

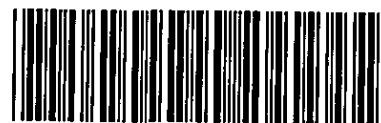
THE COMPANIES ACTS 1948 TO 1967

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

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
IFOUNDATION LIMITED**

(As amended by special resolution passed on 2 October 2007)

THURSDAY



RM 04/10/2007 200
COMPANIES HOUSE

THE COMPANIES ACTS 1948 TO 1967

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

MEMORANDUM OF ASSOCIATION

of

IFOUNDATION LIMITED

- 1 The name of the Company (hereinafter called "the Foundation") is IFOUNDATION LIMITED previously I-FOUNDATION LIMITED
- 2 The registered office of the Foundation will be situated in England
- 3 The objects for which the Foundation is established are -

To advance, transmit, spread and propagate the religion of Hinduism, as revealed in the teachings of Hindu scriptures, specifically Bhagavad Gita and Shrimad Bhagavatam, and the doctrines and observances that serve to promote and manifest the said religion and in furtherance of this object but not otherwise the Foundation shall have the following powers

- (a) To educate the public generally in an awareness of God and to promote a simpler and more natural way of life
- (b) To build or assist in building temples, schools, colleges, hospitals, hostels or other buildings in connection with and for the advancement of the objects of the Foundation, and to maintain, alter and improve the same including existing buildings and to furnish and equip the same
- (c) To spread, transmit and propagate the teachings of Bhagavad Gita, and the Shrimad Bhagavatam and the doctrines that manifest the religion of Hinduism by television, sound broadcasting, cinematograph films and by any other system of sound or picture reproduction whatsoever, or by public meetings, lectures, addresses, rallies or missions
- (d) To print, publish, sell or cause to be printed, published, sold or, if thought fit, to distribute gratuitously books, booklets, leaflets, newspapers, magazines, or other periodicals for the purpose of giving information in regard to the work of the Foundation.
- (e) To relieve suffering and poverty as a means of expressing key tenants of the religion of Hinduism.

- (f) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Foundation may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Foundation
- (g) Subject to such consents as may be required by law and subject to the conditions hereinafter provided to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Foundation
- (h) To undertake and execute any charitable trusts which may lawfully be undertaken by the Foundation
- (i) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Foundation on such terms and on such security as may be thought fit
- (j) To invest the moneys of the Foundation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (k) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Foundation
- (l) To do all such other things as shall further the attainment of the objects of the Foundation

Provided that

- (i) In case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
- (ii) The Foundation shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Foundation would make it a Trade Union
- (iii) In case the Foundation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Foundation shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees of the Foundation shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property, in the same manner and to the same extent as they would as such, Board of Trustees have been if no incorporation had been effected, and the incorporation of the Foundation shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Board of Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Foundation were not incorporated

- 4 The income and property of the Foundation from whatever source derived, shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, by way of profit to the Members of the Foundation

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Foundation

- (a) of reasonable and proper remuneration to any member, officer or servant of the Foundation (save as hereinafter provided not being a member of its Board of Trustees) for any services rendered to the Foundation,
- (b) of interest on money lent by any member of the Foundation (or of its Board of Trustees) at a reasonable and proper rate,
- (c) of any reasonable and proper rent for premises demised or let by any member of the Foundation (or of its Board of Trustees),
- (d) of fees, remuneration or other benefits to a company of which a member of the Board of Trustees may be a member holding not more than 1/100th part of the capital of the company
- (e) to any member of the Board of Trustees of such reasonable expenses, as shall be necessary to enable that member to fulfil the obligations of his office to the Foundation (other than his obligations as a Board member) on condition that
 - (i) the reasonable expenses as aforesaid shall be determined by reference to HMS document IS100 (or such other documents issued from time to time by HM Government to replace or amend the same), and
 - (ii) the Board Member shall not attend any meeting of the Board of Trustees or vote on any resolution relating to his appointment or to the provision of such expenses, and
- (f) to any member of its Board of Trustees of reasonable and proper out-of-pocket expenses

- 5 The liability of the members is limited

- 6 Every member of the Foundation undertakes to contribute to the assets of the Foundation in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Foundation contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1

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

THE COMPANIES ACTS 1948 TO 1967

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

ARTICLES OF ASSOCIATION

of

FOUNDATION LIMITED

General

1 In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context

Words

Meanings

The Act

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

These presents

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

The Foundation

The above-named Company

The Board of Trustees

The Board of Trustees for the time being of the Foundation who shall be the equivalent of and fulfil the functions of the Board of Directors under the Act

The Members Council

The Foundation in General Meeting

The Office	The registered office of the Foundation
The Seal	The common seal of the Foundation
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form

And words importing the singular number only shall include the plural number and vice versa

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Foundation shall, if not inconsistent with the subject or context, bear the same meanings in these presents

Membership

- 2 The subscribers to the Memorandum of Association of the Foundation and such other persons as shall from time to time be admitted to membership in accordance with these Articles shall constitute the membership of the Foundation for the purposes of the Act and shall be called the Members Council
- 3 The Board of Directors shall have power to make bye-laws relating to the following matters
 - (i) As to the persons eligible to be members of the Foundation,
 - (ii) As to the conditions on which a person shall be admitted to membership of the Foundation,
 - (iii) As to entrance fees or subscriptions (if any) payable in respect of membership or any category of membership of the Foundation, and
 - (iv) As to the rights and privileges to be accorded to and the qualifications, restrictions and conditions to be imposed on members or categories of members of the Foundation
- 4 A person who is admitted to membership of the Foundation in accordance with these Articles and any bye-laws shall signify in writing their consent to become a member of the Foundation before being entered in the Register of Members of the Foundation
- 5 Every member shall be bound to further to the best of his ability the objects, interest and influence of the Foundation, and shall observe all bye-laws of the Foundation made pursuant to the powers hereinbefore and hereinafter contained

- 6 A member shall cease to be a member of the Foundation in any of the following circumstances
- (a) If by notice in writing lodged at the Office he resigns from membership, or
 - (b) If at a meeting of the Board of Trustees at which not less than half of the members of the Board are present, a resolution is passed resolving that the member be expelled. Such a resolution shall not be passed unless the member has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the conduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board of Trustees. If such a resolution as referred to in this paragraph is passed, then the member shall forthwith cease to be a member but without prejudice to the liability of the member to pay to the Foundation any subscription or other sum owed by him, or
 - (c) If any subscription or other sum payable by the member to the Foundation is not paid on the due date and remains unpaid seven days after notice served on the member by the Foundation informing him that he will be removed from membership if it is not paid
- 7 The rights of a member shall be personal and shall not be transferable and shall cease on death

Meetings of the Members Council

- 8 The Foundation shall hold a meeting of the Members Council in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Foundation holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 9 All meetings of the Members Council, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 10 The Board of Trustees may whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act

- 11 Twenty-one days, notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other meeting of the Members Council (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Foundation; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit
- 12 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting

Proceedings at Meetings of the Members Council

- 13 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board of Trustees and of the Auditors, the election of members of the Board of Trustees in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors
- 14 No business shall be transacted at any meeting of the Members Council unless a quorum is present when the meeting proceeds to business Save as herein otherwise provided fifty per cent of the members personally present shall be a quorum
- 15 If within half-an-hour from the time appointed for the holding of a meeting of the Members Council a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board of Trustees may determine, and if at such adjourned meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting the members present shall be a quorum
- 16 The Chairman (if any) of the Board of Trustees shall preside as Chairman at every meeting of the Members Council, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board of Trustees, or if no such member be present, or if all the members of the Board of Trustees present decline to take the chair, they shall choose some member of the Foundation who shall be present to preside

- 17 The presiding chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 18 At any meeting of the Members Council a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the presiding chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the presiding chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Foundation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 19 Subject to the provisions of Article 20, a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the presiding chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 20 No poll shall be demanded on the election of a presiding chairman of a meeting, or on any question of adjournment.
- 21 In a case of an equality of votes, whether on a show of hands or on a poll, the presiding chairman of the meeting shall be entitled to a second or casting vote.
- 22 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 23 Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at meetings of the Members Council (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a meeting of the Members Council duly convened and held.

Votes of Members

- 24 Subject as hereinafter provided every member shall have one vote.
- 25 Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Foundation in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any meeting of the Members Council.

- 26 Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy must be a member.
- 27 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
- 28 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 29 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 30 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"I,
of
a member of
hereby appoint
of
and failing him,
of
to vote for me and on my behalf at the [Annual or Extraordinary, or Adjourned, as the case may be] General Meeting of the Foundation to be held on the day of and at every adjournment thereof

As witness my hand this day of
20 "

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

Board of Trustees

- 31 Until otherwise determined by a meeting of the Members Council, the number of the members of the Board of Trustees shall not be less than three nor more than nine and not less than two and not more than eight other Board Members appointed to hold office in accordance with Articles 35 and 46 to 51 below.

- 32 Subject to Clause 4 of the Memorandum of Association no member of the Board of Trustees shall receive any remuneration for his services in the capacity of Board Member, but the Board Members shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Trustees or any committee thereof or meeting of the Members Council
- 33 The Board of Trustees may from time to time and at any time appoint any member of the Foundation as a member of the Board of Trustees, either to fill a casual vacancy or by way of addition to the Board of Trustees, provided that the prescribed maximum be not thereby exceeded Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election
- 34 No person who is not a member of the Foundation shall in any circumstances be eligible to hold office as a member of the Board of Trustees

Powers of the Council

- 35 The business of the Foundation shall be managed by the Board of Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Foundation as they think fit, and may exercise all such powers of the Foundation, and do on behalf of the Foundation all such acts as may be exercised and done by the Foundation, and as are not by statute or by those presents required to be exercised or done by the Foundation at meetings of the Members Council, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Foundation, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Foundation at meetings of the Members Council, but no regulation made by the Foundation at meetings of the Members Council shall invalidate any prior act of the Board of Trustees which would have been valid if such regulation had not been made
- 36 The members for the time being of the Board of Trustees may act notwithstanding any vacancy in their body, provided always that in case the members of the Board of Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board of Trustees for the purpose of admitting persons to membership of the Foundation, filling up vacancies in their body, or of summoning a meeting of the, Members Council, but not for any other purpose

- 37 The Board of Trustees shall have power from time to time to adopt and make, alter or revoke, bye-laws for the regulation of the Foundation and otherwise for the furtherance of the purposes for which the Foundation is established, provided that such bye-laws are not repugnant to the Memorandum or Articles of Association. All such bye-laws for the time being in force shall be binding upon all members until the same shall cease to have effect or shall be varied. No member shall be absolved from such bye-laws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Board of Trustees to make bye-laws on other matters the following shall be deemed to be matters which may be governed by bye-laws within the meaning of this Article, that is to say
- (a) As to the persons eligible to be members of the Foundation,
 - (b) As to the conditions on which persons shall be admitted to membership of the Foundation,
 - (c) As to entrance fees or subscriptions (if any) payable in respect of membership or any category of membership of the Foundation, and
 - (d) As to the rights and privileges to be accorded to and the qualifications, restrictions and conditions to be imposed on members or categories of members of the Foundation

Treasurer and Secretary

- 38 The Board of Trustees may from time to time appoint any person to be the Treasurer to conduct the routine business and correspondence of the Foundation under the direction of the Board of Trustees and to carry out such other duties as shall be delegated to him by the Board of Trustees, and such Treasurer if so appointed by the Board of Trustees shall be and act as secretary of the Foundation and Secretary to the Board of Trustees. The Board of Trustees shall employ such Treasurer on such terms and conditions and may pay him such remuneration as they shall think fit

Secretary

- 39 If there shall be no Treasurer appointed to act as Secretary a Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of the Act shall apply and be observed. The Board of Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any persons so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

The Seal

40. The seal of the Foundation shall not be affixed to any instrument except by the authority of a resolution of the Board of Trustees, and in the presence of at least two members of the Board of Trustees and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Foundation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

Disqualification of Members of the Board of Trustees

- 41 The office of a member of the Board of Trustees shall be vacated
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors
 - (b) if he becomes of unsound mind
 - (c) if he ceases to be a member of the Foundation
 - (d) If by notice in writing to the Foundation he resigns his office
 - (e) If he ceases to hold office by reason of any order made under the Act
 - (f) If he is removed from office by a resolution duly passed pursuant to the Act
 - (g) If he is removed from office by a resolution of the Board of Trustees passed by a majority of not less than three-fourths of the Board Members present at the time such resolution is passed, provided that not less than fourteen days, notice of any such resolution shall have been given to all members of the Board of Trustees
- 42 The provisions of the Act relating to retirement of Directors on reaching the age limit therein specified shall not apply to the Foundation

Rotation of Members of the Board

- 43 At the first Annual General Meeting of the Foundation and at each subsequent Annual General Meeting one-third of the members of the Board of Trustees to retire by rotation or if their number is not a multiple of three, the number nearest to one-third, shall retire from office. A member of the Board of Trustees retiring shall retain office until the close or adjournment of the meeting
- 44 The members of the Board of Trustees to retire in every year shall be those who have been longest in office since their last election or appointment but as between persons who became or were last re-elected members of the Board of Trustees on the same day those who retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring member of the Board of Trustees (whether or not an Officer) shall be eligible for re-election

- 45 The Foundation may, at the meeting at which a member of the Board of Trustees retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost
- 46 No person not being a member of the Board of Trustees retiring at the meeting shall, unless recommended by the Board of Trustees for election, be eligible for election to membership of the Board of Trustees at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also, notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such, that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days
- 47 The Foundation may from time to time in General Meeting increase or reduce the number of members of the Board of Trustees, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase
- 48 In addition and without prejudice to the provisions of the Act, the Foundation may by Extraordinary Resolution remove any member of the Board of Trustees before the expiration of his period of office, (and in particular but without limiting the discretion of the Foundation under this Article it shall be a sufficient reason for the exercise of such discretion if any member of the Board of Trustees shall be absent from six consecutive meetings of the Board of Trustees) and may by an ordinary Resolution appoint another qualified member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

Proceedings of the Board

49. The Board of Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Two members of the Board of Trustees or fifty per cent whichever shall be the greater shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the presiding chairman shall have a second or casting vote
- 50 A member of the Board of Trustees may, and on the request of a member of the Board of Trustees the Secretary shall, at any time, summon a meeting of the Board of Trustees by notice served upon all members of the Board of Trustees
- 51 The members of the Board of Trustees present shall choose one of their number to be Chairman of the meeting

- 52 A meeting of the Board of Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Foundation for the time being vested in the Board of Trustees generally

Delegation of Board Members Powers

- 53 (a) The Board Members may delegate any of their powers or the implementation of any of their resolutions to any committee
- (b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number)
- (c) The composition of any such committee shall be entirely in the discretion of the Board Members and may comprise such of their number (if any) as the resolution may specify
- (d) The deliberations of any such committee shall be reported regularly to the Board Members and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board Members and for that purpose every committee shall appoint a secretary
- (e) All delegations under this article shall be revocable at any time
- (f) The Board Members may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it May from time to time think fit
- (g) For the avoidance of doubt the Board Members may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Board Member provided always that no committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Board Members
- 54 The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board of Trustees so far as the same are applicable and are not superseded by any regulations made by the Board of Trustees
- 55 All acts bona fide done by any meeting of the Board of Trustees or of any committee of the Board of Trustees, or by any person acting as a member of the Board of Trustees, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Trustees

- 56 The Board of Trustees shall cause proper minutes to be made of all appointments of officers or other members of the Board of Trustees made by the Board of Trustees and of the proceedings of all meetings of the Foundation and of the Board of Trustees and of committees of the Board of Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the presiding chairman of such meeting, or by the presiding chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated
- 57 A resolution in writing signed by all the members for the time being of the Board of Trustees or of any committee of the Board of Trustees who are entitled to receive notice of a meeting of the Board of Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or of such committee duly convened and constituted

Accounts

- 58 The Board of Trustees shall cause proper books of account to be kept with respect to
- (a) all sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place,
 - (b) all sales and purchases of goods by the Foundation, and
 - (c) the assets and liabilities of the Foundation
- Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Foundation and to explain its transactions
- 59 The books of account shall be kept at the office, or, subject to the Act, at such other place or places as the Board of Trustees shall think fit and shall always be open to the inspection of the members of the Board of Trustees
- 60 The Board of Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Foundation or any of them shall be open to the inspection of members not being members of the Board of Trustees, and no member (not being a member of the Board of Trustees) shall have any right of inspecting any account or book or document of the Foundation except as conferred by statute or authorised by the Board of Trustees or by the Foundation at a meeting of the Members Council

- 61 At the Annual General Meeting in every year the Board of Trustees shall lay before the Foundation a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Foundation) made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Trustees and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent to the Auditors and to all other persons entitled to receive notices of General meetings in the manner in which notices are hereinafter directed to be served. The Auditors report shall be open to inspection and to be read before the meeting as required by the Act.

Audit

- 62 Once at least in every year the accounts of the Foundation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 63 Auditors shall be appointed and their duties regulated in accordance with the Act, the members of the Board of Trustees being treated as the Directors mentioned in those provisions.

Notices

- 64 A notice may be served by the Foundation upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
- 65 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Foundation an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notice served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Foundation.
- 66 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

Dissolution

- 67 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Foundation shall have effect as if the provisions thereof were repeated in those Articles.

Indemnity

68. Subject to the provisions of the Act but without prejudice to any indemnity to which a Board Member may otherwise be entitled, every Board Member or other officer or auditor of the Foundation shall be indemnified out of the assets of the Foundation against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment 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 or negligence, default, breach of duty or breach of trust in relation to the affairs of the Foundation, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of, his duties or in relation thereto