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any

658182

Form No. 41

# THE COMPANIES ACT 1948.



A 5s.  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

STANLEY FOUNDATION

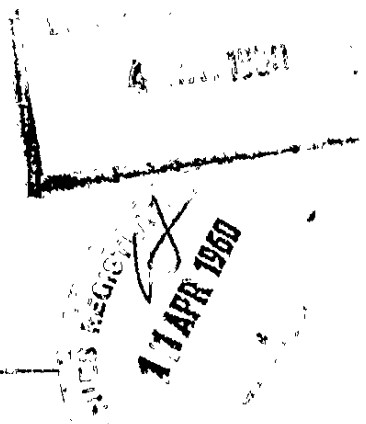
LIMITED.

acted by

Bartlett & Gluckstein,

199 Piccadilly,

London, W.1.



The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1.  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2  
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6c

26 APR 1960

PT 6

3, Michael Rose

of 199 Piccadilly, London, W.1.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
for in Scotland "a  
Solicitor" engaged  
"in the formation"

or  
"A person named  
"in the Articles of  
"Association as a  
"Director" or  
"Secretary."

Do solemnly and sincerely declare that I am (\*) a Solicitor

of the Supreme Court engaged in the

formation

of Stanley Foundation

Limited,

And that all the requirements of the Companies Act, 1948, in respect of  
matters precedent to the registration of the said Company and incidental  
thereto have been complied with, And I make this solemn Declaration  
conscientiously believing the same to be true and by virtue of the provisions  
of the Statutory Declarations Act, 1835.

Declared at 211 Piccadilly, W.1.

in the County of London

the 8<sup>th</sup> day of April

one thousand nine hundred and fifty

Sixty

Michael Rose

Before me,

[Signature]

658182/2



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL.



## Memorandum of Association

OF

STANLEY FOUNDATION LIMITED

4 APR 1962

1. The name of the Company (hereinafter called "the Foundation") is "STANLEY FOUNDATION LIMITED".
2. The registered office of the Foundation will be situate in England.
3. The objects for which the Foundation is established are to promote maintain improve and advance education in all its branches to promote the welfare of and to relieve the aged impotent and poor and the relief of distress and to carry out such other charitable objects as the Foundation may from time to time think fit Provided always that the objects of the Foundation shall be limited to charitable objects. And, as ancillary to the foregoing objects and provided as aforesaid :-
  - (A) To provide and support endowments scholarships fellowships grants and foundations for colleges research institutions and campaigns in all fields of science technology medicine and industrial and public relations
  - (B) To operate and administer schools classes libraries clinics and other educational activities and to engage in charitable activities of all kinds and to make charitable donations either in cash or other assets and to undertake and execute such charitable trusts as may be lawfully undertaken by the Foundation.
  - (C) To purchase, hire or otherwise acquire furniture, fixtures, fittings, plant and equipment and all other effects of every

1. 8533

26 APR 1962

1962  
17 APR 1962  
OFFICE  
Am.

description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Foundation.

- (D) To retain and employ professional administrative executive and technical advisers and workers in connection with the objects of the Foundation and to pay such fees for their services as may be thought expedient.
- (E) To establish subsidise, promote co-operate amalgamate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to any association, society or other body, corporate or unincorporate established for charitable purposes only and for the purpose of promoting any objects of the Foundation to co-operate with manufacturers, dealers, or other traders, and with the press and other sources of publicity.
- (F) Subject to the provisions of Section 14 of the Companies Act 1948, to purchase, take on lease or in exchange, hire or otherwise acquire, and to hold, sell, lease or otherwise dispose of any real or personal property and any rights or privileges which the Foundation may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Foundation.
- (G) To invite and solicit contributions and support for the funds and objects of the Foundation in the form of gifts legacies subscriptions and otherwise and subject as provided in paragraph (F) of this Clause to accept any gifts of money or other property, whether subject to any trust or not, for any one or more of the objects of the Foundation.
- (H) To print and publish articles books magazines newspapers and other publications and to make or participate in films broadcasts and other forms of publicity and expression that the Foundation may think desirable for the promotion of its objects.
- (I) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Foundation as may be thought expedient with a view to the promotion of its objects.

- (J) To borrow or raise money for the objects of the Foundation on such terms and on such security as may be thought fit, and whether by the creation and issue of debentures or debenture stock or otherwise.
- (K) 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 to such restrictions (if any) as the Charity Commissioners or other authority under the law for the time being in force relating to Charities shall from time to time lawfully impose in relation to the investment of the Foundation's funds.
- (L) To establish, promote, or assist any Company or Companies with charitable objects all or any of which are similar to the objects of the Foundation for the purpose of acquiring all or any of the property, rights and liabilities of the Foundation or for the purpose of carrying on any activity which the Foundation is authorised to carry on for any other charitable purpose which may seem directly or indirectly calculated to benefit the Foundation in the furtherance of its objects.
- (M) To purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any one or more of the associations, societies or bodies with which the Foundation is authorised to co-operate or federate.
- (N) To establish and support pension, superannuation and other schemes for the benefit of persons employed by the Foundation and to grant pensions or retiring allowances to persons who have been employed by the Foundation or to their dependants.
- (O) To pay out of the funds of the Foundation the costs, charges and expenses of and incidental to the formation and registration of the Foundation.
- (P) To do all such other things as are incidental to the attainment of the objects of the Foundation or any of them PROVIDED THAT the Foundation shall not support with its funds or endeavour to impose or procure to be observed by its members any regulations or restrictions which if an object of the Foundation would make it a Trade Union

PROVIDE ALSO that notwithstanding the incorporation of the Foundation the members of the Foundation the Members of the Council and any Trustees for the Foundation shall be subject jointly and separately to the authority supervision and control of the Chancery Division of the High Court the Charity Commissioners the Ministry of Education and other competent authorities to the same extent as if the Foundation were not incorporated. In case the Foundation shall take or hold any property which may be subject to any Trusts the Foundation will only deal with the same in such manner as allowed by law having regard to such Trusts PROVIDED that notwithstanding anything contained in any of the foregoing paragraphs of this Clause neither the property nor the income of the Foundation nor any part or parts thereof respectively shall be applied or paid for or towards any object or purpose which is not legally charitable and the foregoing paragraphs of this Clause and each of them respectively shall at all times be read and have effect subject to this proviso.

4. The income and property of the Foundation whencesoever derived, shall be applied solely towards the promotion of the objects of the Foundation 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 contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Foundation or to any member of the Foundation in return for any services actually rendered to the Foundation nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable rent for premises demised or let by any member of the Foundation PROVIDED THAT no Member of the Council shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Foundation to any Member of the Council except re-payment of out-of-pocket expenses and interest at such rate as aforesaid on money lent or reasonable and proper rent for premises demised or let to the Foundation PROVIDED THAT the proviso last aforesaid shall not apply to any payment to any railway, gas, electricity, water, cable or telephone company of which a Member of the Council may be a member or to any other company in which such Member of the Council shall not hold more than one-hundredth part of the capital and such Member of the Council shall not be bound to account

for any share of profits he may receive in respect of any such payment.

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 amongst 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 amongst the members of the Foundation but shall be given or transferred to some other society, institution or organisation having objects similar to the objects of the Foundation and which is established for charitable purposes only to be determined by the members at or before the time of dissolution or in default thereof by the Charity Commissioners and if and so far as effect cannot be given to the aforesaid provision then to some other charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place, and of the property, assets and liabilities of the Foundation; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Foundation for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Foundation shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

Charles PER Stanley  
Lisselam Clonakilly Co Cork. Ireland.  
Chairman &c &c

John O'R Stanley Lisselam Clonakilly  
STANLEY Co Cork Eire. Engineers.

KEYS  
Fred Keys, 51 Long Road, Cambridge,  
Company Secretary.

Reginald Atrop, 39 Gilbert Road Cambridge  
Retires Bank Manager

Leslie Vernon Slater, Trumpington Street  
Cambridge  
Chartered Accountant

Walter Thomas Meigh  
Kintail, Chert, Surrey.

Chartered Accountant HAWKINS  
Lawrence George Hawkins  
Ridgewood Banstead R  
Warrington Surrey Director

DATED this eighth day of April

1960

WITNESS to the above Signatures :-

Michael Rose  
144 Piccadilly  
London W.1  
Solicitor



NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Charles Orr Stanley, Lisselan, Clonakilty, Co. Cork, Ireland.  
Chairman Pye Limited.

John Orr Stanley, Lisselan, Clonakilty, Co. Cork, Eire.  
Engineer.

Fred Keys, 51 Long Road, Cambridge. Company Secretary.

Reginald Alsop, 39 Gilbert Road, Cambridge. Retired Bank Manager.

Leslie Vernon Slater, 1 Trumpington Street, Cambridge.  
Chartered Accountant.

Walter Thomas Meigh, Kintail, Churt, Surrey.  
Chartered Accountant.

Laurence George Hawkins, Ridgewood, Homefield Road, Warlingham,  
Surrey. Director.

Date 8/4/60

Witness Michael Rose.  
694 Piccadilly  
London W.1  
London.



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL.

## Articles of Association

OF

STANLEY FOUNDATION LIMITED

### GENERAL

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

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 1948
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 Council	The Council of Management for the time being of the Foundation
The Office	The registered office of the Foundation.
The Seal	The Common Seal of the Foundation.
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.

#### MEMBERS

2. The number of members with which the Foundation propose to be registered is seven, but the Council may from time to time register an increase of members.

3. The subscribers to the Memorandum of Association and such other persons as the Council shall from time to time admit to membership shall be members of the Foundation.

4. The Council may from time to time determine the terms and conditions on which any further or other persons shall be admitted to membership of the Foundation. Nevertheless, no person shall be admitted to membership unless and until he shall have signed an application for membership in the terms following, or in such other terms as the Council may approve:

"To Stanley Foundation Limited

I  
of  
desire to become a member of the Foundation subject to your Memorandum and Articles of Association and request you to enter my name in the Register of Members accordingly".

5. It shall rest with the Council whether any such Applicant shall or shall not be admitted to membership.

6. Any member may withdraw from the Foundation by giving one month's notice in writing to the Foundation of his intention so to do and shall withdraw from membership of the Foundation if so requested by notice in writing by a majority of not less than three fourths of the Members of the Foundation, and upon the expiration of such notice he shall cease to be a member.

7. The rights of a member as such shall be personal and shall not be transferable and shall cease on his death.

#### GENERAL MEETINGS

8. The Foundation shall hold a General Meeting in

every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding 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 General Meetings, other than Annual General Meetings, shall be called Extraordinary Meetings.

10. The Council may whenever they think fit convene an Extraordinary Meeting, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Council capable of acting to form a quorum any Member of the Council or any two Members of the Foundation may convene an Extraordinary Meeting in the same manner as nearly as possible as that in which meetings may be convened by Members of the Council.

11. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one day's notice in writing at the least and a meeting of the Foundation other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen day's notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Foundation in general meeting, to such persons as are, under the articles of the Foundation, entitled to receive such notices from the Foundation:-

Provided that meeting of the Foundation shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed -

- (a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not

less than ninety-five per cent of the total voting rights at that meeting of all the members

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 GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary 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 Council and of the Auditors, the election of members of the Council and the appointment of, and the fixing of the remuneration of the Auditors.
14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three members personally present shall be a quorum.
15. If within half an hour from the time appointed for the holding of a General Meeting 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 Chairman shall appoint, 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 will be a quorum.
16. The chairman, if any, of the Members of the Council shall preside as chairman at every general meeting of the Foundation, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Members of the Council present shall elect one of their number to be chairman of the meeting.
17. If at any meeting no Member of the Council is willing to act as chairman or if no Member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
18. The 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

- (a) by the chairman; or
- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Foundation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

20. Except as provided in article 22, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
22. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
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 general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Foundation 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 shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
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, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by section 139 of the Act. A proxy must be a member of the Foundation.
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 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 :-

"Stanley Foundation Limited

"I

"of

"a member of the above named Foundation

"hereby appoint

"a member of the Foundation

"of

"and failing him,

"a member of the Foundation, to vote for me

"and on my behalf at the (Annual or

"Extraordinary 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 19 "

31. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"Stanley Foundation Limited

I/We

, of

in the County of being a member/members of the above named Foundation

hereby appoint

a member of the Foundation of

or failing him,

a member of the Foundation of

as my/our proxy to vote for me/us on my/our

behalf at the (Annual or Extraordinary, as

the case may be) general meeting of the

Foundation to be held on the day of

19 , and at any adjournment

thereof

Signed this day of 19 .

This form is to be used in favour of the  
resolution. against

Unless otherwise instructed, the proxy will vote as he thinks fit.

x Strike out whichever is not desired"

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

#### COUNCIL OF MANAGEMENT

33. Until otherwise determined by a General Meeting the number of the members of the Council shall not be less than three nor more than seven.
34. The first members of the Council shall be appointed



in writing by the subscribers to the Memorandum of Association.

35. Members of the Council shall be repaid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any Committee of the Council or General Meetings of the Foundation or in connection with the business of the Foundation.
36. No person who is not a member of the Foundation shall in any circumstances be eligible to hold office as a member of the Council.
37. Any member of the Foundation may be appointed or elected as a member of the Council whatever may be his age, and no member of the Council shall be required to vacate his office by reason of his attaining the age of seventy years or any other age.

#### BORROWING POWERS

38. The Members of the Council may exercise all the powers of the Foundation to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Foundation or of any third party.

#### POWERS AND DUTIES OF THE COUNCIL

39. The business of the Foundation shall be managed by the Council 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 these presents required to be exercised or done by the Foundation in General Meeting, 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 in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
40. The Members of the Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Members of the Council, to be the attorney or attorneys of the Foundation for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Members of the Council under these articles)

and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Members of the Council may think fit and may also authorise any such attorney to delegate all or any of the powers authorities and discretions vested in him.

41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Foundation shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, in such manner as the Members of the Council shall from time to time by resolution determine.

42. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Foundation and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

43. The office of a member of the Council 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 section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to article 50 of these presents.
- (G) If he is directly or indirectly interested in any contract with the Foundation and fails to declare the nature of his interest in manner required by section 199 of the Act.

Subject to the second proviso to Clause 4 of the Memorandum of Association of the Foundation (which

proviso shall have effect as if repeated in these presents) a Member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted.

#### ROTATION OF MEMBERS OF THE COUNCIL

44. At the first annual general meeting of the Foundation all the Members of the Council shall retire from office, and at the annual general meeting in every subsequent year one-third of the Members of the Council for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
45. The Members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Members of the Council on the same day those who retire shall (unless they otherwise agree among themselves) be determined by lot.
46. A retiring Member of the Council shall be eligible for re-election.
47. The Foundation at the meeting at which a Member of the Council retires in manner aforesaid may subject to article 48 fill the vacated office by electing a member of the Foundation thereto, and in default the retiring Member of the Council 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 of the Council shall have been put to the meeting and lost.
48. No member of the Foundation other than a Member of the Council retiring at the meeting shall unless recommended by the Members of the Council be eligible for election to the office of Member of the Council at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such member of the Foundation for election, and also notice in writing signed by that member of the Foundation of his willingness to be elected.
49. The Members of the Council shall have power at any time, and from time to time, to appoint any member of the Foundation to be a Member of the Council, either to fill a casual vacancy or as an addition to the existing Members of the Council, but so that the total number of Members

of the Council shall not at any time exceed the number fixed in accordance with these Articles. Any Member of the Council so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election, but shall not be taken into account in determining the Members of the Council who are to retire by rotation at such meeting.

50. The Foundation may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Member of the Council before the expiration of his period of office notwithstanding anything in these articles or any agreement between the Foundation and such Member of the Council.

#### PROCEEDINGS OF THE COUNCIL

51. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote.
52. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
53. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
54. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
55. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the

provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

56. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, 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 Council.

57. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

#### SECRETARY

58. The 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 sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### THE SEAL

59. The Members of the Council shall provide for the safe custody of the seal which shall only be used by the authority of the members of the Council or of a committee of the members of the Council authorised by the members of the Council in that behalf and every instrument to which the seal shall be affixed shall be signed by a Member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Members of the Council for the purpose.

#### ACCOUNTS

60. The Council shall cause proper books of accounts 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 the affairs of the Foundation and to explain its transactions.

61. The books of account shall be kept at the office, or, subject to section 147(3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
62. The Foundation in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Foundation, or any of them and subject to such conditions and regulations the accounts and books of the Foundation shall be open to the inspection of members at all reasonable times during business hours.
63. The Members of the Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Foundation in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Foundation in general meeting, together with a copy of the auditor's report, shall not less than twenty one days before the date of the meeting be sent to every member of and every holder of debentures of the Foundation. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Foundation is not aware or to more than one of the joint holders of any debentures.

#### AUDIT

65. 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.
66. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162

of the Act, the members of the Council being treated as the Directors mentioned in those sections.

#### NOTICES

67. A notice may be given by the Foundation to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Foundation for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

68. Notice of every general meeting shall be given in any manner hereinbefore authorised to :-

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Foundation an address within the United Kingdom for the giving of notices to them;

(b) the Auditor for the time being of the Foundation.

No other person shall be entitled to receive notices of general meetings.

#### DISSOLUTION

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

Names, Addresses and Descriptions of Subscribers

Charles ORR ~~Hailey~~ Lisselane Clonakilly Cork Ireland.  
Chairman Re. Ltd

John ORR Stantley Lisselane  
Clonakilly Cork Eire  
Engineer

Fred Keys, 51 Long Road, Cambridge.  
Company Secretary.

Reginald Abrop 39 Gilbert Road Cambridge  
Retired Bank Manager

Leslie Vernon Slater, 1 Trumpington Street  
Cambridge

Chartered accountant

Walter Thomas Wright  
Kintail, Leith, Surrey

Chartered Accountant

Hammond & Co. Handwriting  
Ridgewood Hamfield R

Warrington Surrey Director.

DATED this eighth day of April 1960

WITNESS to the above Signatures :-

Michael Rose  
149 Piccadilly  
London W.1  
Solicitor



DUPLICATE FOR THE FILE

No. 658182



## Certificate of Incorporation

I Hereby Certify, that

STANLEY FOUNDATION LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this **Fourth** day of

**May**

One Thousand Nine Hundred and **Sixty.**

*A. J. [Signature]*  
ASSISTANT Registrar of Companies.

Certificate  
received by

*Reference to for Stanley Foundation*

Date : 5-60