

No. 1414385

THE COMPANIES ACT 1985

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

**MEMORANDUM AND
ARTICLES OF ASSOCIATION
OF
THE BUPA FOUNDATION**



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THE COMPANIES ACT 1985

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

MEMORANDUM OF ASSOCIATION

OF

THE BUPA FOUNDATION
(Amended by Special Resolutions Passed on 26th April 1996
and 10th September 2003

1. The name of the company is "The BUPA Foundation" ("the Foundation").
2. The Registered Office of the Foundation will be situate in England.
3. The objects for which the Foundation is established ("the Objects") are to prevent, relieve and cure sickness, ill-health and infirmity of every kind (including physical injuries) and to preserve and safeguard health by conducting and commissioning research (the results of such research to be disseminated to the public) for the purpose of the preservation and safeguarding of health and in addition by the award of grants to individuals to undertake such research in furtherance of the Objects.
4. In furtherance of the Objects but not otherwise the Foundation may exercise all or any of the following powers namely:-
 - (a) To promote advance and encourage both epidemiological projects being projects comprising studies of the pattern of disease on a population basis rather than on an individual basis and other public health projects of every description.
 - (b) To promote advance and encourage patient communication, education and patient empowerment with a view to encouraging patients to become better informed in the decision-making processes involved in the treatment of their illnesses and/or injuries.

* Note: Name changed from "The BUPA Medical Foundation Limited" by Special Resolution passed on the 26th day of April 1996.

- (c) To distribute all or any part of the assets and/or income of the Foundation to hospitals and/or other educational and/or research and/or charitable organisations and/or establishments whether incorporated established under a trust or otherwise governed and having as one or more of their objectives the promotion and/or carrying out of all or any of the Objects and/or to establish and/or fund and/or promote and/or support and/or aid in the establishment and support and/or presentation of awards, scholarships, exhibitions, prizes and grants for persons or charitable institutions engaged in the promotion, teaching of and/or research relating to all or any of the Objects.
- (d) To support, and to aid in the support of, any other company or body of persons having objects similar to all or any of the Object and constituted for charitable purposes only.
- (e) To establish, and to aid in the establishment of, any other company or body of persons having objects similar to all or any of the Objects and constituted for charitable purposes only.
- (f) To acquire by purchase, exchange, gift or otherwise or to take on tenancy or lease any property or buildings in any part of the United Kingdom with a view to their use (by the Foundation or any other charitable organisation with objects similar to any or all of the Objects) as medical centres (meaning establishments for the making of clinical investigations and diagnoses, for research and for ancillary purposes) and to erect, build, equip, install, improve, maintain and repair any such medical centres.
- (g) To purchase, rent or acquire by way of gift or otherwise computers and other apparatus, appliances and equipment of every kind from time to time available for or capable of being used in connection with the making of clinical investigations and diagnoses or the analysis, processing, recording and tabulating of data derived therefrom or relevant thereto and for any other purpose required in connection with the advancement of the Objects.
- (h) To enter into and carry into effect agreements with registered medical and dental practitioners, physiotherapists, radiographers, nurses, midwives, pharmacists, chemists, researchers, medical statisticians, computer operators and other technicians and persons in any professions or callings similar to the above or otherwise engaged in work conducive to the attainment of all or any of the Objects.

- (i) To enter into and carry into effect agreements or arrangements with Governments or public authorities, hospitals, provident associations, nursing homes and medical, surgical, remedial and other like institutions.
- (j) So far as may be legally possible to amalgamate and/or merge with and/or take over any charitable companies, institutions, societies or associations having objects altogether or in part similar to the Objects and which by their constitution prohibit the distribution of their income and property among their members to an extent at least as great as that imposed on the Foundation under or by virtue of Clause 6 hereof.
- (k) To employ and pay any person or persons to supervise, organise, carry on the work of and to advise the Foundation and as employers of staff to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (l) To raise or borrow money for the purposes of the Foundation on such terms and on such security, if any, as may be thought fit and to make arrangements for the discharge or guarantee of all or any of the liabilities of the Foundation.
- (m) To invest and receive any property, endowment, legacy, bequest or gift for any purpose within the objects of the Foundation and to act as trustees or managers thereof.
- (n) To purchase, take on lease or in exchange, hire, accept as a gift or otherwise acquire any real or personal property or any rights or privileges which the Foundation may think necessary for the promotion of the Objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Foundation.
- (o) To invest the monies of the Foundation not immediately required for its purposes in or upon such investments, security 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 in Clause 5 provided, and to lend money to and to guarantee the performance of the contracts or obligations of any person, firm or company engaged on work conducive to the attainment of all or any of the Objects.
- (p) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Foundation as may be thought expedient with a view to the furtherance of the Objects.

- (q) To undertake and execute any trusts or agency which may be lawfully undertaken by the Foundation and may be calculated to further the Objects.
- (r) To insure and arrange insurance cover for and to indemnify its officers, employees and voluntary workers and those of its Members from and against all such risks incurred in the course of the performance of their duties as may be thought fit provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Board of Governors (or any of them) knew or ought reasonably to have known was a breach of duty or breach of trust which was committed by the Board of Governors (or any of them) in reckless disregard of whether there was a breach of duty or breach of trust or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Governors in their capacity as Governors of the Foundation.
- (s) To do all such lawful things as are necessary for the attainment of the Objects or any of them.

5. The following provisions shall also apply to the Foundation, namely:-

- (1) 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.
- (2) The Objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (3) In case the Foundation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, 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 Board of Governors 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 manner and to the same extent as they would 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 or the Charity Commissioners over such Board of Governors 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.

6. The income and property of the Foundation shall be applied solely towards the promotion of the Objects 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 Members of the Foundation and no Governor or member of its Board of Governors or Governing Body shall be appointed to any office of the Foundation paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Foundation. Provided that nothing herein shall prevent any payment in good faith by the Foundation:-

- (a) of reasonable and proper remuneration to any Member, officer, or servant of the Foundation (not being a member of its Board of Governors or Governing Body) for any services rendered to the Foundation;
- (b) of interest on money lent by any Member of the Foundation or of its Board of Governors or Governing Body at a rate per annum not exceeding whichever shall be the lesser of:-
 - (i) The three Month London Inter Bank Offered Rate from time to time for deposits similar to the amount then involved; or
 - (ii) 10 per cent.
- (c) of reasonable and proper rent for premises demised or let by any member of the Foundation or of its Board of Governors or Governing Body;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Governors or Governing Body of the Foundation may also be a member holding not more than one hundredth part of the capital; and
- (e) to any member of the Board of Governors or Governing Body of the Foundation, of out-of-pocket expenses.
- (f) of any premium in respect of any indemnity insurance to cover the liability of the Governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Foundation; Provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Governors in their capacity as Governors of the Foundation.

- (g) of grants arising from applications from hospitals, institutions or organisations of which a Member (or Members) of the Board of Governors is a member or employee: Provided that at no time shall such Member or Members derive a personal benefit, financially or otherwise, from such a grant, greater than that enjoyed by other beneficiaries in receipt of similar grants who are not Members of the Board of Governors.

7. The liability of the Members is limited.

8. Every Member of the Foundation undertakes to contribute to the assets of the Foundation in the event of its 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 contributories among themselves such amount as may be required, not exceeding £1.

9. 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, having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Foundation under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Foundation at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

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

*	Robin Leslie Charles Chapman Grindall House 25 Newgate Street London EC1A 7LH	Solicitor
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*	Alan Kitchin Grindall House 25 Newgate Street London EC1A 7LH	Solicitor
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Dated this 22nd day of January 1979.

Witness to the above signatures:-

*	Rachel Brandenburger Grindall House 25 Newgate Street London EC1A 7LH	Solicitor's Articled Clerk
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THE COMPANIES ACT 1985

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

NEW ARTICLES OF ASSOCIATION

OF

THE BUPA FOUNDATION
(Adopted by Special Resolution Passed on 26th April 1996)

INTERPRETATION

1. In these Articles, the words standing in the first column of the table set out below shall bear the meanings set opposite to them respectively in the second column thereof unless there be something in the subject or context inconsistent therewith:-

Words

Meanings

The Act

The Companies Act 1985 (including any statutory modification or re-enactment thereof)

The Statutes

The Act and/or the Charities Acts 1992 and 1993 and/or any other Act Statutes and/or Regulations governing and/or relating to the activities of the Foundation

The Articles

These Articles of Association and the Regulations of the Foundation from time to time in force

The Foundation

The above named company

The Board of Governors

The Governing Body of the Foundation as prescribed in the Articles and on the basis that such Governing Body shall fulfill both the functions of the Board of Directors as defined in the Act and the functions of the Trustees as defined in the Charities Act 1993 and references in the Articles to "the Board" shall be deemed to be references to the Board of Governors

"Governor"

A member of the Board of Governors for the time being and a Governor shall be the equivalent of a Director in the Act and the Statutes with the rights and duties prescribed therein and in the Articles

Members

The Members of the Foundation and the equivalent of members in the Act and the Statutes with the rights and duties prescribed therein and in the Articles

Honorary Members

Any Honorary Members as designated by Article 5 below

Month

Calendar month

The Office

The Registered Office of the Foundation

The Seal

The Common Seal of the Foundation

United Kingdom

The United Kingdom of Great Britain and Northern Ireland

In Writing

Written printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form

Words importing the masculine gender only shall include the feminine; and words importing the singular number only shall include the plural and vice versa.

Words or expressions used in the Articles shall bear the same meanings as in the Acts or any statutory modification thereof in force at the date on which the Articles become binding on the Foundation.

CONSTITUTION OF THE FOUNDATION

2.

(1) The Foundation is a private company limited by guarantee. The minimum number of members shall be ten and the maximum number of members shall be one hundred but so that the Governors may from time to time register an increase in the number of members. No person shall be admitted as an individual member of the Foundation unless such application for membership shall have been approved by the Board of Governors.

(2) Unless the Board of Governors of the Foundation in general meeting shall make other provision under Article 57 the Governors may in their absolute discretion permit any member of the Foundation to resign provided that after such resignation the number of members shall be not be less than two.

3. The provisions of Section 352 of the Act shall be observed by the Foundation and every member of the Foundation shall either sign a written application to become a member or sign the Register of Members on becoming a member.

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

MEMBERS

5.

(1) The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership by the Governors shall be Members and shall be entered in the Register of Members accordingly.

(2) The Board of Governors may from time to time prescribe the criteria for and other formalities relating to admission to membership.

(3) Any applicant for membership which is not a legal person may be represented as a member by a legal person and the Board of Governors shall have discretion to resolve upon (and to vary) all formalities and arrangements in relation thereto.

(4) The Board of Governors may admit to Honorary Membership of the Foundation such persons as the Board of Governors may from time to time decide and every Honorary Member shall continue to be an Honorary Member for life or for such shorter period as the Board of Governors may determine. The Board may at any time

designate all or any of the Honorary Members as "Patrons" "Vice Presidents" "Emeritus Presidents" or some other such title as selected by the Board of Governors. Such designation shall have effect in respect of any Honorary Member for such period as such member shall continue to be an Honorary Member or such shorter period as the Board or Governors at, or at any time after, the time that such designation shall be so conferred, may determine.

(5) The Board of Governors shall also be entitled to elect to honorary membership of the Foundation such incorporated or unincorporated bodies or governments or other organisations as they may consider to be appropriate from time to time and which shall agree to be bound by the provisions of the Articles.

(6) Any Member may be expelled from membership of the Foundation by a resolution passed by a majority of at least three-fourths of the Governors present and voting at a meeting of the Governors specially summoned for that purpose. Not less than seven days' notice of the meeting shall be given to the Member concerned and the notice shall state the purpose for which the meeting is called. Such Member may attend the meeting and be heard but shall not be present when voting takes place. The decision of the meeting shall be forthwith notified in writing to such Member.

(7) Membership shall be personal to the Member and shall not be transferable by act of the Member or by operation of law.

(8) A Member shall cease to hold that position:

- (i) upon death;
- (ii) if, being a member of a recognised profession, the name of such Member is erased from the relevant professional register for disciplinary reasons;
- (iii) if such Member becomes of unsound mind or permanently incapable of managing such Member's affairs;
- (iv) if such Member becomes bankrupt or makes any arrangement with such Member's creditors;
- (v) if such Member sends to the Foundation notice in writing of retirement;
- (vi) if such Member is removed under the provisions of Sub-clause (6) above;
- (vii) if, in the case of a corporate member, a resolution is passed or an order made by the Court for the winding up of that company.

GENERAL MEETINGS

6. The Foundation shall in each 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 notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Foundation and that of the next. The annual general meeting shall be held at such time and place as the Governors shall appoint.

7. All general meetings other than annual general meetings shall be called extraordinary general meetings.

8. The Governors 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 368 of the Act. If at any time there are not within the United Kingdom sufficient Governors to form a quorum, any Governor or any two Members of the Foundation may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governors.

NOTICE OF GENERAL MEETINGS

9. Any 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 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 as are, under the Articles of the Foundation, 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 ninety-five per cent. of the total voting rights at that meeting of all the Members.

10. 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 at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. 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 sheets, and the reports of the Governors and auditors, the election of Governors in place of those retiring and the appointment and the fixing of the remuneration of the auditors.

12. 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.

13. 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, or to such other day and at such other time and place as the Governors may determine, 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, provided that one Member alone shall not constitute a quorum.

14. The Chairman of the Board shall preside as Chairman at every general meeting of the Foundation at which he is present. If the Chairman be not present within fifteen minutes after the time appointed for the holding of the meeting, or if he is unwilling or unable to act, the Deputy Chairman of the Board shall preside as Chairman. If the Deputy Chairman be not present within fifteen minutes after the time appointed for the holding of the meeting, or if he is unwilling or unable to act, the Governors present shall elect one of their number to be Chairman of the meeting.

15. If at any meeting no Governor is willing to act as Chairman or if no Governor is present within fifteen minutes after the time appointed for holding the meeting the Members present shall choose one of their number to be Chairman of the meeting.

16. 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 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.

17. 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 on the declaration of the result of the show of hands) demanded:-

- (a) by the Chairman; or
- (b) by at least three Members present in person or by proxy; or
- (c) by any 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 that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost 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.

A demand for a poll may be withdrawn.

18. Except as provided in Article 20, if a poll is duly demanded it shall be taken in such manner as the Chairman directs.

19. 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.

20. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

21. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Foundation duly convened and held.

VOTES OF MEMBERS

22. Every Member shall have one vote.

23. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Foundation have been paid.

24. On a poll votes may be given either personally or by proxy.

25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Foundation.

26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time 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 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

27. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"The BUPA FOUNDATION

I/We •

, of •

, in the county of

•

being a Member/Members of the above named Foundation,
hereby appoint • of

•

or failing him • of

•

as my/our proxy to vote for me/us on my/our behalf at the
[■annual or extraordinary, as the case may be] general meeting
of the Foundation to be held on the • day of
• , and at any adjournment thereof.

Signed this day of •

•

This form is to be used *in favour of the resolution. Unless
against
otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired".

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

29. 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 such death, insanity or revocation as aforesaid shall have been received by the Foundation at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

30. Any corporation which is a Member and/or Governor of the Foundation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Foundation or the Board, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member or Governor of the Foundation.

BOARD

31. There shall be not less than three Governors of the Foundation. Not more than two-thirds of the total number of Governors shall be appointed and removable by The British United Provident Association Limited. A Governor need not be a Member of the Foundation but, whether or not a Member, shall be entitled to receive notices of and to attend any general meeting of the Foundation.

32.

(1) At every annual general meeting, one-third of the Governors, or, if their number is not a multiple of three then the number nearest to, but not exceeding one-third shall retire from office and be eligible for re-election.

(2) The one-third, or other nearest number, to retire as aforesaid at the first annual general meeting shall, unless the Governors agree among themselves, be determined by lot; but in every subsequent year the one-third, or other nearest number, who have been longest in office shall retire. As between two or more who have been in office an equal length of time the Governor or Governors to retire shall in default of agreement between them be determined by lot. The length of time a Governor has been in office shall be computed from his last election or appointment where he has previously vacated office.

(3) No person (other than a retiring Governor) shall be eligible for election to the office of Governor at any annual general meeting unless, not less than seven nor more than twenty eight days before the date of that meeting, there shall have been left

at the Office notice in writing, signed by a Member, duly eligible to attend and vote at meetings, of his intention to propose such person for election.

(4) If at any general meeting at which an election of Governors ought to take place, the place of any Governor retiring by rotation is not filled up, he shall, if willing, continue in office, until the annual general meeting in the next year and so on from year to year until his place is filled up, unless it be determined at such meeting on due notice to reduce the number of Governors in office.

(5) Notwithstanding the provisions of this Article relating to retirement by rotation and notwithstanding any statutory provision to the contrary every Governor shall vacate his office at the conclusion of the annual general meeting commencing next after he attains the age of 70 (and subject as hereinafter provided) shall not be included in the calculations relating to retirement by rotation provided always that such a retiring Governor shall be entitled to be re-elected or to remain in office if requested in writing so to do by not less than three-quarters of the other Governors.

33. The powers of the Board shall be as follows:-

- (a) To manage the affairs of the Foundation, pay all such expenses of and preliminary and incidental to the promotion, formation and registration of the Foundation as they think fit and exercise all such powers of the Foundation and do on behalf of the Foundation all such acts as may be exercised or done by the Foundation and as are not by the Acts or by these Articles required to be exercised or done by the Foundation in general meeting, subject nevertheless to any regulations of these Articles and the provisions of the Acts.
- (b) To make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Foundation as they shall think proper, but so that no rule, regulation, or bye-law shall have any validity, effect or operation if it amounts to or involves such an addition to or alteration of the Articles as could only properly be made by special resolution.
- (c) To appoint any person as a Governor to fill any casual vacancy among the Governors; but so that any person so appointed shall hold office only until the close of the annual general meeting next following his appointment, but shall then be eligible for re-election.

34. The Board shall engage such officers and servants as they may consider necessary, and shall fix and regulate their terms and conditions of service. The provisions of Sections 283 and 284 of the Act with respect to the Secretary shall be duly observed.

35. The Board may from time to time elect an Honorary President or Presidents, and such other Honorary Officers as may be thought fit and may determine for what period such Honorary Officers shall hold office.

PROCEEDINGS OF THE BOARD

36. The Board shall meet together not less than twice a year for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the Chairman shall have a second or casting vote.

37. The quorum necessary for the transaction of business at a meeting of the Board shall be such number, not being less than two, as shall from time to time be determined by the Board and in default of such determination shall be three.

38. The Board may delegate any of its powers to committees consisting of such Governors as they may think fit, and in addition, the Board may invite any person or persons to assist any committee so appointed in the consideration or conduct of any matters referred to that committee but without power to vote at its meetings. Any committee so formed shall, in the exercise of the powers so delegated to it, conform to any regulations that may from time to time be imposed upon it by the Board.

39.

(1) The Board shall elect annually one of the Governors to be the Chairman of the Board.

(2) The Chairman shall, immediately upon his election, appoint another Governor to be Deputy Chairman, and shall fill any casual vacancy that may arise in that office. The Chairman may, at his pleasure, remove the Deputy Chairman from office.

(3) The Deputy Chairman shall retire from office at the time when the Chairman appointing him retires from office; provided that if the Chairman vacates his office before the expiration of the period for which he was elected the Deputy Chairman appointed by him shall continue in office until a new Chairman shall be elected, and shall then retire from office.

(4) Any retiring Chairman or Deputy Chairman shall be eligible for re-election or re-appointment (as the case may be).

(5) The Chairman shall preside at all meetings of the Board at which he is present. If the Chairman be not present within five minutes after the time appointed for the meeting of the Board, the Deputy Chairman, if present, shall take the Chair; but if the Deputy Chairman be not present, the Governors then present shall choose one of themselves to take the Chair at that meeting of the Board.

(6) A casual vacancy in the office of Chairman shall be filled as soon as conveniently may be by the Governors, not less than seven days' notice being served on the Governors of the meeting at which it is proposed to fill the same, and of the object of the meeting. The Governors elected to fill such vacancy shall hold office so long only as the vacated Chairman would have been entitled to hold office.

40. The Secretary of the Foundation shall on the request in writing of any two Governors summon a meeting of the Board by notice served on the several Governors. A Governor who is absent abroad shall not be entitled to notice of any meeting.

41. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles, vested for the time being in the Board.

42. All acts bona fide done by any meeting of the Board or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Governor or Governors 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 Governor.

43. The Board shall cause minutes to be made in books provided for that purpose of all resolutions and proceedings at all meetings of the Foundation of the Board and of Committees of the Board.

44. The Governors for the time being may act, notwithstanding any vacancy in their body.

45. A resolution in writing signed by all the Governors for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

DISQUALIFICATION OF GOVERNORS

46. The office of Governor shall be vacated if:-

- (a) he becomes bankrupt or enters into a composition with his creditors;
- (b) he ceases to be a Governor by virtue of Sections 303 and 304 of the Act;
- (c) he becomes prohibited from being a Governor by reason of any order made under the Company Directors Disqualification Act 1986;
- (d) he becomes of unsound mind or permanently incapable of managing his affairs;

- (e) being a member of a recognised profession, his name is erased from the relevant professional register for disciplinary reasons;
- (f) he resigns his office by notice in writing to the Foundation;
- (g) having been absent from four consecutive meetings of the Board he vacates his office by reason of a resolution of the Board declaring such office to be vacant; or
- (h) being a nominee or appointee of The British United Provident Association Limited he is removed from office by The British United Provident Association Limited or being any other Governor is removed from office by extraordinary resolution of the Foundation.
- (i) he is requested to resign in writing by not less than three-quarters of the other Governors. In calculating the number of Governors who are required to make such a request to such Governor, there shall be excluded any person appointed as a Governor pursuant to Article 33(c).

SEAL

47. The seal of the Foundation shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and countersigned by the Secretary or by a second Governor or by some other person appointed by the Board for the purpose.

ACCOUNTS

48. The Board shall cause accounting records to be kept in accordance with the requirements of the Statutes. The books of account shall be kept at the Office and shall always be open to the inspection of any Governor.

49. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Foundation or any of them shall be open to inspection by Members of the Foundation not being Governors, and no Member (not being a Governor) shall have any right of inspecting any accounts or books or documents of the Foundation except as conferred by statute or authorised by the Board of Governors of the Foundation or by the Foundation in general meeting.

50. The Board shall in each year in accordance with the Statutes cause to be prepared and submitted to the Foundation in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in the Statutes.

51. 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 Auditors' report, shall not less than twenty-one clear days before the date of the meeting, be sent to every Member of and every holder of debentures of the Foundation. Provided that a copy of those documents shall not be required to be sent to any person of whose address the Foundation is not aware or to more than one of the joint holders of any debentures.

AUDITORS

52.

(1) Auditors shall be appointed and their duties regulated in accordance with the Statutes.

(2) In accordance with the provisions of the Statutes once at least in every year the Foundation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by a properly qualified auditor or auditors.

NOTICES

53.

(1) Every notice required to be given by the Foundation to a Member under the Act the Statutes or the Articles may be given orally (personally or by telephone), served personally or sent by pre-paid letter post within the United Kingdom or the Republic of Ireland or, elsewhere, orally, by air mail, cable, telegram, telex, facsimile transmission or other means of quasi instantaneous communication to the address, telephone or telex or other relevant number for the time being supplied for the purpose to the Secretary of the Foundation by the Member entitled to receive notice.

(2) Notice given orally, by telex or facsimile transmission or other means of quasi instantaneous communication shall be confirmed in writing but so that notice sent as provided in this Article shall be deemed to have been served:-

- (a) At the time of speaking if orally;
- (b) At the expiry of 12 hours from transmission if served by cable, telegram, telex, facsimile transmission or other form of quasi instantaneous communication;
- (c) At the expiry of 24 hours from posting if served by pre-paid letter post to an address within the United Kingdom or the Republic of Ireland and
- (d) At the expiry of 2 days from posting if served by Air Mail.

54. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member and every Governor except those who (having no registered address in the United Kingdom) have not supplied to the Foundation an address within the United Kingdom for the giving of notices to them, and
- (b) the Auditors for the time being of the Foundation.

No other person shall be entitled to receive notices of general meetings.

DISSOLUTION

55. Upon the winding up of the Foundation the provisions of Clause 9 of the Memorandum of Association shall have effect and be observed as if the same were repeated herein.

INDEMNITY

56. Subject to the provisions of the Act every Governor Trustee or other Officer or internal auditor of the Foundation shall be indemnified out of the assets of the Foundation against any liability incurred by such person in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in such person's favour or in which such person is acquitted or in connection with any application in which relief is granted to such person by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Foundation.

RULES

57.

(1) Subject to the approval of the Foundation in general meeting the Board of Governors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Foundation and for the purpose of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such rules or bye-laws regulate:-

- (a) The admission and classification of Members of the Foundation (including the admission of organisations to membership) and the rights and privileges of such Members and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) The conduct of the Foundation in relation to one another and to the Foundation's employees/voluntary workers.

- (c) The setting aside of the whole or any part or parts of the Foundation's premises at any particular time or times for any particular purpose or purposes;
 - (d) The procedure at general meetings and meetings of the Board of Governors and committees of the Board of Governors insofar as such procedure is not regulated by the Articles;
 - (e) Generally all such matters as are commonly the subject matter of company rules.
- (2) The Foundation in General Meeting shall have power to alter, add to or repeal the rules or bye-laws and the Governors shall adopt such means as they think sufficient to bring to the notice of Members all such rules or bye-laws, which shall be binding on all Members provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

INSURANCE

58. The Foundation may pay any insurance premium in respect of any indemnity insurance to cover the liability of the Board of Governors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence default or breach of trust of which they may be guilty in relation to the Foundation provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of Governors (or any of them) knew or ought reasonably to have known was a breach of duty or breach of trust or was committed by the Board of Governors or any of them in reckless disregard of whether there was a breach of duty or breach of trust or not.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Dated this 22nd day of January 1979

Witness to the above signatures:-

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