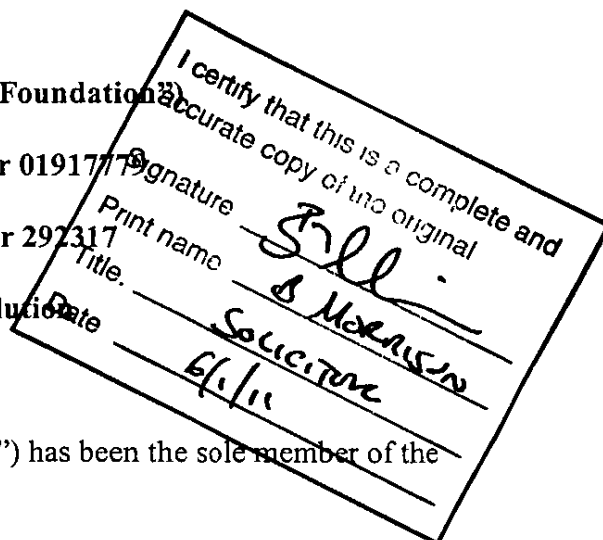


The Diabetes Foundation (the "Foundation")

Registered Company Number 01917719

Registered Charity Number 297317

Trustees' Written Resolution



## BACKGROUND

- (A) The British Diabetic Association ("Diabetes UK") has been the sole member of the Foundation since 9 June 2008
- (B) The trustees of the Foundation have decided that the Foundation's objects would be best achieved if all of its assets were transferred to Diabetes UK
- (C) Resolutions authorising the transfer of assets were passed by the trustees of the Foundation on 23 June 2010 and by the trustees of Diabetes UK on 18 June 2010
- (D) The Foundation will remain in existence once its assets have been transferred to Diabetes UK in order to receive charitable legacies
- (E) Due to the changed role of the Foundation once its assets have been transferred to Diabetes UK, the trustees consider that the Foundation's administrative requirements would be best met by the adoption of revised Articles of Association
- (F) The trustees of the Foundation have reviewed the attached proposed revised Articles of Association and wish to propose them to Diabetes UK (the sole member) for adoption once the transfer of assets has taken place
- (G) The trustees of the Foundation have power to make decisions by unanimous written resolution under Article 29 of the Foundation's Articles of Association

## RESOLUTION

The trustees of the Foundation HEREBY APPROVE the draft revised Articles of Association attached hereto and agree to circulate a written resolution in the attached form to Diabetes UK as sole member to adopt the revised Articles of Association, the resolution to be circulated on 1 January 2011

Signed by the all the Trustees of the Foundation on 9 November 2010

Mr Richard Lane

Richard E. Lane

Dr Mayank Shah.

[Signature]

Mr Charles Nigel Sommerville

[Signature]

THURSDAY



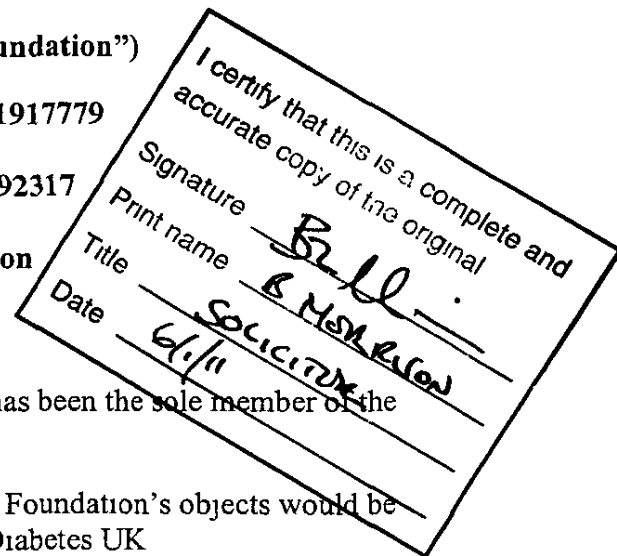
A22 \*AN170QRM\* 13/01/2011 378  
COMPANIES HOUSE

The Diabetes Foundation (the "Foundation")

Registered Company Number 01917779

Registered Charity Number 292317

Trustees' Written Resolution



## BACKGROUND

- (A) The British Diabetic Association ("Diabetes UK") has been the sole member of the Foundation since 9 June 2008.
- (B) The trustees of the Foundation have decided that the Foundation's objects would be best achieved if all of its assets were transferred to Diabetes UK
- (C) Resolutions authorising the transfer of assets were passed by the trustees of the Foundation on 23 June 2010 and by the trustees of Diabetes UK on 18 June 2010
- (D) The trustees of the Foundation have considered the attached Transfer Deed pursuant to which all of the Foundation's assets will be transferred to Diabetes UK
- (E) The trustees of the Foundation have power to make decisions by unanimous written resolution under Article 29 of the Foundation's Articles of Association

## RESOLUTIONS

The trustees of the Foundation HEREBY RESOLVE as follows

- 1 to APPROVE the Transfer Deed attached hereto pursuant to which all of the Foundation's assets will be transferred to Diabetes UK; and
- 2 to AUTHORISE execution of the attached Transfer Deed on behalf of the Foundation by either
  - a any trustee signing the Deed in the presence of a witness, or
  - b two trustees or a trustee and company secretary signing the Deed

Signed by the all the Trustees of the Foundation on 9 November 2010

Mr Richard Lane

Richard E. Lane

Dr Mayank Shah

[Signature]

Mr Charles Nigel Sommerville.

[Signature]

COMPANIES HOUSE

Company number 01917779

THURSDAY

COMPANIES HOUSE

**Member's written resolution of  
The Diabetes Foundation ("the Company")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006

**1 January 2011**

The undersigned, the sole member entitled to vote on the following resolution on 1 January 2011, hereby irrevocably agrees to that resolution as a special resolution

to approve and adopt the revised Articles of Association attached hereto in substitution for, and to the exclusion of, all existing Articles of Association of the Company

Signed for and on behalf of The British Diabetic Association

1

2

Date 1 January 2011

I certify that this is a true and accurate copy of the original	
Signature	<u>B. L. L.</u>
Print name	<u>S. Moore</u>
Title	<u>Solicitor</u>
Date	<u>6/1/11</u>

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version

**By Hand:** delivering the signed copy to Caroline Moore, Diabetes Foundation, Macleod House, 10 Parkway, London, NW1 7AA

**Post:** returning the signed copy by post to Caroline Moore, Diabetes Foundation, Macleod House, 10 Parkway, London, NW1 7AA

**Email:** by attaching a scanned copy of the signed document to an email and sending it to [caroline.moore@diabetes.org.uk](mailto:caroline.moore@diabetes.org.uk) Please enter "Written resolution dated 1 January 2011" in the email subject box

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

- 3 Unless, by 28 January 2011, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 4 (If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document )
- 5 A copy of this resolution has been sent to the auditors

The Companies Acts 1948 to 2006

Company Limited by Guarantee and not having a Share Capital

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**Articles of Association  
of  
Diabetes Foundation**

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**PK/EA/008531/0014**

The Companies Acts 1948 to 2006

Company Limited by Guarantee and not having a Share Capital

**Articles of Association**

**of**

**Diabetes Foundation**

**1. Interpretation:**

- 1 1 The Schedule to these Articles (the “**Schedule**”), containing provisions which were formerly in the Memorandum of Association of the Foundation, shall apply and be deemed part of these Articles.
- 1 2 In these Articles and the Schedule the following terms shall have the following meanings:
- |        |   |   |
|--------|---|---|
| 1 2.1  | <b>“address”</b>                                | includes a number or address used for the purposes of sending or receiving documents by electronic means,   |
| 1.2.2  | <b>“Articles”</b>                               | these Articles of Association of the Foundation;  |
| 1.2.3  | <b>“circulation date”</b>                       | in relation to a written resolution, has the meaning given to it in the Companies Acts;   |
| 1.2 4  | <b>“clear days”</b>                             | in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect, |
| 1 2 5  | <b>“Companies Acts”</b>                         | has the meaning given to it in section 2 of the Companies Act 2006;   |
| 1.2 6  | <b>“Diabetes UK”</b>                            | The British Diabetic Association, a company (company number 00339181) and a registered charity (charity number 215199),   |
| 1.2.7  | <b>“Director”</b>                               | the director as defined in the Companies Acts;  |
| 1.2.8  | <b>“electronic form” and “electronic means”</b> | have the meanings respectively given to them in the Companies Act 2006;   |
| 1.2 9  | <b>“Foundation ”</b>                            | Diabetes Foundation,  |
| 1.2 10 | <b>“hard copy” and “hard copy form”</b>         | have the meanings respectively given to them in the Companies Act 2006;   |
| 1.2 11 | <b>“Secretary”</b>                              | the company secretary of the Foundation (if any).   |

**2. In these Articles:**

- 2.1 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Foundation.
- 2.2 Subject to Article 2.1, any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

**Member**

- 3 The sole member of the Foundation is Diabetes UK. Only Diabetes UK shall have power to admit new members

**Director**

- 4 The Chief Executive Officer of Diabetes UK from time to time (or, if such job title is not in use, the person holding the equivalent position) shall be ex officio the sole Director of the Foundation

***Powers of the Director***

- 5 Subject to the Companies Acts and the Articles, the business of the Foundation shall be managed by the Director who may exercise all the powers of the Foundation. No alteration of the Articles shall invalidate any prior act of the Director which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Director by the Articles.
- 6 All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.
- 7 Subject to the Articles the Director may regulate the Foundation's proceedings as he or she thinks fit.

***Delegation of the Director's powers***

- 8 The Director may by power of attorney or otherwise appoint any person to be the agent of the Foundation for such purposes and on such conditions as he or she determines.
- 9 The Director may delegate any of his or her powers or functions to any committee or the implementation of any resolutions and day to day management of the affairs of the Foundation to any person or committee in accordance with the conditions set out in these Articles

***Delegation to committees***

10. In the case of delegation to committees:

- 10.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number),
- 10.2 the composition of any such committee shall be entirely at the discretion of the Director;
- 10.3 the deliberations of any such committee shall be reported regularly to the Director and any resolution passed or decision taken by any such committee shall be reported promptly to the Director and for that purpose every committee shall appoint a secretary,
- 10.4 all delegations under this Article shall be variable or revocable at any time,
- 10.5 the Director may make such regulations and impose such terms and conditions and give such mandates to any such committee as he or she may from time to time think fit; and
- 10.6 no committee shall knowingly incur expenditure or liability on behalf of the Foundation except where authorised by the Director or in accordance with a budget which has been approved by the Director.
- 11 For the avoidance of doubt, the Director may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director.
12. The meetings and proceedings of any committee shall be governed by the Articles so far as applicable and not superseded by any regulations made by the Director

### **Members' Meetings**

13. Subject to the provisions of the Companies Acts, the Foundation shall dispense with the holding of general meetings and all resolutions of the Foundation shall be passed by way of written resolution signed by or on behalf of Diabetes UK, which resolution shall be sent to the Foundation's auditors in accordance with the Companies Acts.
- 14 If in accordance with the Companies Acts a general meeting is required to be held then the meeting shall be called and held in accordance with the model regulations for a company limited by guarantee in force in the date of adoption of these Articles.

### **Director's decisions**

15. The Director shall take decisions by resolution in writing, copies of which shall be signed by the Director.

### **Conflicts of interest**

- 16 Subject to Article 17 below, whenever the Director has a personal interest in a matter, or in another organisation whose interests are reasonably likely to conflict with those of the Foundation in relation to a matter to be decided upon, he or she must declare that interest to Diabetes UK as the sole member of the Foundation



- 17 No interest as a trustee or employee of Diabetes UK need be declared and such an interest shall not, of itself and without actual conflict, be deemed to conflict with the interests of the Foundation.

17.1 Register of Director's interests

- 18 The Director shall cause a register of Director's interests to be kept. The register need not include details of the Director's trusteeship of or employment by Diabetes UK.

### **Irregularities**

- 19 The passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the person passing the resolution or making the decision unless such specification is a requirement of the Companies Acts.

### **General**

#### ***Secretary***

- 20 A Secretary may be appointed by the Director for such term at such remuneration and upon such conditions as he or she may think fit, and may be removed by the Director. If there is no Secretary
- 20.1 anything authorised or required to be given or sent to, or served on, the Foundation by being sent to its Secretary may be given or sent to, or served on, the Foundation itself, and if addressed to the Secretary shall be treated as addressed to the Foundation, and
- 20.2 anything else required or authorised to be done by or to the Secretary of the Foundation may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Director.

#### ***Minutes***

- 21 The Director shall cause minutes to be made in books kept for the purpose of all resolutions of the Foundation and of the Director and any such minute, if purported to be signed by the Director shall be sufficient evidence of the resolution or decision. The minutes must be kept for at least ten years from the date of the resolution being passed or the decision being taken.

#### ***Records and accounts***

- 22 The Director shall comply with the requirements of the Companies Acts and of the Charities Act 1993 (as amended) as to maintaining statutory registers (including a register of members and a register of Directors), keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of
- 22.1 annual reports;
- 22.2 annual returns;

22.3 annual statements of account.

***Indemnity***

- 23 Without prejudice to any indemnity to which a Director may otherwise be entitled, the Director of the Foundation shall be indemnified out of the assets of the Foundation in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Foundation may be indemnified out of the assets of the Foundation in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts

***Winding-up***

24. The provisions of clauses 5 and 7 of the Schedule relating to the winding-up or dissolution of the Foundation shall have effect and be observed.

### **Schedule**

- 1 The name of the Foundation hereinafter called "the Foundation" is "DIABETES FOUNDATION".
- 2 The registered office of the Foundation is situated in England
- 3 The objects for which the Foundation is established are to support and advance research in the field of Diabetes and particularly Juvenile (insulin dependent) Diabetes in the United Kingdom and throughout the world and to provide material of an educational and informational nature to persons who are interested in and affected by Diabetes by means of consolidation of funds and centralised disbursement.

AND the Foundation shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (A) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct maintain and alter buildings or erections,
- (B) To sell, let, mortgage dispose of or turn to account all or any of the property or assets of the Foundation;
- (C) To undertake and execute any charitable trusts which may lawfully be undertaken by the Foundation,
- (D) To borrow or raise money on such terms and on such security as may be thought fit;
- (E) To invest the monies of the Foundation not immediately required for its purposes only in or upon such investments, securities or property as may be thought fit by independent brokers/bankers 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,
- (F) To ensure that excessive financial reserves are not accumulated,
- (G) To establish and support or aid in the establishment and support of any charitable associations or institutions, particularly the Association of Insulin Dependent Diabetics, and to subscribe or guarantee money for charitable purposes;
- (H) To do all such other things as shall further said objects or any of them

#### **PROVIDED THAT**

- (i) In case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts,
- (ii) The Foundation's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers,
- (iii) 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 Directors 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 Board of Directors 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 or the Charity Commission over such Board of Directors 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 shall be applied solely towards the promotion of its objects as set forth in this Schedule and no portion thereof shall be paid or transferred directly or indirectly by the way of dividend, bonus or otherwise howsoever by way of profit, to members of the Foundation and no member of its Board of Directors or Governing Body shall be appointed to an office of the Foundation paid by salary or fees, or receive and remuneration or other benefit in money or money's worth from the Foundation. No payment shall be made to any company in which a member of the Board of Directors has any direct or indirect interest whatsoever.

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 Directors or Governing Body) for any service rendered to the Foundation,
- (B) of interest at the base lending rate for the time being prescribed by the bank appropriate for the Foundation on money lent or reasonable and proper rent for premises demised or let by any member of the Foundation or of its Board of Directors or Governing Body,
- (C) to any member of its Board of Directors or Governing Body of out-of-pocket expenses previously agreed by the Board of Directors;
- (D) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Directors or Governing Body may be a member holding not more than one hundredth part of the capital of that company.
- (E) to any member of its Board of Directors, officer or auditor under the indemnity provisions set out at Article 23,

- 5 The liability of the members is limited

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 one pound (£1)

6 It is a policy of the Foundation -

- (A) To provide equal employment to all employees and to all candidates and applicants for employment without regard to race, colour, creed, age, religion, or sex,
- (B) To make no management charges by the Foundation on money raised for specific purposes

7 If upon the winding up or dissolution of the Foundation there remains, after the satisfaction of all its debt and liabilities, any property whatsoever, the same shall not be paid 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 of the Foundation, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Foundation under or by virtue of clause 4 of this Schedule, such institution or institutions to be determined by the members of the Foundation at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object