

## **SPECIAL RESOLUTIONS**

Pursuant to section 380 (4) (a) of the Companies Act 1985

### **THE FINANCIAL SERVICES AUTHORITY**

Registered Number 1920623

At an Extraordinary General Meeting of the members of the above-named Company duly convened and held at 25 The North Colonnade, Canary Wharf, London E14 5HS, on 15 February 2001 at 1415hrs, the following SPECIAL RESOLUTIONS were duly passed: -

- (1) **THAT** the proposed Memorandum of Association produced to the meeting and initialled by the Secretary thereof for the purpose of identification be and the same are hereby approved and adopted as the Memorandum of Association of The Financial Services Authority in substitution for and to the exclusion to the existing Memorandum of Association of The Financial Services Authority; and
- (2) **THAT** the regulations contained in the printed document produced to the meeting and initialled by the Secretary thereof for the purpose of identification be and the same are hereby approved and adopted as the Articles of Association of The Financial Services Authority in substitution for and to the exclusion to the existing Articles of Association of The Financial Services Authority.



Howard Davies  
Chairman

16 February 2001



THE COMPANIES ACTS 1948 to 1985<sup>1</sup>

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE FINANCIAL SERVICES AUTHORITY<sup>2</sup>

1. The name of the company is "The Financial Services Authority" (the "Authority").
2. The registered office of the Authority will be situate in England.
- 3.<sup>3</sup> The Authority's objects are:-
  - (A) to carry out any functions conferred on the Authority by or under any provision of any legislation, as amended from time to time, and to carry out such other functions or exercise such powers as, from time to time, may be carried out or exercisable by the Authority;
  - (B) to carry out any other function or exercise any other power as may, in the Authority's view, assist or enable it to carry out the functions and powers referred to above or which the Authority considers incidental, desirable or expedient.
- 4.<sup>4</sup>
  - (A) The income of the Authority shall be applied in promoting its objects.
  - (B) No dividends may be paid to members of the Authority.
  - (C) On a winding up of the Authority all assets which would otherwise be available to its members generally shall be transferred either to another

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<sup>1</sup> The reference to the Companies Acts was updated by special resolution passed on 15<sup>th</sup> July 1993.

<sup>2</sup> The name of the company was changed from the Securities and Investments Board by special resolution with effect from [ ]. By virtue of the Financial Services and Markets Act 2000, the Authority is exempt from the requirement of the Companies Act 1985 relating to the inclusion of "limited" as part of its name.

<sup>3</sup> Clause 3 was amended by a special resolution passed on [February 2001].

<sup>4</sup> The numbering of the remaining clauses of this memorandum has been altered following the deletion of the former clause 4 by special resolution passed on [February 2001].

body with objects similar to those of the Authority or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto.

5. The liability of the members is limited.
6. Every member of the Authority undertakes to contribute to the assets of the Authority 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 Authority 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 amounts as may be required not exceeding one pound.

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

Sir Kenneth Berrill, KCB  
Salt Hill  
37 Bridleway  
Cambs.

Stockbroker

Martin Wakefield Jacomb  
45 Canonbury Square  
London N10

Banker

Dated the 30th day of May, 1985

Witness to the above signatures,

Geoffrey Peter John Finn  
35 Basinghall Street  
London EC2

Solicitor

THE COMPANIES ACTS 1948 to 1985<sup>1</sup>

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION<sup>2</sup>

of

THE FINANCIAL SERVICES AUTHORITY<sup>3</sup>

INTERPRETATION

1. In these Articles:

the "Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

the "Authority" means the The Financial Services Authority.

the "FS&M Act" means the Financial Services and Markets Act 2000 including any statutory modification or re-enactment thereof for the time being in force.

the "seal" means the common seal of the Authority.

the "secretary" means any person appointed to perform the duties of the secretary of the Authority.

the "United Kingdom" means Great Britain and Northern Ireland.

Any reference to "the Chairman" shall be construed as a reference to the person who for the time being holds such office pursuant to Article 24 of these Articles of Association of the Authority.

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<sup>1</sup> The reference to the Companies Act was updated and Article 1 was amended by special resolution passed on 15<sup>th</sup> July 1993.

<sup>2</sup> These Articles of Association were adopted by special resolution passed on [February 2001].

<sup>3</sup> With effect from 28<sup>th</sup> October 1997, pursuant to a special resolution passed on 20<sup>th</sup> October 1997, the name of the company was changed to "THE FINANCIAL SERVICES AUTHORITY".

"Electronic communication" means the same as in the Electronic Communications Act 2000, unless the context requires otherwise and references to "writing" shall include such forms of electronic communication as may be appropriate.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Authority.

## MEMBERS

2. The number of members with which the Authority proposes to be registered is two, but the directors may from time to time register an increase of members.
3. The subscribers to the Memorandum of Association of the Authority and any person who becomes a director shall be members of the Authority. No other person may become a member of the Authority.
4. Membership of the Authority shall not be transferable or transmissible.
5.
  - (a) A member may terminate his membership of the Authority by depositing a written notice to such effect at its registered office.
  - (b) A member shall cease with immediate effect to be a member of the Authority upon ceasing to be a director thereof.

## GENERAL MEETINGS

6. The Authority 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 Authority and that of the next. The annual general meeting shall be held at such time and place as the directors shall appoint.
7. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The directors may, whenever they think fit, convene an extraordinary general meeting. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum (including those directors who are deemed present for the purposes of forming a quorum), any director may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

9. A member may participate in any general meeting of the Authority by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person (including for the purposes of establishing a quorum) at such meeting.

#### NOTICE OF GENERAL MEETINGS

10. An annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in accordance with the provisions of Articles 58 to 61, and a meeting of the Authority other than an annual general meeting or a meeting for the passing of a special resolution shall be called by not less than fourteen days' notice in accordance with Article 58 to 61. 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 Authority in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Authority, including the directors, the members and the auditors:

Provided that a meeting of the Authority 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.
11. 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

12. 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 and the balance sheets, and the reports of the directors and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.

13. 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; five members present in person, including those members deemed present in person, shall be a quorum.
14. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting 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 directors 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 member or members present shall be a quorum.
15. The Chairman, failing whom a Deputy Chairman, shall preside as chairman at every general meeting of the Authority, or if none of such persons are present within fifteen minutes after the time appointed for the holding of the meeting or are willing to act, the directors present shall elect one of their number to be chairman of the meeting.
16. The chairman of a general meeting at which a quorum is present may, with the consent of such meeting (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 of the meeting; or
  - (b) by at least two members; or
  - (c) by any member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Any member who is deemed present by virtue of Article 9 shall have their vote counted by the chairman of the meeting and added to the votes of those actually present at the meeting.

18. 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 lost and an entry to that effect in the book containing the minutes of proceedings of the Authority 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.

19. Except as provided in Article 21, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any member deemed present by virtue of Article 9 shall be entitled to take part in any poll in such manner as the chairman may direct.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
21. 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 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.
22. A resolution in writing signed by all the members for the time being entitled to receive notice in writing of and to attend and vote at general meetings (which resolution may consist of several documents in the like form each signed by one or more of the said members) or a resolution to which every such member has signified his approval in writing shall be as valid and effective as if the same had been passed at a general meeting of the Authority duly convened and held.

#### VOTES OF MEMBERS

23. Every member shall have one vote. All votes shall be given personally or in accordance with Article 17.

#### APPOINTMENT TO AND VACATION OF DIRECTORSHIPS

24. The Authority shall have a governing body (the "Governing Body") which shall consist of a Chairman and executive and non-executive members. The members of the Governing Body and the Chairman shall be appointed by the Treasury in accordance with the terms of any applicable legislation which may apply to such appointments at the time any such appointment is made. Any appointments shall be on such terms as the Treasury may direct, and the Treasury may remove any member of the Governing Body. Members of the Governing Body shall be referred to as "directors" and "executive director", "non-executive director" and the "board" shall be construed accordingly. One or more directors may be appointed as a Deputy Chairman.



25. The office of director shall be vacated if the director:
- (a) is removed from office pursuant to the provisions of Article 24; or
  - (b) resigns his office by notice in writing received at the registered office of the Authority; or
  - (c) ceases to be a member of the Authority; or
  - (d) ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director.

#### POWERS AND DUTIES OF THE DIRECTORS

26. Subject to the provisions of the Act, other applicable legislation, the Memorandum of Association of the Authority and these Articles, the activities of the Authority shall be managed by the directors who may exercise all powers of the Authority as the directors see fit. No alteration of the Memorandum of Association of the Authority or of these Articles shall invalidate any prior act of the directors which would have been valid if that alteration had not been made. Any defect in appointments shall not affect the validity of any act of the board of directors, of any member of the board of directors or of any committee of the board of directors or of the Authority itself.
27. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Authority, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
28. The directors shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers; and
  - (b) of the names of the persons present at each meeting of the directors and of any committee; and
  - (c) of all resolutions and proceedings at all meetings of the Authority, and of the directors, and of committees.

#### DIRECTORS' FEES AND EXPENSES

29. (a) The directors shall be entitled to such remuneration and other emoluments as may be determined:
- (i) in respect of non-executive directors, by the Treasury; and

- (ii) in respect of executive directors, by the Non-Executive Committee formed under Article 45 below in accordance with the FS&M Act.
- (b) Directors' remuneration shall accrue from day to day.
- 30. The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees or general meetings of the Authority or otherwise in connection with the discharge of their duties.

#### EXECUTIVE APPOINTMENTS AND DIRECTORS' INTERESTS

- 31.
  - (a) A director may hold any other office, whether executive or non-executive, under the Authority (other than the office of auditor) in conjunction with his office as director.
  - (b) The directors may appoint any person to any office or position within the Authority (save for the appointment of a person as Chairman).
  - (c) The directors may enter into such agreement or arrangement with any person appointed or appointed to any office or position as they may determine.
- 32. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:-
  - (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Authority or in which the Authority is otherwise interested;
  - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Authority or in which the Authority is otherwise interested; and
  - (c) shall not, by reason of his office, be accountable to the Authority for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 33. For the purposes of Article 32:
  - (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any

transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and

- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## PROCEEDINGS OF DIRECTORS

- 34. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. The Chairman, failing whom, a Deputy Chairman, shall act as chairman of any such meeting unless such persons are not present or not willing to act when the directors present may elect one of their number to act as chairman of the meeting. Questions arising at any meeting shall 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. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.
- 35. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be five.
- 36. The directors may act notwithstanding any vacancy in their body or defect in appointment of a member of their body.
- 37. Directors may participate in any meeting of the directors or any committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person (including for the purposes of establishing quorum) at such meeting.
- 38. The directors shall themselves perform any function and exercise any power of the Authority which is required by law to be performed or exercised by them; but where any function or power of the Authority is not required by law to be so performed or exercised, the directors may delegate its performance or exercise to committees or sub-committees, consisting of such member or members (whether or not of their body) as they think fit or such persons as may be prescribed for the purpose, to any officer or servant of the Authority or to any other body or person who is able and willing to perform the function or exercise the power. Any committee (except the Non-Executive Committee which is provided for in these Articles) or sub-committee so formed, and any other delegate, shall, in the discharge of the functions and in the exercise of the powers so delegated, comply with any written requirements that may be imposed, whether generally or specifically, by the directors.

39. Except where a chairman is appointed, a committee may elect a chairman of its meetings; if no such chairman is appointed or elected, or if at any meeting the chairman (or any deputy) is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
40. A committee 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.
41. All acts done by any meeting of the directors or of any committee as aforesaid, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in any appointment relevant thereto or that any person was disqualified from acting in any capacity, or had vacated office or was not entitled to vote shall be as valid as if all relevant appointments had been duly made and any such person was qualified and had continued as a director and had been entitled to vote.
42. Directors shall disclose to the board any conflict of interest which that director may have and is aware of before the resolution of a matter to which that conflict relates. No director may vote on a matter where that director has a material conflict of interest. The board shall determine whether, in relation to any matter, a conflict of interest is a material conflict of interest.
43. A resolution in writing signed by all the persons entitled to receive written notice of a meeting of directors or of a committee and to vote thereat shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee duly convened and held and may consist of several documents in the like form each signed by one or more such persons.
44. In Articles 28 and 37 to 43, "committee" includes "sub-committee".

#### THE NON-EXECUTIVE COMMITTEE

45. At such time as the Authority shall determine, the board shall create a committee comprising all Non-Executive directors (the "Non-Executive Committee") who, from time to time, may be appointed to the Governing Body. The chairman of the Non-Executive Committee shall be appointed by the Treasury from those who comprise the Non-Executive Committee and shall preside as chairman at every meeting of the Non-Executive Committee. In the event that the chairman of the Non-Executive Committee, failing whom a person nominated by the chairman to chair such meetings as are not chaired by the chairman, are not present within fifteen minutes after the time appointed for the holding of the meeting or are unwilling to act, the Non-Executive directors present shall elect one of their number to be chairman of the meeting.

46. Any Non-Executive Officer who ceases to remain on the Governing Body of the Authority shall cease to remain a member of the Non-Executive Committee.
47. The Non-Executive Committee (or sub-committee thereof) shall perform such functions as may be prescribed to it by law or by the board.
48. The Non-Executive Committee shall prepare a report each year on the discharge of its functions (including the functions of any sub-committee of the Non-Executive Committee). This report shall address the discharge of the functions provided for in the FS&M Act. The report shall cover the same period as the Annual Report prepared by the Authority.
49. The chairman of the Non-Executive Committee (or his nominee, being a Non-Executive director in the event that the chairman is not present or unwilling to chair any given meeting) shall also chair any sub-committee of the Non-Executive Committee. Other members of any sub-committee may include any persons that the Non-Executive Committee shall appoint (regardless of whether such persons are members of the Non-Executive Committee). Only Non-Executive directors shall be appointed to any sub-committee of the Non-Executive Committee which is to carry out any of the functions reserved exclusively to the Non-Executive Committee. The provisions of Article 42 shall apply to the Non-Executive committee (and to any sub-committees thereof).

#### SECRETARY

50. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by the board at a meeting of the directors duly convened in accordance with Article 34 and any such appointment may not be made or terminated by any committee of the board. The secretary may also be an executive officer or director of the Authority.
51. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

#### THE SEAL

52. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

#### ACCOUNTS

53. The directors shall cause accounting records to be kept in accordance with the Act.
54. The books of account shall be kept at the registered office of the Authority, or, subject to the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
55. The directors shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Authority in general meeting such accounts and reports as are required by the Act to be so prepared and laid.
56. A copy of every balance sheet (including every document required by law to be annexed or attached thereto) which is to be laid before the Authority in general meeting shall not less than 20 working days before the date of the meeting be sent to every person who is entitled to receive notices of general meetings of the Authority.

#### AUDIT

57. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

#### NOTICES

58. Any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article and in Articles 59 to 61, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
59. The Authority may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Authority by the member. A member whose registered address is not within the United Kingdom and who gives to the Authority an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Authority.
60. A director or member present, either in person or pursuant to the provisions of Article 9 or Article 37, at any meeting of the Authority shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

61. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 24 hours after the time it was sent.

#### INDEMNITY

62. Subject to the provisions of the Act, every director, secretary, auditor or other officer of the Authority and such other persons as the Authority may from time to time determine shall be entitled to be indemnified by the Authority against all costs, charges, losses, expenses and liabilities suffered or incurred by him in the execution and discharge of his duties or in relation thereto.