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FOUNDATION FOR SCIENCE AND TECHNOLOGY

NOTICE IS HEREBY given that an Extraordinary General Meeting of the Foundation will be held in the house of the Royal Society, 6 Carlton House Terrace, London SW1 on Monday, 14 May 1990 at 12.15 hours for the purpose of considering and, if thought fit, passing the following Resolutions which will be proposed as Special Resolutions.

SPECIAL RESOLUTIONS

- (1) That Article 31(a) of the Foundation's Articles of Association be altered by adding the following sub-paragraph:

(viii) the Chairman of the Economic and Social Research Council
- (2) That Article 37 of the Foundation's Articles of Association be altered by deleting the word "six" in the second line thereof and substituting therefor the word "nine"

Dated this 10th day of April 1990

By Order of the Council

John Hooper
Secretary

Registered Office

12 Upper Belgravia Street
London SW1X 8BB

A Member entitled to attend and vote at the meeting convened by this Notice is entitled to appoint any other Member who is qualified to vote as his proxy to attend and vote on a poll in his place

22 May 1990
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THE COMPANIES ACTS 1948 to 1983

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

(Incorporating all amendments to the 14th day of May 1990)

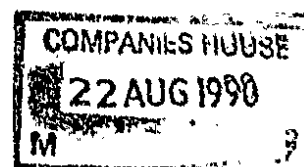
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FOUNDATION FOR SCIENCE AND TECHNOLOGY

INTERPRETATION

1. In these Articles:-

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|------------------|--|
| "the Foundation" | means Foundation for Science and Technology constituted by the Memorandum of Association to which these Articles are appended. |
| "the Act" | means the Companies Act 1948. |
| "the 1976 Act" | means the Companies Act 1976. |
| "the Statutes" | means the Companies Act 1948, and every other Act for the time being in force concerning joint stock companies and affecting the Foundation. |
| "these Presents" | means and includes the Memorandum of Association of the Foundation and these Articles of Association as |



	originally adopted or as from time to time altered by Special Resolution and the Bye-Laws of the Foundation for the time being in force.
"the Bye-Laws"	means the Bye-Laws of the Foundation (if any) for the time being in force.
"Accredited Society"	means a learned society or professional institution or institute or other incorporated organisation devoted to science or technology which has received accreditation to the Foundation pursuant to Article 41 hereof.
"Council"	means the Council for the time being of the Foundation as constituted pursuant to Article 30 or Article 31 hereof.
"Secretary"	means the person for the time being appointed to perform the duties of the Secretary to the Foundation.
"Seal"	means the Common Seal of the Foundation.
"the Office"	means the Registered Office for the time being of the Foundation.
"the Register"	means the Register of Members for the time being of the Foundation.
"the United Kingdom"	means Great Britain and Northern Ireland, the Channel Islands and the Isle of Man.

Expressions in these Articles referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

In these Articles, if not inconsistent with the subject or context, 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.

Unless the context otherwise requires, and subject as aforesaid, words or expressions contained in these Articles shall bear the same meaning as in the Act or in any statutory modification thereof for the time being in force.

MEMBERSHIP

2. The Foundation is established for the purposes expressed in the Memorandum of Association.
3. The number of Members with which the Foundation proposes to be registered is five, but the Council may from time to time register an increase of Members.
4. The Members of the Foundation shall be
 - (a) Members, who shall be the subscribers to the Memorandum of Association and such individuals as may be admitted as Members of the Foundation upon, and subject to, the terms and conditions contained in these Presents, and in accordance with the Bye-Laws; and
 - (b) Associates, who shall be such unincorporated bodies or corporations incorporated in the United Kingdom whether under the Statutes or otherwise as may be admitted as Associates of the Foundation upon and subject to, the terms and conditions contained in these Presents, and in accordance with the Bye-Laws.
 - (c) Honorary Members, who shall be elected by the Council as a rare distinction for those who have

given outstanding service to the Foundation through their personal efforts over a number of years, making a significant contribution to the Foundation. They shall be admitted as Members of the Foundation upon, and subject to, the terms and conditions contained in these Presents, and in accordance with the Bye-Laws.

5. All applications for admission to membership of the Foundation shall be made in the form prescribed from time to time by the Council.
6. The Council shall consider each application and shall at their discretion (subject to these Presents) determine as to the terms and conditions upon which any applicant shall be admitted to membership, or they may adjourn the consideration of any application, or they may refuse to admit any applicant to membership, and their decision not to admit any applicant shall be final, and it shall not be necessary for the Council to give any reason for such decision.
7. (A) A Member may withdraw from membership of the Foundation by giving notice in writing duly signed to the Secretary whereupon such Member shall cease to be a Member with effect from the date on which the Secretary receives the notice or such other date as the Member concerned and the Council may agree
- (B) An Associate may withdraw from membership of the Foundation by giving notice in writing duly signed to the Secretary at least six months before the expiration of any financial year, and on paying with such notice any unpaid subscription due in respect of the current and previous years and any contribution or other payment which such Associate shall have given any undertaking to make, and also the subscription and any contribution or other payment for each and any subsequent year which such Associate shall have guaranteed or given any undertaking to pay and thereupon such Associate shall be deemed to have ceased to be an Associate from the date of expiration of such financial year.

8. Any Member or Associate may be removed from the Foundation by a Resolution of the Council passed by a majority of at least three-fourths of the members of the Council present and voting at a special council meeting of which not less than twenty-one days' previous notice specifying the intention to propose such Resolution shall have been sent to the Member or Associate whose removal is in question and to all the members of the Council. Notice of the general nature of the grounds on which such Resolution is proposed shall be sent to the Member or Associate whose removal is in question at least fourteen days before the meeting, and he shall be entitled to be heard by the Council at the Meeting.

GENERAL MEETINGS

9. The Foundation shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Foundation and that of the next. Provided that so long as the Foundation holds the first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
11. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and the Extraordinary General Meetings shall also be convened upon such requisition or in default, may be convened by such requisitionists, as provided by Section 132 of the Act.

NOTICE OF GENERAL MEETINGS

12. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Foundation other than an Annual General Meeting or a meeting called for the passing of a

Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Foundation in General Meeting, to such persons including Auditors as are under these Articles entitled to receive such notices from the Foundation.

Provided that a meeting of the Foundation shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (A) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (B) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent. of the total voting rights at that meeting of all the Members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the Accounts, 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, if any, of the Auditors.

15. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three Members present in person shall be a quorum.
16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
17. The Chairman for the time being of the Foundation or, failing him, the Deputy Chairman for the time being shall preside as Chairman at every General Meeting of the Foundation, but if there be no such Chairman or Deputy Chairman or if he be not present within fifteen minutes after the time appointed for the holding of the meeting or be unwilling to act, the Members present shall choose some other member of the Council or failing him, any one of their number to be the Chairman of the meeting.
18. The Chairman of a meeting 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands of Members present in person at the meeting unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (A) by the Chairman of the meeting; or

- (B) by not less than three Members present in person or by proxy; or
- (C) by a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman of the meeting that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or loss, and an entry to that effect in the book containing the Minutes of proceedings 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 such Resolution. The demand for a poll may be withdrawn.

- 20. Except as provided in Article 22, if a poll is duly demanded it shall be taken in such manner as the Chairman of the Meeting directs, and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.
- 21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
- 22. No poll shall be demanded on the election of a Chairman of the meeting, and a poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time (either at the meeting at which the poll is demanded or within fourteen days after such meeting) and place as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

- 23. (a) Every Member present at a General Meeting shall be entitled to one vote.

An Associate shall be entitled to receive notice of and attend any General Meeting but shall not be entitled to vote thereat.

- (b) A Member entitled to vote may appoint any other Member who is qualified to vote as his proxy to record on a poll which may be demanded pursuant to Article 19 hereof the vote which the Member would otherwise have been able to exercise if such Member had been present in person at the relevant General Meeting. Accordingly on a poll votes may be given either personally or by proxy and a proxy entitled to more than one vote need not cast all his votes in the same way.
24. The instrument appointing a proxy shall be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing.
25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or other authority shall be deposited with the Secretary at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting at least forty-eight hours before the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, 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 execution.
26. An instrument appointing a proxy shall be in the following form or in a form as near thereto as circumstances admit:-

"FOUNDATION FOR SCIENCE AND TECHNOLOGY LIMITED"

"I,
 "of
 "being a Member of the Council of the above-named
 "Foundation, in pursuance of the power in that behalf
 "contained in the Articles of Association of the
 "Foundation, do hereby nominate and appoint
 "of to act as
 "alternate member of the Council in my place during my
 "absence, and to exercise and discharge all my duties
 "as a member of the Council.

"AS WITNESS my hand this
 198 "

27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
28. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was signed, provided that no intimation in writing of such revocation as aforesaid shall have been received by the Secretary at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
29. No objection shall be made to the admissibility of any vote except at the meeting or poll at which such vote shall be tendered, and every vote not disallowed at such meeting shall be valid. The Chairman of the Meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll.

THE COUNCIL

30. The management of the affairs of the Foundation shall be vested in a Council of not less than twenty-five persons or such greater number, not exceeding thirty-five, as may from time to time be determined by the Bye-Laws.
31. The membership of the Council shall be in accordance with the following provisions:-
 - (a) The persons for the time being holding the undermentioned offices shall always by virtue of their office be members of the Council:-
 - (i) the President of the Royal Society;
 - (ii) the President of the Fellowship of Engineering;
 - (iii) the Chairman of the Science and Engineering Research Council;
 - (iv) the Chairman of the Council of Science and Technology Institutes Limited;

- (v) the Chairman of the Medical Research Council;
- (vi) the Chairman of the Natural Environment Research Council;
- (vii) the Chairman of the Agricultural and Food Research Council;
- (viii) the Chairman of the Economic and Social Research Council

and such persons shall have the power to nominate a person to act as an alternate member of the Council pursuant to Articles 59 to 62.

- (b) The following persons shall be appointed to be members of the Council at Annual General Meetings of the Foundation in accordance with the following nomination procedure:-
 - (i) six persons (or such greater number as may from time to time be determined by the Bye-Laws) nominated by the Council prior to any relevant Annual General Meeting who shall at the time of their nomination be Members of the Foundation;
 - (ii) six persons (or such greater number as may from time to time be determined by the Bye-Laws) nominated by the Council prior to any relevant Annual General Meeting who shall by their eminence in Government, industry and commerce, or science and technology, be in the opinion of the Council capable of promoting or furthering the objectives of the Foundation;
 - (iii) three persons who shall each be nominated by two or more Accredited Societies and who shall at the time of their nomination be an Honorary Officer of an Accredited Society. If the number of persons nominated by two or more Accredited Societies does not exceed three, the persons so nominated shall as from the conclusion of any relevant Annual General Meeting be deemed

to be appointed to the Council. In the event that the number of persons nominated for appointment exceeds three, a ballot shall be conducted by the council by means of the issue of voting papers to all Accredited Societies. Appointment of members by ballot shall be announced at and take effect from the conclusion of the relevant Annual General Meeting;

- (iv) three persons who shall each be nominated by two or more Associates and who shall at the time of their nomination be either an office holder or shall have been an office holder of an Associate. If the number of persons nominated by two or more Associates does not exceed three, the persons so nominated shall as from the conclusion of any relevant Annual General Meeting be deemed to be appointed to the Council. In the event that the number of persons nominated for appointment exceeds three, a ballot shall be conducted by the Council by means of the issue of voting papers to all Associates. Appointment of members by ballot shall be announced at and take effect from the conclusion of the relevant Annual General Meeting.
- (c) At each Annual General Meeting of the Foundation, one-third of the members of the council appointed in accordance with paragraph (b) above who are subject to retirement by rotation or, if their number is not three or a multiple of three, the member nearest to but not exceeding one-third, shall retire from office. The members of the Council to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who were appointed or were last re-appointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (d) A member of the Council retiring by rotation shall be eligible for re-election provided that no person shall hold office as a member of the

Council, as a nominee under any one of the categories specified in sub-paragraphs (i), (ii), (iii) or (iv) of paragraph (b) of this Article, for more than six successive years. In this context, a year shall mean the period from the conclusion of one Annual General Meeting to the conclusion of the next following Annual General Meeting. A retiring member of the Council shall continue in office until the conclusion of the Annual General Meeting at which he retires.

- (e) The Council may at any time and from time to time by resolution co-opt not more than two persons (who may, but need not, be Members or representatives of Associates of the Foundation) to serve as members of the Council for such period not exceeding one year as may be specified in such resolution. At the expiration of such a period a co-opted member of the Council may be eligible for further co-option. The preceding provisions of this Article as to the retirement of members of the Council shall not apply to co-opted members. A co-opted member of the Council shall have the right to receive notice of and to attend and speak at meetings of the council but shall not be entitled to vote at such meetings.

- 32. (a) In the event of any casual vacancy occurring amongst the members of the Council appointed under either Article 31(b)(i) or Article 31(b)(ii), whether pursuant to the terms of either of the next two following Articles or for any other cause whether stipulated in these Presents or not, the Council shall be entitled to appoint a person to fill such vacancy, and the member of the Council so appointed shall hold office only until the next following Annual General Meeting, when he shall retire but shall then be eligible for re-election, although he is not to be taken into account in determining the members of the Council who are to retire by rotation at such Meeting.
- (b) In the event of any casual vacancy occurring amongst the members of the Council appointed under either Article 31(b)(iii) or Article 31(b)(iv), whether pursuant to their terms of either of the next two following Articles or for any other cause

whether stipulated in these Presents or not, such vacancy shall remain unfilled until the next following Annual General Meeting.

33. A member of the Council shall vacate office if requested to resign by resolution of the Foundation in General Meeting. Special Notice of any such resolution shall be given as provided by Section 142 of the Act.
34. In the event of any member of the Council failing to attend three consecutive meetings of the Council of which he has been duly notified, the Council may, unless his absence is caused by illness (or other circumstances which in the opinion of the Council justify his absence), resolve that he cease to be a member of the Council.
35. There shall be the following honorary officers of the Foundation, namely, a Chairman, a Deputy Chairman and an Honorary Treasurer, who shall be elected annually by the members of the Council from among their number to hold office from the conclusion of one Annual General Meeting to the conclusion of the next following Annual General Meeting. The first honorary officers of the Foundation shall be elected as soon as is practicable following incorporation and shall hold office until the conclusion of the first Annual General Meeting of the Foundation.
36. In the event of a casual vacancy occurring in any of the offices of the Chairman, Deputy Chairman or Honorary Treasurer, the Council may elect one of its members to fill such vacancy. Any person elected to fill any such vacancy pursuant to this Article shall hold office only until the close of the Annual General Meeting next following, but shall be eligible for re-election.
37. The Council may from time to time elect a President of the Foundation and not more than nine Vice-Presidents of the Foundation. The terms and conditions attaching to the offices of President and Vice-President, which shall be honorary, may be fixed by the Council. The President or Vice-President need not be a member of the Council and shall not by reason only of his holding such office of President or Vice-President be deemed to be a member of the Council but shall, if not a member

of the Council, be entitled to notice of and to attend and speak, but not to vote, at all meetings of the Council. The President and a Vice-President shall be entitled to receive notice of and to attend all general meetings of the Foundation.

38. The members of the Council may be paid all travelling, hotel and other expenses reasonably and properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or General Meetings of the Foundation or in connection with the business of the Foundation but shall not be entitled to any remuneration for their services as members of the Council.

BORROWING POWERS

39. The Council may exercise all the powers of the Foundation to borrow money, and to mortgage or charge its property, or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as security for any debt liability or obligation of the Foundation.

POWERS AND DUTIES OF THE COUNCIL

40. (A) Without prejudice and in addition to any of its other powers and discretions (but subject always to the provisions of the Memorandum of Association) the Council may at any time and from time to time make, vary and rescind Bye-Laws, rules and regulations for the administration and regulation of the business and affairs of the Foundation or of its members Provided always that no such Bye-Law, rule or regulation shall be inconsistent with the provisions of these Articles of Association.
- (B) The Council shall have full responsibility for the conduct of the business and affairs of the Foundation and may pay all expenses incurred in promoting and registering the Foundation, and may exercise all such powers of the Foundation as are not by the Statutes or by these Articles required to be exercised by the Foundation in General Meeting, subject nevertheless to the provisions of the Statutes or these Articles and to such

regulations, being not inconsistent with the aforesaid 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 that regulation had not been made.

41. The Council shall undertake the accreditation of appropriate societies and institutions to the Foundation and shall from time to time determine the rules and conditions of accreditation which all Accredited Societies shall undertake to observe.
42. The Council may appoint, on such terms and conditions as may be agreed between the parties concerned, such salaried staff in connection with the conduct of the business and affairs of the Foundation and shall delegate to them such powers, authorities and discretions as are considered by the Council to be appropriate.
43. The Council may also appoint such professional and other advisers, acquire or rent such property or premises, and generally make any other appointments and expend such funds available to the Foundation for the lawful objects of the Foundation as it shall from time to time consider necessary or expedient.
44. The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council, to be the attorney or the attorneys of the Foundation to act for such purposes outside the United Kingdom and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

45. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Foundation, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time determine.
46. The Council shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Council;
 - (b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council;
 - (c) of all Resolutions and proceedings at all meetings of the Foundation and of the Council and of any committee of the Council;

and every member of the Council present at any such meeting as aforesaid shall sign his name ~~in~~ a book to be kept for that purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

47. The office of a member of the Council shall be vacated if:-
- (a) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) he becomes prohibited from being a director of any company by reason of any order made under Section 188 of the Act or under Section 28 of the 1976 Act; or
 - (c) he is found lunatic or becomes of unsound mind; or
 - (d) he resigns his office by notice in writing to the Foundation; or
 - (e) being a member of the Council by virtue of holding an office mentioned in paragraph (a) of Article 31, he ceases to hold that office; or

- (f) he becomes disqualified pursuant to Article 34; or
- (g) he ceases to be capable of being appointed a director of any company by virtue of Section 185 of the Act; or
- (h) he is directly or indirectly interested in any contract or proposed contract with the Foundation and fails to declare the nature of his interest in the manner required by Section 199 of the Act.

MEETINGS OF THE COUNCIL

- 48. The Council shall meet together for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall (except as otherwise provided in these Presents) be decided by a majority of votes. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 49. A member of the Council shall not be entitled either to vote in respect of any contract or proposed contract with the Foundation in which he is interested or to be counted in the quorum present at any meeting at which such contract or proposed contract is discussed.
- 50. The Chairman may, and the Secretary on the requisition of any two or more of the members of the Council shall, at any time summon a meeting of the Council by notice served upon the several members of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.
- 51. The quorum necessary for the transaction of the business of the Council shall be one-third of the number of persons for the time being comprising the Council but so that if their number is not a multiple of three the quorum shall be the number of persons nearest to but not exceeding one-third thereof.
- 52. The Chairman or failing him the Deputy Chairman shall preside at all meetings of the Council, but if no such Chairman or Deputy Chairman is present and willing to act within fifteen minutes after the time appointed for holding the meeting, the members of the Council present

shall choose one of their number to act as Chairman of the meeting and the person chosen shall preside at such meeting accordingly.

53. The Secretary shall send to each member of the Council, a notice of each meeting of the Council and an agenda paper of the business to be transacted at such meeting as soon as is practicable before such meeting. He shall also as soon as possible after any meeting of the Council send a copy of the minutes thereof to each member of the Council.
54. The Council shall have power to appoint committees in connection with the management of the Foundation or for such other purposes as the Council shall think fit consisting of, subject as hereinafter provided, such one or more of its number as it shall determine. The Council shall have power to nominate persons other than members of the Council to serve on such committees and any committee shall have power to co-opt persons to serve on it provided always that co-opted members of committees shall be entitled to receive notice of and attend and speak at all meetings of such committees but shall not be entitled to vote thereat.
55. The Council shall appoint the Chairman of any committee from among the members of Council who are members of such committee.
56. A committee of the Council may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
57. All acts bona fide done by any meeting of the Council or of a committee of the Council or by any person acting as a member of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council 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 and was qualified to be a member of the Council.
58. A Resolution in writing, signed by all the members of the Council for the time being entitled to receive

notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held, and any such Resolution may consist of several documents in the like form each signed by one or more of the members of the Council.

ALTERNATE MEMBERS OF THE COUNCIL

59. Each member of the Council holding office pursuant to paragraph (a) of Article 31 shall have the power to nominate any person approved for that purpose by a majority of the members of the Council for the time being to act as alternate member of the Council in his place and at his discretion to revoke such nomination, and on such appointment being made, each alternate member of the Council, whilst so acting, shall exercise and discharge all the functions, powers and duties and undertake all the liabilities and obligations of the member of the Council he represents. A nomination as an alternate member of the Council shall ipso facto be revoked if the appointor ceases for any reason to be a member of the Council.
60. Notice of all meetings of the Council shall be sent to every alternate member of the Council as if he were a member of the Council until revocation of his appointment.
61. The appointment of an alternate member of the Council shall be revoked and the alternate member of the Council shall cease to hold office whenever the member of the Council who appointed such alternate member of the Council shall give notice in writing to the Secretary of the Foundation that he revokes such appointment.
62. Any instrument appointing an alternate member of the Council shall be left at the registered office of the Foundation and shall, as nearly as circumstances will admit, be in the form or to the effect following:-

"FOUNDATION FOR SCIENCE AND TECHNOLOGY LIMITED"

"I,

"of

"a member of the Council of the above-named Foundation,

"in pursuance of the power in that behalf contained in
 "the Articles of Association of the Foundation, do
 "hereby nominate and appoint
 "of _____ to act as
 "alternate member of the Council in my place during my
 "absence, and to exercise and discharge all my duties
 "as a member of the Council.

"AS WITNESS my hand this _____, 198 "

SECRETARY

63. Subject to Section 21(5) of the 1976 Act the Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions consistent with Clause 4 of the Memorandum of Association as it may think fit, and any Secretary so appointed may be removed by it. The Council may also 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.
64. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as, or in place of, the Secretary.

THE SEAL

65. The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a committee authorised by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

66. The Council shall cause accounting records to be kept in accordance with Section 12 of the 1976 Act.

67. The accounting records shall be kept at the Office or, subject to Sections 12(6) and 12(7) of the 1976 Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of any members of the Council.
68. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the account and books of the Foundation or any of them shall be open to the inspection of the Members and no Member shall have any right of inspecting any account or book or document of the Institute except as conferred by Statute or authorised by the Council or by an Ordinary Resolution of the Foundation in General Meeting.
69. The Council shall from time to time in accordance with Sections 150 and 157 of the Act and Sections 1, 6 and 7 of the 1976 Act and as otherwise required by the Statutes cause to be prepared and to be laid before the Foundation in General Meeting such Income and Expenditure Accounts or other Accounts, Balance Sheets and reports as are referred to in those Sections.
70. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Foundation in General Meeting, together with a copy of the Auditor's Report, shall not less than twenty-one days before the date of the meeting be sent to every Member of the Foundation. Provided that this Article shall not require a copy of those documents to be sent to any Member of whose address the Foundation is not aware.

AUDIT

71. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

NOTICES

72. A notice may be given by the Foundation to any Member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Foundation for the giving of notice to him. Where a

notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

73. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every Member of the Foundation and to the Auditors for the time being of the Foundation. No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

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

INDEMNITY

75. Subject to the provisions of Section 205 of the Act, every Council member or servant of the Foundation and every person who shall act as Auditor of the Foundation shall be indemnified out of the assets of the Foundation against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.
76. The Foundation is a private company and accordingly (if applicable):
- (a) the right to transfer shares shall be restricted in manner which the Council shall from time to time prescribe;
 - (b) any invitation to the public to subscribe for any shares or debentures of the Foundation is prohibited;
 - (c) the Foundation shall not have power to issue share warrants to bearer.

NO: A91569001