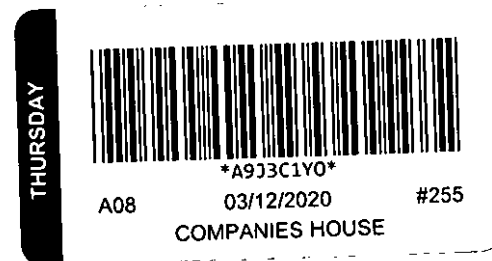


**The Companies Acts 1985 and 1989**  
**Company Limited By Guarantee And Not Having A Share Capital**

**ARTICLES OF ASSOCIATION**  
**OF**  
**THE PAUL HAMLYN FOUNDATION**



**1. Interpretation**

**1.1** In these articles of association and the memorandum of the Charity

**'the Act'** means the Companies Act 1985 or any statutory re-enactment or modification of it,

**'AGM'** means an annual general meeting of the Charity,

**'these articles'** means the articles of association of the Charity,

**'the Appointor'** means Jane Sarah Hamlyn (**'Jane Hamlyn'**), who holds such office on the basis set out in article 2, or such other person as is appointed in accordance with the procedure set out in article 2,

**'Chair'** means the chair of the Trustees who holds such office on the basis set out in article 2,

**'Charity'** means the company governed by these articles;

**'charity trustee'** has the meaning given to it by section 97 of the Charities Act 1993,

**'charitable'** means charitable according to the law of England and Wales,

**'clear day'** means 24 hours from midnight following the relevant event,

**'EGM'** means an extraordinary general meeting of the Charity,

the **'Family Trustees'** means Jane Hamlyn and Michael Paul Frederick Hamlyn (**'Michael Hamlyn'**);

the **'First Trustees'** means the trustees named in Article 9.2,

**'Financial Expert'** means an individual, company or firm who is an authorised person or an exempt person within the meaning of the Financial Services and Markets Act 2000;

**'material benefit'** means a benefit which may not be financial but has a monetary value, 'member', 'members' and 'membership' refer to membership of the Charity;

**'memorandum'** means the memorandum of association of the Charity,

**'month'** means calendar month,

**'Objects'** means the objects set out in clause 3 of the memorandum,

**'Secretary'** means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary,

**'Trustee'** means a director of the Charity. The Trustees are 'charity trustees' as defined by Section 97 of the Charities Act 1993,

**'Vice Chair'** means the vice chair of the Trustees, who holds such office on the basis set out in Article 3,

**'written'** or **'in writing'** refers (to the extent permissible by law) to a legible document on paper, including a fax message and electronic mail (which is capable of being reproduced in paper form),

**'year'** means calendar year,

- 1.2 references, in relation to the term of office of the Chair or a Trustee, to a 'maximum term of three years' or a period 'not exceeding three years' shall, unless the Charity dispenses with the requirement to hold an AGM pursuant to section 366A of the Act, include a period which expires at the end of the third AGM after the appointment of the Chair or Trustee, as the case may be, even if that period exceeds three calendar years,
- 1.3 except where the context otherwise requires, expressions defined in the Act have the meaning given to them by the Act,
- 1.4 words importing one gender shall include both genders, and
- 1.5 the singular includes the plural and vice versa.

## **2. The Appointor**

- 2.1 The Appointor shall be Jane Hamlyn, so long as she remains a member of the Charity or until she either resigns her role as the Appointor by giving written notice to the Charity or appoints a successor who takes her place in accordance with article 2.2 and 2.3 below.
- 2.2 Jane Hamlyn may at any time, by Will or codicil, by deed or by notice in writing to the Charity, nominate a person as her successor in the role of Appointor and, pending such appointment taking effect, may change such nomination.
- 2.3 Provided that such nominee is a member of the Charity and confirms to the Charity that he is willing to act as the Appointor, the nominee shall become the Appointor on Jane Hamlyn ceasing to be Appointor, and shall remain so, as long as he remains a member of the Charity or until he resigns his role as the Appointor by giving notice in writing to the Charity For the avoidance of doubt, such successor Appointor may not exercise the powers to appoint a successor conferred on Jane Hamlyn under article 2.2 and 2.3.
- 2.4 If Jane Hamlyn ceases to be a member or resigns her role as the Appointor, without having validly appointed a successor in accordance with article 2.2 and 2.3 above, the role of Appointor shall cease and these articles be read as if all provisions giving powers to the Appointor were omitted.

## **3. The Chair and Vice Chair**

- 3.1 The first Chair shall be Jane Hamlyn, who shall hold office as Chair until 31 December 2006 and shall be eligible for re-election for a subsequent term or terms as provided below.
- 3.2 Subsequently the Chair shall be elected by the Trustees from amongst their number for such period (not exceeding three years) as the Trustees think fit, and shall, provided still a Trustee, be eligible for re-election for a subsequent term or terms.
- 3.3 The Chair shall cease to be chair if she/he ceases to be a Trustee or resigns as Chair by notice in writing to the Charity.
- 3.4 The Vice Chair shall be appointed by the Chair from amongst the Trustees, other than a Family Trustee, and shall hold office for such term as the Chair specifies.
- 3.5 The Vice Chair shall cease to be vice chair

- (a) at the end of his/her term of office as specified by the Chair;
  - (b) if s/he ceases to be a Trustee;
  - (c) s/he resigns as Vice Chair by notice in writing to the Charity;
  - (d) if s/he is removed from office by the Appointor giving notice in writing to the Vice Chair and to the Charity.
- 3.6 The role of the Vice Chair shall be to provide a sounding board for the Chair and liaise with the other Trustees on behalf of the Chair as needed as well as to perform any other duties as agreed with the Chair.
4. **Membership**
- 4.1 The members are
- (a) the subscribers to the memorandum, and
  - (b) the Trustees from time to time, subject to article 4.3 below.
- 4.2 Membership of the Charity is not transferable.
- 4.3 Membership shall be terminated if the member, being a Trustee, ceases to be a Trustee for whatever reason, save in the case of the Appointor for the time being, whose membership of the Charity (and, for the avoidance of doubt, powers as Appointor) shall end upon the occurrence of the following events
- (a) on resigning by written notice to the Charity, or
  - (b) on becoming unable or unfit to discharge the functions of a member.
5. **General Meetings**
- 5.1 Subject to a decision by the Charity in accordance with any law allowing the Charity to dispense with such requirement, the Charity must hold a general meeting in each year as its AGM, in addition to any other meetings held in that year, except that its first AGM may be held within 18 months of the date of the Charity's incorporation. The interval between the dates of one AGM and the next must not be more than 15 months.
- 5.2 All general meetings of the Charity other than AGMs are called EGMs.
- 5.3 The Trustees may call an EGM at any time and must call a general meeting if they receive a requisition by the members of the Charity in accordance with the Act.
- 5.4 An AGM and an EGM held for the passing of a special resolution must be called by at least 21 clear days' notice. All other general meetings must be called by at least 14 clear days' notice.
- 5.5 Subject to clause 5.4 and the Act, a meeting of the Charity may be called by shorter notice, if it is so agreed
- (a) In the case of an AGM, by all the members entitled to attend and vote at that meeting, and
  - (b) in the case of any other meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95% of the total voting rights.
- 5.6 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, must specify the meeting as such. The text of all resolutions to be proposed at the meeting must be set out in the notice.

- 5.7 Subject to the provisions of these articles and to any restrictions imposed on voting, the notice shall be given to the members, to the Trustees and to the auditors but 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.

## **6. Proceedings at General Meetings**

- 6.1 No business shall be transacted at any general meeting unless a quorum of members is present throughout the meeting. The quorum is one-third of the members or two members (whichever is the greater).
- 6.2 If a quorum is not present within half an hour from the time set for the meeting or, during a meeting a quorum ceases to be present, the meeting shall be adjourned to such a date, time and place as the Trustees shall determine provided that at least 7 clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 6.3 The Chair will preside as chair of every general meeting of the Charity. If there is no Chair, or if the Chair is not present within fifteen minutes after the time set for the meeting, or is unwilling to act, the members present at the meeting must choose one of their number to be chair of the meeting.
- 6.4 The chair of the meeting may, with the consent of any quorate meeting, and must, if required by a simple majority of the members present at the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. No notice is required of an adjourned meeting unless the meeting is adjourned for 30 days or more, in which case, notice must be given as for the original meeting.
- 6.5 A resolution put to the vote of a meeting shall be decided on a show of hands of those members entitled to vote unless, subject to the provisions of the Act, a poll is demanded. If a poll is demanded it shall be taken in such manner as the chair of the meeting, acting reasonably, directs (being in accordance with the provisions of the Act) and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The declaration by the chair of the result of the poll shall be conclusive.
- 6.6 Subject to the provisions of the Act, a written resolution signed by each member who would have been entitled to attend and vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).

## **7. Voting**

- 7.1 At a meeting, on a show of hands every member present in person shall have one vote, and on a poll every member present in person or by proxy shall have one vote, except that
- (a) on any resolution proposed in relation to the appointment or removal of a Trustee (other than a resolution of the type referred to in article 7.1(d) below), the Appointor, whether or not present at the meeting, shall be entitled to cast such number of votes as is necessary to carry or defeat the proposal, provided that, on any resolution proposed in relation to the removal of a Trustee, the Appointor shall declare, prior to the vote, whether she intends to have only one vote or to exercise the powers conferred by this article 7.1(a), and, if the latter, the Appointor shall only exercise such powers if there is good and sufficient reason to remove such Trustee and if such Trustee is afforded the right to be heard by the Appointor before the vote is taken,
  - (b) on any resolution proposed
    - (1) to amend this article 7.1(a) or (b), or

(2) to amend her term of office as a Trustee or role as Appointor, or

on any other vote that would have the effect of removing or changing the powers conferred on the Appointor by this article 7.1, the Appointor, whether or not present at the meeting, shall be entitled to cast such number of votes as is necessary to defeat the proposal,

(c) on any resolution proposed to amend the proviso to article 7.1(a) or to article 9.11(f), or on any other vote that would have the effect of removing or changing such provisions, every member present in person shall have one vote, and on a poll every member present in person or by proxy shall have one vote, and any such resolution shall only be earned if every such member votes in favour,

(d) on any resolution proposed,

(1) to amend Michael Hamlyn's term of office as a Trustee,

(2) to remove him as a Trustee, or

(3) to amend this article 7.1(d), or

on any other vote that would have the effect of removing or changing the powers conferred on Michael Hamlyn by this article 7.1, Michael Hamlyn, whether or not present at the meeting, shall be entitled to cast such number of votes as is necessary to defeat the proposal, and

(e) in the event of deadlock on any other vote, the chair of the meeting shall have a casting vote, in addition to any other vote he may have.

7.2 Any objection to the qualification of a voter must be raised at the meeting at which the vote objected to is tendered and the decision of the chair of the meeting shall be conclusive.

## **8. Proxies**

8.1 A member (including the Appointor) may appoint a proxy to attend general meetings in his place and to vote. The proxy form must be in writing and in the form prescribed by the Trustees from time to time.

8.2 A proxy appointed under this article 8

(a) may be a member or a non-member in the case of a proxy appointed by a member for the purpose of exercising powers conferred by article 7.1(a), 7.1(b) or 7.1(d) or in respect of any other vote that would have the effect of removing or changing any or all of the powers conferred by that article; and

(b) in any other case must be a member.

8.3 The proxy form (and the power of attorney, if any, under which it is signed, or a copy of that power certified by a solicitor) must be deposited at the Charity's registered office not less than 48 hours before the meeting or adjourned meeting in question, or, in the case of a poll, not less than 24 hours before the time appointed for taking of the poll. If this article is not complied with the proxy form is invalid.

## **9. Trustees**

9.1 The Trustees shall have the control of the Charity and its property and funds, and may exercise all the powers of the Charity, as charity trustees.

9.2 The First Trustees shall be

(a) Jane Hamlyn,

- (b) Michael Hamlyn,
- (c) The Ry Hon Robert Baron Gavron CBE ('Lord Gavron'),
- (d) John Robert Sotheby Boas ('Robert Boas')

whose details shall be notified to the Registrar of Companies as the first directors of the Charity.

- 9.3 There shall be a minimum of three and a maximum of eleven Trustees (unless otherwise determined by ordinary resolution),
- 9.4 A Trustee may not appoint an alternate director or anyone to act on his behalf at meetings of the Trustees,
- 9.5 The terms of office of the First Trustees (other than the Family Trustees) shall be as follows
  - (a) Lord Gavron shall retire from office at the AGM which is held during the year commencing on 1 January 2004,
  - (b) Robert Boas shall retire from office at the AGM which is held during the year commencing on 1 January 2005,

provided that, if the Charity dispenses with the requirement to hold an AGM pursuant to section 366A of the Act, or, if, for any other reason, no AGM is held during those years, then Lord Gavron shall retire from office on 31 December 2004 and Robert Boas shall retire from office on 31 December 2005.

- 9.6 A Trustee who retires by virtue of the above provisions is eligible for re-appointment, if he is willing to act as a Trustee, for such further term or terms (in each case not exceeding three years) as the members think fit.
- 9.7 Any other Trustee appointed on the retirement of the First Trustees or otherwise in accordance with this Article 9 shall be appointed for such term (not exceeding three years) as the members think fit, and any Trustee so appointed shall be eligible for reappointment by the members for two further terms (in each case not exceeding three years). Thereafter the Chair may, in the interests of the Charity and upon reasonable grounds, extend the maximum term for which a person may remain in office.
- 9.8 No person, other than a Trustee retiring at the end of his term of office (as determined in accordance with this article 9), may be appointed or re-appointed as a Trustee at any general meeting, unless,
  - (a) at least 21 clear days before the date appointed for the meeting, notice signed by the Appointor has been given to the Charity of the intention to propose that person for appointment, or .
  - (b) If the role of Appointor has ceased (as provided in article 2 he is recommended by the Trustees, and at least 21 clear days before the date appointed for the meeting, notice signed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment,

together, in either case, with notice signed by that person of his willingness to be appointed or re-appointed.

- 9.9 The Appointor may at any time appoint as a Trustee a person who is willing to act either to fill a vacancy or as an additional Trustee, save that the Appointor may not exercise such power to re-appoint herself as a Trustee if she has been removed as a Trustee under article 9.11(g) below. If the role of Appointor has ceased (as provided in article 2) the Trustees may exercise this power. A Trustee appointed by either the Appointor or the Trustees, as the case may be, under this article shall hold office for such term (not exceeding three years) as the Appointor (or the Trustees, if the

- role of Appointer has ceased) thinks fit and shall be eligible for reappointment in accordance with Article 9.7.
- 9.10 A technical defect in the appointment of a Trustee does not invalidate a decision taken at a Trustees' meeting if the Trustees present were not aware of the defect at the time of the meeting.
- 9.11 A Trustee will cease to be Trustee
- (a) at the end of his term of office, as set out in articles 9.5 and 9.6 (in the case of the First Trustees) and as determined in accordance with article **Error! Reference source not found.** (in the case of other Trustees),
  - (b) if he resigns by written notice to the Charity (subject to any limitation on the minimum number of Trustees under article 9.3 above),
  - (c) if he ceases to be a member,
  - (d) if he is unable or unfit to discharge the functions of a Trustee,
  - (e) if he is removed from office by a majority vote of the members following the procedure set out in Section 303 of the Act (to which article 7.1 above shall apply),
  - (f) if he (being a Trustee other than Michael Hamlyn) is removed from office by the Appointor giving notice in writing to the Trustee and to the Charity, provided that the Appointor shall only exercise the powers conferred by this article 9.11(f) if there is good and sufficient reason to remove such Trustee and if such Trustee is afforded the right to be heard by the Appointor before the removal is effected,
  - (g) if at least 75% of the Trustees vote to remove him as a Trustee,
  - (h) if he becomes prohibited by law from being a charity trustee or director,
  - (i) if he becomes bankrupt or makes any arrangement or composition with his creditors generally,
  - (j) If he is not present in person for at least one meeting of the Trustees in each year, unless otherwise authorised by the Trustees.
- 9.12 A Trustee may call a Trustees' meeting at any time and the Secretary must call a Trustees' meeting if requested to do so by a Trustee.
- 9.13 The Trustees may convene and regulate their meetings as they think fit, subject to these articles Questions arising at any Trustees' meeting will be decided by a majority of votes.
- 9.14 A Trustees' meeting is not valid unless a quorum is present throughout the meeting. The quorum is one third of the Trustees or three Trustees (whichever is the greater).
- 9.15 The Chair will preside as chair of every Trustees' meeting if there is no Chair, or if he is not present within fifteen minutes after the time set for the meeting, or is unwilling to act, those Trustees present at the meeting must elect one of themselves to be chair of the meeting.
- 9.16 The chair of the Trustees' meeting shall have a casting vote in addition to any other vote he may have.
- 9.17 A written resolution signed by all the Trustees entitled to receive notice of a meeting of the Trustees or of a committee of Trustees and to vote upon the resolution shall be valid as if It had been passed at a meeting of the Trustees or (as the case may be) a committee of the Trustees duly convened and held (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).

- 9.18 Any Trustee may, subject to proper notice having been given or dispensed with, participate in a meeting of the Trustees by means of telephone, or some other form of communication, by which all persons participating in the meeting can hear each other and speak to each other and participation in a meeting in this manner shall constitute presence in person at such meeting, provided that the number of Trustees then present constitutes a quorum for the transaction of the business of the Trustees under these articles (Such attendance does not count as being present in person for the purposes of article 9.11(j)).

## **10. Delegation of Trustees' Powers**

- 10.1 The Trustees may establish such committees, each comprising at least one Trustee and such other persons (whether Trustees or otherwise) as the Trustees think fit, and may delegate to such committees such functions as they shall think fit. All proceedings of committees must be reported promptly to the Trustees.
- 10.2 The proceedings and powers of the committees established by the Trustees shall be governed by such rules as the Trustees may prescribe.

## **11. Rules**

- 11.1 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 Charity.
- 11.2 The rules or bye laws may regulate the following matters but are not restricted to them
- (a) the procedure at general meetings and at meetings of the Trustees in so far as such procedure is not regulated by the Act or by these articles,
  - (b) the conduct of the Trustees and the members of the Charity in relation to one another, and to the Charity's employees and volunteers, and
  - (c) generally, all such matters as are commonly the subject matter of company rules.
- 11.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 11.4 No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or these articles.

## **12. Secretary**

The Charity must (subject to any law allowing the Charity to dispense with such requirement) have a Secretary who will be appointed by the Trustees for such term, at such remuneration (if the Secretary is not a Trustee) and upon such conditions as the Trustees may think fit and any Secretary so appointed may be removed by the Trustees. The Secretary may be, but does not have to be, a member or a Trustee.

## **13. Minutes**

The Trustees shall cause minutes to be made in books (or other recordable format) kept for the purpose

- 13.1 of all appointment of officers made by the Trustees, and
- 13.2 of all proceedings and meetings of the Charity, and of the Trustees, and of committees of the Trustees, including the names of the Trustees present at each such meeting.

## **14. Notices**

- 14.1 Any notice to be given to or by any person pursuant to these articles shall be in writing.



14.2 The Charity may give any notice to members either personally or by sending it by post in a prepaid envelope addressed to a member at his address or by leaving it at that address. Where a member has given to the Charity a fax number or email address to which notices may be sent electronically, the Charity may give a valid notice by means of fax or email, provided that, in either case, evidence shall be received by the Charity of delivery.

14.3 If a member is present at any meeting of the Charity he shall be deemed to have notice of the meeting and, where requisite, of the purposes for which it was called.

**15. Winding up**

On the winding up and dissolution of the Charity the provisions of the memorandum shall have effect as if repeated in these articles.

**16. Indemnity**

16.1 Subject to the Act, but without affecting any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer will be indemnified out of the assets of the Charity in respect of any liabilities properly incurred by him in defending any proceedings (whether civil or criminal) in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

16.2 Subject to the Act, the Charity may purchase and maintain for any Trustee or for any officer of the Charity, insurance cover against any liability which may attach to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Charity, and against all costs, charges, losses, expenses and liabilities incurred by him and for which the Trustee is entitled to be indemnified by the Charity under article 16.1 provided that any such insurance shall not extend to any liability to pay a fine or cover a Trustee who knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.

We wish to be formed into a company under these articles of association

**NAME AND ADDRESS OF SUBSCRIBER**

**SIGNATURE OF SUBSCRIBER**

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Name Jane Sarah Hamlyn

Address 60 Frith Street

London W1V 5TA

Name Michael Paul Frederick Hamlyn

Address 23 Duncan Terrace

Islington

London N1 8BS

Name The Rt Hon Robert Baron Gavron CBE

Address The White House

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London N6 6JP

Name John Robert Sotheby Boas

Address 22 Mansfield Street

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Dated 3 February 2004

Witness to the above signatures

Name Alison Paines

Address 16 Old Bailey

London EC4M 7EE

Occupation Solicitor

Dated