or more British subjects and one or more citizens of the United States of America (together with or without one or more persons of other nationalities) of sociological, economic, scientific, cultural and other problems and questions which from time to time are or may be common to or affect both the United Kingdom or a section or sections of the community in the United Kingdom on the one hand and the United States of America or a section or sections of the community in the United States of America on the other hand and with which the members of such groups shall be concerned or in which they shall be experienced by reason of their training or occupations or other activities or interests.

(ii) To promote and facilitate in any part of the world the individual or joint study by British subjects of problems and questions which from time to time affect or may affect the United States of America

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\*Permission to dispense with the word "Limited" was granted by the Board of Trade on the 23rd day of January, 1967. ✓

or a section or sections of the community in the United States of America and the individual or joint study by citizens of the United States of America of problems and questions which from time to time affect or may affect the United Kingdom or a section or sections of the community in the United Kingdom and in particular to provide opportunities for citizens of the United States of America visiting or temporarily resident in the United Kingdom to meet together for the purpose of such study.

- (iii) To organise and take part in organising, and to give financial or other support to investigations and enquiries in any part of the world into such problems and questions as are hereinbefore referred to or into any facts or matter relevant to any such problems or questions.
- (iv) To acquire the property known as Ditchley Park in the County of Oxford and to erect construct maintain equip and alter the same and any buildings or erections thereon which may be necessary or convenient for the establishment and maintenance or enlargement of a centre for study and conference.
- (v) To organise residential or other courses of study and conferences at Ditchley Park aforesaid or elsewhere and to establish paid residential or other fellowships and to provide accommodation, food, drink and other amenities (either free of charge or on such terms as may be thought fit) to persons attending such residential or other courses of study and conferences.
- (vi) To establish fellowships, scholarships and prizes.
- (vii) Subject to paragraph 4 hereof, to remunerate and to make grants by way of payments to or contributions towards the expenses (including travelling expenses) of directors, instructors, and teachers and other persons helping to carry on or to carry out or persons desirous of taking advantage of, the work or any part or aspect of the work of or the facilities provided by the Foundation.
- (viii) To publish and publicise the results of any residential or other courses of study or conferences or other work of the Foundation.
- (ix) To purchase take on lease or exchange hire or otherwise acquire any real or personal property and any rights or privileges and to construct maintain equip and alter any buildings or erections on any such property.
- (x) To appeal for and accept subscriptions and other contributions, donations, devises and bequests.



- (xi) To undertake and execute any trusts for charitable purposes.
- (xii) To sell let mortgage dispose of or turn to account all or any of the properties or assets of the Foundation.
- (xiii) To borrow or raise money on such terms and on such security as the Foundation may think fit.
- (xiv) To draw make accept endorse discount execute and issue promissory notes bills of exchange warrants debentures and other negotiable or transferable instruments.
- (xv) To invest the moneys of the Foundation not immediately required for its purpose 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.
- (xvi) To establish and support or aid in the establishment and support of any charitable institutions or associations and to subscribe or guarantee money for charitable purposes.
- (xvii) Subject to paragraph 4 hereof, to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and to give procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or have at any time been officers or in the employment or service of the Foundation, and the wives, widows, families and dependants of any such persons and to make payments in or towards the insurance of any such persons as aforesaid.
- (xviii) To do all or any other things incidental or conducive to promoting carrying out or advancing any such charitable objects as are referred to in sub-paragraph (A) of this paragraph.

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 manner as 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 an 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 Management 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 Management 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 Management 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.

4. The income and property of the Foundation whencesoever derived, shall be applied solely towards the promotion of the objects of the Foundation as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Foundation.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Foundation, or to any member of the Foundation in return for any services actually rendered to the Foundation, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Foundation nor be deemed to exclude any member of the Foundation from the benefit of any grant made in furtherance of any of the objects of the Foundation; but so that no member of the Council of Management or Governing Body of the Foundation shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Foundation to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Foundation provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the 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.

7. 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 charitable institution or institutions 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 Clause 4 hereof, such institution or institutions to be determined at or before the time of dissolution, by the members of the Foundation having power to vote and if and so far as effect cannot be given to such provision, then to some other charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Foundation and of the property, credits and liabilities of the Foundation and, 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.

THE COMPANIES ACT, 1948

PUBLIC GUAR

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

Articles of Association

OF

\*THE DITCHLEY FOUNDATION ✓

(As amended by Special Resolution passed 29th November 1966)

GENERAL.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context—

Words	Meanings
THE ACT.....	The Companies Act, 1948.
THE FOUNDATION	The above-named Foundation.
THESE PRESENTS	These Articles of Association and the regulations of the Foundation from time to time in force.
THE COUNCIL	The Council of Management for the time being of the Foundation.
THE OFFICE	The registered office of the Foundation.
THE SEAL	The common seal of the Foundation.
THE UNITED KINGDOM.....	Great Britain and Northern Ireland.
MONTH	Calendar month.
IN WRITING	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

\*Permission to dispense with the word "Limited" was granted by the Board of Trade on the 23rd day of January, 1967.

And words importing the singular number only shall include the plural number, and *vice versa*.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Foundation shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Foundation proposes to be registered is 500, but the Council may from time to time register an increase of members.

3. The Foundation is established for the purposes expressed in the Memorandum of Association.

#### MEMBERS.

4. The provisions of section 110 of the Act shall be observed by the Foundation.

5. No person (other than the subscribers to the Memorandum of Association of the Foundation) shall become a member until he has either signed and delivered to the Foundation a written consent to become a Member or has signed the Register of Members.

6. Subject to Article 5 the following persons shall be members of the Foundation (that is to say):—

(A) the subscribers to the Memorandum of Association and

(B) such other persons as the Council may from time to time by resolution invite to membership of the Foundation.

7. The consent of a person to become a member of the Foundation shall be in the following form or such other form as the Council may consider to be sufficient (namely):—

"I ..... of .....  
desire and consent to become a member of THE  
DITCHLEY FOUNDATION [until the ..... 19.....]."

8. A member of the Foundation shall remain a member throughout his life or for some other period specified on the Consent to Membership signed by him or until he shall give to the Foundation written notice that he resigns his membership or until at a meeting of the Council at which not less than six members of the Council are present and at which the member concerned shall have been given a reasonable opportunity to be present and speak on his own behalf, a resolution is passed by at least two-thirds of those persons to the effect that he shall forthwith cease to be a member.

9. Members may be designated "Governors of the Foundation."

### GENERAL MEETINGS.

10. The Foundation shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Foundation holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

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

12. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

13. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Foundation; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

14. 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 had, at any meeting.

### PROCEEDINGS AT GENERAL MEETINGS.

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

16. For the purposes of Articles 17 to 31 a person present at a meeting (whether in person or by proxy) shall be deemed not to be a member unless he is under these Articles entitled to be present and to vote at that meeting.

17. 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 seven members personally present shall be a quorum.

18. 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.

19. 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.

20. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of 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.

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22. Subject to the provisions of Article 23, 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.

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

24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

25. 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.

### VOTES OF MEMBERS.

26. Every member entitled to be present and vote at a General Meeting shall have one vote at that meeting.

27. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by section 139 of the Act. A proxy need not be a member.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. 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.



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

“  
 “ I, ,  
 “ of ,  
 “ a member of ,  
 “ hereby appoint ,  
 “ of ,  
 “ and failing him, ,  
 “ of ,  
 “ to vote for me and on my behalf at the [Annual or  
 “ Extraordinary, or Adjourned, as the case may be]  
 “ General Meeting of the Foundation to be held on  
 “ the day of ,  
 “ and at every adjournment thereof.  
 “ As witness my hand this day of 19 .”

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

#### COUNCIL OF MANAGEMENT.

32. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than six nor more than twenty.

33. So far as conveniently practicable one-third of the members from time to time of the Council shall be either citizens of the United States of America or persons well acquainted with the United States of America or the problems peculiar thereto, but this Article shall not impose any binding limit on the powers conferred on the Council and the Foundation respectively with regard to the appointment or election of members of the Council.

34. No member of the Council shall vacate or be required to vacate his office as a member of the Council on his attaining or having attained the age of 70 or any other age and any member of the Council retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed or elected a member of the Council shall be capable of being appointed or elected or re-elected as a member of the Council notwithstanding that he has attained the age of 70 and no special notice need be given of any resolution of election or re-election as a member of the Council of a person who shall have attained the age of 70 and it shall not be necessary to give to the members notice of the age of any member of the Council or person proposed to be elected or re-elected as such.

35. If any person who is not already a member of the Foundation shall be appointed or elected to be a member of the Council, he shall be deemed to have been duly invited to become a member of the Foundation and he shall forthwith comply with Article 5.

36. 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 General Meeting, but he shall then be eligible for re-election.

#### POWERS OF THE COUNCIL.

37. 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 these presents required to be exercised or done by the Foundation in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Foundation, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, 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.

38. 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 presents, 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.

#### SECRETARY.

39. 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 provisions of sections 177 and 179 of the Act shall apply and be observed. 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.

#### THE SEAL.

40. 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 and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person *bona fide* dealing with the Foundation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

41. The office of a member of the Council shall be vacated :—

- (A) If, not being already a member of the Foundation at the date of his election or appointment as a member of the Council, he does not within one month after such election or appointment comply with the provisions of Article 5.
- (B) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (C) If he becomes of unsound mind.
- (D) If he ceases to be a member of the Foundation.
- (E) If by notice in writing to the Foundation he resigns his office.
- (F) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (G) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

## ROTATION OF MEMBERS OF THE COUNCIL.

42. At the second Annual General Meeting, and at the Annual General Meeting to be held in every subsequent year, one quarter of the members of the Council for the time being, or if their number is not a multiple of four then one quarter of the nearest multiple of four greater than their number shall retire from office.

43. 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.

44. 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.

45. 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

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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 nor more than twenty-eight intervening days.

46. The Foundation may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation each increased or reduced number shall go out of office, and may make the elections necessary for effecting any such increase.

47. In addition and without prejudice to the provisions of section 184 of the Act, the Foundation may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution 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.

#### PROCEEDINGS OF THE COUNCIL.

48. 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. In case of an equality of votes the Chairman shall have a second or casting vote.

49. 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.

50. 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.

51. 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.

52. 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 these presents 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.

53. 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.

54. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of 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 meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

55. 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.

#### ACCOUNTS.

56. 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 goods by the Foundation ; and
- (C) the assets and liabilities of the Foundation.

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.

57. The books of account shall be kept at the office, or, subject to section 147 (3) 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.

58. The Foundation in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Council, of the accounts and books of the Foundation, or any

of them, and subject to such restrictions the accounts and books of the Foundation shall be open to the inspection of such members at all reasonable times during business hours.

59. At the Annual General Meeting in every year the Council shall lay before the Foundation a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Foundation) made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

#### AUDIT.

60. 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.

61. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

#### NOTICES.

62. A notice may be served by the Foundation upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

63. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION.

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