

Circulation Date: 5 November 2018

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
WRITTEN SPECIAL RESOLUTION
of
THE ELTON JOHN AIDS FOUNDATION

Company No: 02787008
Charity No: 1017336

(the "Company")

We the undersigned, being at least 75% of the members of the Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

WRITTEN SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the Company approves and adopts the articles of association in the form attached to this resolution in place of its existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signing your agreement.

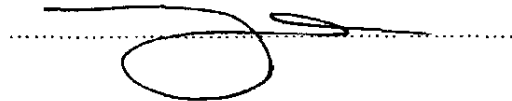
The undersigned, entitled to vote on the above resolution,, hereby irrevocably agree to the Special Resolution.

Print name Mark Dybul

Date

Nov 13, 2018

Signed





Circulation Date: 5 November 2018

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
WRITTEN SPECIAL RESOLUTION

of
THE ELTON JOHN AIDS FOUNDATION

Company No: 02787008
Charity No: 1017336

(the "Company")

We the undersigned, being at least 75% of the members of the Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

WRITTEN SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the Company approves and adopts the articles of association in the form attached to this resolution in place of its existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signing your agreement.

The undersigned, entitled to vote on the above resolutions, hereby irrevocably agree to the Special Resolution.

Print name David Furnish

Date

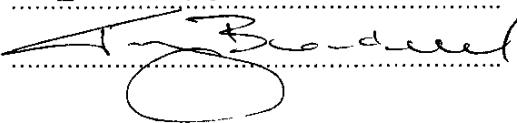
Signed

Print name Lynda Funke

Date

Signed

Print name Tracy Blackwell

Date 5th Nov. 2018
Signed 

Print name Mark Dybul

Date

Signed


Print name Ilana Kloss

Date 11.5.2018

Signed 

Print name Johnny Bergius

Date 5th Nov. 2018

Signed 

Note:

1. This Written Resolution is passed when at least 75% of the members have signified their agreement.
2. If not passed within 28 days of the Circulation Date this Resolution will lapse.
3. A member signifies agreement by signing the Resolution or by sending a document to the company (which can be a scan or a fax of the signed Resolution) identifying the Resolution and indicating agreement.



COMPANY NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
THE ELTON JOHN AIDS FOUNDATION

1 The company's name is

The Elton John AIDS Foundation

(and in these Articles it is called the '**Foundation**').

Interpretation

2 In these Articles:

'Address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Foundation;

'these Articles' means these Articles of Association;

'articles adoption date' means the date on which the members pass a special resolution to adopt these Articles;

'Clear Days' in relation to the period of a notice means a 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;

'the Commission' means the Charity Commission for England and Wales or any body which replaces it;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Foundation;

'Document' includes, unless otherwise specified, any document sent or supplied in Electronic Form;

'Electronic Form' has the meaning given in section 1168 of the Companies Act 2006;

'the Founder' means Sir Elton Hercules John;

'the seal' means the common seal of the Foundation if it has one; and

'Secretary' means any person appointed to perform the duties of the secretary of the Foundation.

'the Trustees' means the directors of the Foundation. The directors are charity trustees as defined by section 177 of the Charities Act 2011;



‘the US Foundation’ means The Elton John AIDS Foundation, a Georgia non-profit corporation established exclusively for charitable, educational or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of the United States of America.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when these Articles becomes binding on the Foundation

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of Members

- 3 The liability of members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Foundation in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:
- (1) payment of the Foundation’s debts and liabilities incurred before he or she ceases to be a member;
 - (2) payment of the costs, charges and expenses of winding up; and
 - (3) adjustment of the rights of the contributories among themselves.

Objects

- 4 The objects for the public benefit for which the Foundation is established are:
- (1) to alleviate the sickness of people living with HIV or the related condition known as AIDS and the emotional suffering of such people and their partners, relatives and/or dependents and to prevent the onward transmission of HIV/AIDS by (amongst other means, but without limitation), providing or assisting in the provision of nursing and medical care, medicines, equipment, facilities, services, counselling, training and information;
 - (2) to relieve those in financial or other need by reason of the said diseases or conditions, whether they are people infected or their partners, relatives and/or dependents; and
 - (3) to advance the education of the public, the medical professions, international, national and local authorities, those people living with the said diseases or conditions and their partners, relatives and/or dependants in all matters related to HIV/AIDS through (amongst other means, but without limitation) raising



**ELTON JOHN
AIDS FOUNDATION**

awareness with a particular (but not exclusive) focus on addressing stigma and discrimination

where HIV means the disease known as Human Immunodeficiency Virus (HIV) and AIDS means Acquired Immune Deficiency Syndrome (the “**Objects**”).

Powers

- 5 The Foundation has power to do anything which is calculated to further any of its Objects or is conducive or incidental to doing so. In particular, the Foundation has power:
- (1) to provide, publish or distribute advice or information;
 - (2) to establish and recognise one or more classes of supporters of the Foundation (who are not members of the Foundation) and to set out their respective rights and obligations;
 - (3) to carry out campaigning, provided that the Trustees are satisfied that any proposed campaigning will further the Objects to an extent justified by the resources committed and that such activity is not the dominant means by which the Foundation promotes the Objects;
 - (4) to support research and to publish and distribute the useful results;
 - (5) to provide, publish or distribute information;
 - (6) to advertise in such manner as may be thought expedient,
 - (7) to accept gifts and to raise funds provided that the Foundation must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations and in its discretion to disclaim any particular contribution;
 - (8) to receive and administer bequests and donations;
 - (9) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (10) to sell, lease or otherwise dispose of all or any part of the property belonging to the Foundation (subject to compliance as appropriate with sections 117 to 121 of the Charities Act 2011);
 - (11) to borrow money and to charge the whole or any part of the property belonging to the Foundation as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation (subject to compliance as appropriate with sections 124 to 126 of the Charities Act 2011, if the Foundation wishes to mortgage land);



**ELTON JOHN
AIDS FOUNDATION**

- (12) to co-operate with other charities, voluntary bodies and national and international government and statutory authorities and to exchange information and advice with them;
- (13) to establish, administer or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects and to act as trustee of any charity or special charitable trust whether established by the Foundation or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Foundation and may be conducive to its Objects;
- (14) to make grants or loans of money and to give guarantees provided that where any payment is made to the treasurer or other proper official of a charity the receipt of such treasurer or official shall be a complete discharge to the Trustees;
- (15) to establish, hold shares in, or acquire subsidiary companies, other companies or entities and to acquire, merge with or to enter into any partnership or joint venture arrangement with any charity;
- (16) to set aside income as a reserve against further expenditure but only in accordance with a written policy about reserves;
- (17) to employ and remunerate such staff as are necessary for carrying out the work of the Foundation provided that the Foundation may employ or remunerate a Trustee only to the extent it is permitted to do so by Article 7 and if it complies with the conditions in that Article;
- (18) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the Foundation to be held in the name of a nominee,in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (19) to insure the property of the Foundation against any foreseeable risk and take out other insurance policies to protect the Foundation when required;
- (20) to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (21) to confer any individual (with his or her consent) the honorary title of Patron, President or Lifetime President of the Foundation; and
- (22) to do anything else within the law which promotes, helps to promote or is conducive or incidental to the promotion of the Objects

Application of income and property

6

- (1) The income and property of the Foundation shall be applied solely towards the promotion of the Objects.
- (2)
 - (a) A Trustee is entitled to be reimbursed from the property of the Foundation or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Foundation.
 - (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the Foundation's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011
 - (c) A Trustee may receive an indemnity from the Foundation in the circumstances specified in Article 54.
 - (d) A Trustee may not receive any other benefit or payment unless it is authorised by Article 7.
- (3) Subject to Article 7, none of the income or property of the Foundation may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Foundation.

Benefits and payments to the Foundation's Trustees and connected persons

7

(1) General provisions

No Trustee or connected person may:

- (a) buy any goods or services from the Foundation on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Foundation;
- (c) be employed by, or receive any remuneration from, the Foundation;
- (d) receive any other financial benefit from the Foundation;

unless the payment is permitted by sub-paragraph (2) of this Article, or authorised by the court or the Commission.

In this Article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting Trustees' or connected persons' benefits

- (2)
 - (a) A Trustee or connected person may receive a benefit from the

Foundation in the capacity of a beneficiary of the Foundation provided that a majority of the Trustees do not benefit in this way.

- (b) A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Foundation where that is permitted in accordance with, and subject to the conditions in, sections 185 to 186 of the Charities Act 2011.
- (c) Subject to sub-paragraph (3) of this Article a Trustee or connected person may provide the Foundation with goods that are not supplied in connection with services provided to the Foundation by the Trustee or connected person.
- (d) A Trustee or connected person may receive interest on money lent to the Foundation at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Foundation. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A Trustee or connected person may take part in the normal trading and fundraising activities of the Foundation on the same terms as members of the public

Payment for supply of goods only – controls

- (3) The Foundation and its Trustees may only rely upon the authority provided by sub-paragraph (2)(c) of this Article if each of the following conditions is satisfied:
 - (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Foundation or its Trustees (as the case may be) and the Trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Foundation;
 - (b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
 - (c) the other Trustees are satisfied that it is in the best interests of the Foundation to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so;

- (d) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Foundation;
 - (e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
 - (f) the reason for their decision is recorded by the Trustees in the minute book; and
 - (g) a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 7.
- (4) In sub-paragraph (2) and (3) of this Article:
- (a) 'Foundation' includes any company in which the Foundation:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more Trustees to the board of the company.
 - (b) 'connected person' includes any person within the definition in Article 58.

Declaration of Trustees' interests

- 8 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Foundation or in any transaction or arrangement entered into by the Foundation which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Foundation and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests and conflicts of loyalties

- 9
- (1) If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:
 - (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;



**ELTON JOHN
AIDS FOUNDATION**

- (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting, and
 - (c) the unconflicted Trustees consider it is in the interests of the Foundation to authorise the conflict of interest in the circumstances applying
- (2) In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

Members

10

- (1) Membership is open only to the Trustees.
- (2) Membership is not transferable.
- (3) The Trustees must keep a register of names and Addresses of the members.

Termination of membership

11

Membership is terminated if:

- (1) the member dies;
- (2) the member resigns by written notice to the Foundation unless, after the resignation, there would be fewer than three members;
- (3) any sum due from the member to the Foundation is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Foundation that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed,
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Foundation) has been allowed to make representations to the meeting,
- (5) the member ceases to be a Trustee, or



- (6) the member is a member of the board of directors of the US Foundation and ceases to be such

General meetings

- 12 The Foundation may, but need not, hold an annual general meeting in each year
- 13 The Trustees may call a general meeting at any time.

Notice of general meetings

- 14
- (1) The minimum periods of notice required to hold a general meeting of the Foundation are:
 - (a) twenty-one Clear Days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen Clear Days for all other general meetings.
 - (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent. of the total voting rights
 - (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 21.
 - (4) The notice must be given to all members and to the Trustees and auditors
- 15 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Foundation.

Proceedings at general meetings

- 16
- (1) No business shall be transacted at any general meeting unless a quorum is present.
 - (2) A quorum is three members present in person (including by telephone) or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 17
- (1) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting, or
 - (b) during a meeting a quorum ceases to be present



the meeting shall be adjourned to such time and place as the Trustees shall determine.

- 18
- (2) The Trustees must reconvene the meeting and must give at least seven Clear Days' notice of the reconvened meeting stating the date, time and place of the meeting.
 - (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 19
- (1) General meetings shall be chaired by the chair, failing which the deputy chair shall chair general meetings.
 - (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
 - (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
 - (4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 20
- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
 - (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven Clear Days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 20
- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or



**ELTON JOHN
AIDS FOUNDATION**

- (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

(2)

- (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Foundation but the number or proportion of votes cast need not be recorded.

(3)

- (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

(4)

- (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the result of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

(5)

- (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

21

- (1) Proxies may only validly be appointed by a notice in writing (a '**proxy notice**') which:

- (a) states the name and address of the member appointing the proxy;

- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - (d) is delivered to the Foundation in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Foundation may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
 - (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
 - (4) Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under the proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

22

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Foundation by or on behalf of that person.
- (2) An appointment under a proxy may be revoked by delivering to the Foundation a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

Written Resolutions

23

- (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;



- (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated Document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

Votes of members

- 24 Every member shall have one vote.
- 25 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

Trustees

- 26
- (1) A Trustee must be a natural person aged 16 years or older.
 - (2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 35.
- 27 The minimum number of Trustees shall be three and the maximum number of Trustees shall be nine. The Trustees when complete shall include six individuals who are also members of the board of directors of the US Foundation.
- 28 The Trustees of the Foundation as at the articles adoption date and their eligibility to serve as Trustees are as set out below. An asterisk denotes those Trustees who are also members of the board of directors of the US Foundation.

David Furnish*, who shall not be subject to any limit on the terms of office he may serve as a Trustee;

Lynda Funke*, who shall be appointed for a term of three years from the articles adoption date and shall be eligible to serve as a Trustee for one further term of three years;

Tracy Blackwell*, who shall be appointed for a term of three years from the articles adoption date and shall be eligible to serve as a Trustee for one further term of three years;

Mark Dybul*, who shall be appointed for a term of three years from the articles adoption date and shall not thereafter be eligible to serve as a Trustee of the Foundation, unless the Trustees determine exceptionally that it is in the interests of the Foundation to appoint him for one further term of three years,



Ilana Kloss*, who shall be appointed for a term of one year from the articles adoption date and shall, at the discretion of the Trustees, be eligible to serve as a Trustee for further terms of one year per term; and

Johnny Bergius, who shall be appointed for a term of three years from the articles adoption date and shall be eligible to serve as a Trustee for one further term of three years

- 29 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

Powers of Trustees

- 30
- (1) The Trustees shall manage the business of the Foundation and may exercise all the powers of the Foundation unless they are subject to any restrictions imposed by the Companies Acts, these Articles or any special resolution.
 - (2) No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
 - (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

Appointment and Retirement of Trustees

- 31 Apart from the Trustees named in Article 28 (who shall be eligible to serve for such period as is noted next to their name), every future Trustee shall be appointed for a term of three years by a resolution passed at a properly convened meeting of the Trustees.
- 32 A retiring Trustee may be re-appointed by the Trustees for one further term of three years, but a Trustee who has served for two consecutive terms shall not be eligible for re-appointment until one year after his or her retirement.
- 33 Without prejudice to Article 32 the Trustees may, in exceptional circumstances and in the interests of the Foundation, appoint an individual as a Trustee for three consecutive terms of three years per term but thereafter such Trustee shall not be eligible to serve as a Trustee of the Foundation
- 34 The appointment of a Trustee must not cause the number of Trustees to exceed the number fixed (by the Trustees from time to time) as the maximum number of Trustees.

Disqualification and removal of Trustees

- 35 A Trustee shall cease to hold office if he or she:
- (1) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (2) is disqualified from acting as a trustee by virtue of sections 178 to 182 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - (3) ceases to be a member of the Foundation,



**ELTON JOHN
AIDS FOUNDATION**

- (4) is the subject of a written opinion given to the Foundation by a registered medical practitioner who is treating that person, stating that he or she has become physically or mentally incapable of acting as a Trustee and may remain so for three months;
- (5) resigns as a Trustee by notice to the Foundation (but only if at least three Trustees will remain in office when the notice of resignation is to take effect),
- (6) if the Trustees resolve that he or she be removed from office as a Trustee (and the Trustee in question shall not have a vote on any such resolution),
- (7) is a member of the board of directors of the US Foundation and ceases to be such;
- (8) is absent without the permission of the Trustees from two or more meetings held within a period of 12 consecutive months and the Trustees resolve on the recommendation of the Nominations and Remuneration Committee that he or she be removed from the office of Trustee (and the Trustee in question shall not have a vote on any such resolution); or
- (9) fails to attend in person two or more meetings of the Trustees held within a period of 12 consecutive months and the Trustees resolve on the recommendation of the Nominations and Remuneration Committee that he or she be removed from the office of Trustee (and the Trustee in question shall not have a vote on any such resolution).

Remuneration of Trustees

- 36 The Trustees must not be paid any remuneration unless it is authorised by Article 7.

Proceedings of Trustees

- 37
- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of these Articles.
 - (2) The chair or the deputy chair may at any time, and any two Trustees jointly may at any time, call a meeting of the Trustees. The Trustees shall meet at least four times each year.
 - (3) The Secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee
 - (4) Questions arising at a meeting shall be decided by a majority of votes, save that in the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 38
- (1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made where 'present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.



- (2) The quorum shall be three Trustees, or such larger number as may be decided from time to time by the Trustees.
- (3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

39 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting

40

- (1) The Trustees shall appoint a chair, a deputy chair and a treasurer of the Foundation from amongst their number.
- (2) The chair, failing whom the deputy chair shall chair meetings of the Trustees. If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Trustees.

41

- (1) A resolution in writing or in Electronic Form agreed by 75% of the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held provided that:
 - (a) a copy of the resolution is sent to or submitted to all the Trustees eligible to vote; and
 - (b) 75% of the Trustees have signified their agreement to the resolution in an authenticated document or documents which are received at the Foundation's registered office within the period of 28 days beginning with the circulation date.
- (2) The resolution in writing may comprise several Documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement and will be treated as passed on the date of the last signature.

Delegation

42

- (1) The Trustees may delegate any of their powers or functions to a committee of two or more individuals appointed by them (but at least one member of every committee must be a Trustee) and the terms of any delegation must be recorded in the minute book.
- (2) The Trustees may impose conditions when delegating, including the conditions that.



- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Foundation except in accordance with a budget previously agreed with the Trustees, and
 - (c) the committee must comply with such other conditions (if any) as the Trustees may consider appropriate to protect the Foundation
- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.
- (5) The following committees are constituted pursuant to the power set out at Article 42(1):
 - (a) Finance and Investment Committee;
 - (b) Grants Panel;
 - (c) Fundraising Development Committee; and
 - (d) Nominations and Remuneration Committee.

The establishment of the committees listed above is without prejudice to the power of the Trustees to delegate to (and revoke a delegation to) such other committees as the Trustees may from time to time think fit.

Observers & honorary title holders

43

- (1) The Trustees may invite observers to attend meetings of the Trustees, and to pay their reasonable expenses out of the Foundation's funds. For the avoidance of doubt, such observers are not Trustees and shall not count towards the quorum for a meeting, shall not have any power to vote on a matter and shall leave the meeting when the Trustees vote on a matter.
- (2) The Trustees shall invite the Founder to attend meetings of the Trustees as an observer and to pay his reasonable expenses out of the Foundation's funds. The Trustees shall give due regard to the advice and wishes of the Founder, including but not limited in relation to the appointment of honorary title holders but, for the avoidance of doubt, such advice and wishes are non-binding and the Founder is not a Trustee, shall not count towards the quorum for a meeting, shall not have any power to vote on a matter and shall leave the meeting when the Trustees vote on a matter.
- (3) The Trustees shall (with her consent) confer the honorary title of Lifetime President on Billie Jean King.

Validity of Trustees' Decisions

44

- (1) Subject to Article 44(2), all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the articles to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;if without:
 - (d) the vote of that Trustee; and
 - (e) that Trustee being counted in the quorum;the decision has been made by a majority of the Trustees at a quorate meeting.
- (2) Article 44(1) does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for Article 44 (1), the resolution would have been void, or if the Trustee has not complied with Article 8.

Seal

45

If the Foundation has a seal it must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary (if any) or by a second Trustee.

Minutes

46

The Trustees must keep minutes of all:

- (1) appointments of officers made by the Trustees including the Trustees, the chair, the deputy chair, the treasurer and the Secretary (if any);
- (2) proceedings at meetings of the Foundation;
- (3) meetings of the Trustees and committees of Trustees including:
 - (a) the names of the Trustees present at the meeting;
 - (b) the decisions made at the meetings; and

- (c) where appropriate, the reasons for the decisions.

Accounts

47

- (1) The Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Trustees must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

48

- (1) The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:
 - (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The Trustees must notify the Commission promptly of any changes to the Foundation's entry on the Central Register of Charities.

Means of Communication to be Used

49

- (1) Subject to these Articles, anything sent or supplied by or to the Foundation under these Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Foundation.
- (2) Subject to these Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

50

Any notice to be given to or by any person pursuant to these Articles:

- (1) must be in writing; or
- (2) must be given in Electronic Form

51

- (1) The Foundation may give any notice to a member:
 - (a) personally; or



- (b) by sending it by post in a prepaid envelope addressed to the member at his or her Address; or
- (c) by leaving it at the Address of the member;
- (d) by giving it in Electronic Form to the member's Address; or
- (e) by placing the notice on a website and providing the person with a notification in writing or in Electronic Form of the presence of the notice on the website. The notification must state that it concerns a notice of a meeting of the Foundation and must specify the place, date and time of the meeting.

- (2) A member who does not register an Address with the Foundation shall not be entitled to receive any notice from the Foundation.

52 A member present in person at any meeting of the Foundation shall be deemed to have
53 received notice of the meeting and of the purposes for which it was called.

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an Electronic Form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an Electronic Form of communication, 48 hours after it was sent.

Indemnity

- 54
- (1) The Foundation shall indemnify any Relevant Trustee against any liability incurred by him or her in the capacity of Trustee of the Foundation, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
 - (2) In this Article a "Relevant Trustee" means any Trustee or former Trustee of the Foundation.

Rules

- 55
- (1) The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Foundation.
 - (2) The bye laws may regulate the following matters but are not restricted to them:



- (a) the admission of members of the Foundation and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Foundation in relation to one another and to the Foundation's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Foundation's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Foundation in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Foundation.
- (5) The rules or bye laws shall be binding on all members of the Foundation. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

Disputes

- 56 If a dispute arises between members of the Foundation about the validity or propriety of anything done by the members of the Foundation under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Dissolution

- 57
- (1) The members of the Foundation may at any time before, and in expectation of, its dissolution resolve that any net assets of the Foundation after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Foundation be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.



- (2) Subject to any such resolution of the members of the Foundation, the Trustees of the Foundation may at any time before and in expectation of its dissolution resolve that any net assets of the Foundation after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Foundation be applied or transferred:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Foundation be paid to or distributed among the members of the Foundation (except to a member that is itself a charity) and if no resolution in accordance with Article 57(1) or (2) is passed by the members or the Trustees the net assets of the Foundation shall be applied for charitable purposes as directed by the Court or the Commission.

Interpretation

58 In Article 7, sub-paragraph (2) of Article 9 and sub-paragraph (2) of Article 44 "connected person" means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (2) the spouse or civil partner of the Trustee or of any person falling within paragraph (1) above;
- (3) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (1) or (2) above,
- (4) an institution which is controlled:
 - (a) by the Trustee or any connected person falling within paragraph (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-paragraph 4(a), when taken together
- (5) a body corporate in which:
 - (a) the Trustee or any connected person falling within paragraphs (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-paragraph (5)(a) who, when taken together, have a substantial interest.

Sections 350 to 352 to the Charities Act 2011 apply for the purposes of interpreting the terms used in this sub-paragraph.

CC03

Statement of compliance where amendment of
articles restricted

Oyez

✓ **What this form is for**
You may use this form to state that
the restrictions to change articles
have been observed.

✗ **What this form is NOT for**
You cannot use this form for
notifying a change of articles that
are not restricted.

MONDAY

COMPANIES HOUSE

1

Company details

Company number 0 2 7 8 7 0 0 8

Company name in full THE ELTON JOHN AIDS FOUNDATION

► **Filing in this form**

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2

Statement of compliance 1

The above company certifies that the amendment has been made in accordance
with the company's articles and, where relevant, any applicable order of a court
or other authority.

1 **Please note:**

This form must accompany the
document making or evidencing the
amendment.

3

Signature

I am signing this form on behalf of the company.

Signature

Signature

✗

TC M. Zeger

✗

2 **Societas Europaea**

If the form is being filed on behalf
of a Societas Europaea (SE) please
delete 'director' and insert details
of which organ of the SE the person
signing has membership.

3 **Person authorised**

Under either section 270 or 274 of
the Companies Act 2006.

This form may be signed by:

Director 2, Secretary, Person authorised 3, Liquidator, Administrator,
Administrative receiver, Receiver, Receiver manager, Charity Commission receiver
and manager, CIC manager, Judicial factor.

CC03

Statement of compliance where amendment of articles restricted

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Myles Taaffe

Company name

Stone King LLP

Address

Stone King LLP

Boundary House

91 Charterhouse Street

Post town

London

County/Region

Postcode

E C 1 M 6 H R

Country

DX

53314 Clerkenwell

Telephone

020 7796 1007

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ The company name and number match the information held on the public Register.
- ☒ You are also sending with this form the document making or evidencing the amendment.
- ☒ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk