

Company Number 1960980

The Companies Act 1985

Company Limited by Guarantee

**MEMORANDUM and ARTICLES
of ASSOCIATION of**

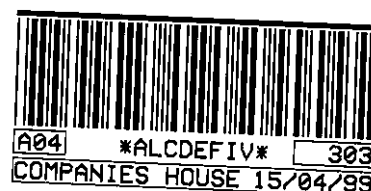
THE ELIZABETH FOUNDATION

Incorporated on the 18th November 1985

Memorandum and Articles of Association

**revised by Special Resolutions dated 11 February
1998**

1997 and 29 July



THE COMPANIES ACTS

**Company Limited by Guarantee and
Not Having a Share Capital**

**MEMORANDUM and ARTICLES
of ASSOCIATION**

of

THE ELIZABETH FOUNDATION

THE COMPANIES ACTS 1985 -1989

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM of ASSOCIATION

- of -

THE ELIZABETH FOUNDATION

1. The name of the Company (hereinafter called "the Association") is The Elizabeth Foundation.
 2. The Registered Office of the Association will be situate in England
 3. A. The objects for which the Association is established are the relief of deaf and hearing-impaired children by the provision of help and assistance to them and their families and by the promotion of the early detection of deafness and hearing impairment in babies and young children.

B. In furtherance of the above objects but not otherwise the Association shall have the following powers:-
 - (a) To take over the whole (or such part as can legally be vested in the Association) of the Property of the unincorporated institution called The Elizabeth Foundation
 - (b) To establish and operate centres in the United Kingdom for testing, research and education
 - (c) To promote research into the early detection of deafness and hearing impairment in children and any other subjects related to hearing impaired children and similar subjects and to publish the useful results of all such research for the information of the public
 - (d) To educate and train parents and other persons in the care and treatment of the hearing-impaired children
 - (e) To provide endow furnish and fit out with all necessary furniture and other equipment and maintain and manage such buildings and other premises as may from time to time be required for the purposes of the Association
 - (f) To employ all such officers and servants not being Members of the Council of Management hereof as may be required for the purposes of the
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Association

- (g) To purchase or otherwise acquire lands for any estate or interest
- (h) To construct and maintain buildings and alter and improve the same including any existing buildings and to provide the same with light water drainage and all other necessities
- (i) Subject to any such consents as may be required in law to raise money for any of the above such purposes by mortgaging or charging all or any such property as may legally be mortgaged or charged with capital sums or with terminable annuities for life or years.
- (j) To accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Association and generally to manage invest and expend all monies belonging to the Association
- (k) To invest the monies of the Association 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) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (l) To take such steps by personal or written appeals public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Association
- (m) To subscribe to any local or other charities and to grant donations for any public purpose in furtherance of the objects of the Association.
- (n) To amalgamate with any company, institution, society or association having objects wholly or in part similar to those of the Association.
- (o) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Association is authorised to amalgamate.
- (p) To do all such other things as are necessary for the attainment of the above Objects or any of them.

PROVIDED THAT

- (i) In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with or invest the

same in such manner as allowed by law having regard to such trusts

- (ii) The Association's Objects shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell mortgage or charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Council of Management or governing body of the Association 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 have been as such Council of Management or governing body if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated

4. The income and property of the Association whensoever derived shall be applied solely towards the promotion of the Objects of the Association 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 Association **PROVIDED** that nothing herein shall prevent payment in good faith:-

- (a) of reasonable and proper remuneration to any officer or servant of the Association (not being a Member of the Council of Management or Governing Body) or to any Member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding 2% less than National Westminster base lending rate for the time being or 3% whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any Member of the Association but so that no Member of the Council of Management or governing body of the Association shall be appointed to any salaried offices of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or monies worth shall be given by the Association to any Member of such Council or governing body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association **PROVIDED** that the provisions last aforesaid shall not apply to any payment to any company of which a Member of the Council of Management or governing body may be a Member and in which such Member shall not hold more than one hundredth part of the capital and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment

- (b) In case of a Member of the Council of Management or governing body being a Solicitor or other person engaged in any profession of all usual professional and other charges for work done by him or his firm in connection with the execution of the trusts of the Association.
 - (c) To Shirley Metherell in her capacity as Director of the Foundation and to Angela Walter in her capacity as Correspondence Course/Desktop Publishing Assistant, notwithstanding that David Metherell and Jack Walter (otherwise John Alexander Walter) may be members of the Council of Management of the Association; Provided that the said David Metherell and Jack Walter (otherwise John Alexander Walter) withdraw from any meeting at which the appointment, remuneration, or other terms of employment of the said Shirley Metherell and Angela Walter, or the appointment, remuneration or other terms of employment of any other employee or employees which might affect them, is being discussed
5. The liability of the members is limited
6. Every Member of the Association undertakes to contribute to the assets of the Association 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 Association 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 One Pound (£1)
7. If upon the winding up or dissolution of the Association 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 Member of the Association but shall be given or transferred to some other institutions having Objects similar to the Objects of the Association 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 Association under or by virtue of Clause 4 hereof such institution or institutions to be determined by the Members of the Association as or before the time of dissolution and if insofar as effect cannot be given to such provision then to some other charitable Objects.

THE COMPANIES ACT 1985

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

- of -

THE ELIZABETH FOUNDATION

INTERPRETATION

1. In the interpretation of these Articles of Association except where excluded by the context the word "Association" shall mean The Elizabeth Foundation
2. The Association is established for the purposes expressed in the Memorandum of Association
3. These Articles shall be construed with reference to the provisions of the Companies Act 1985 ("the Act") and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Act

MEMBERS

4. The number of members with which the Association proposes to be registered is four but the Council of Management may from time to time register an increase of members
5. The subscribers to the Memorandum of Association and such other persons as the Council of Management shall admit to membership shall be members of the Association
6. The provisions of Section 353 of the Act shall be observed by the Association and every member of the Association shall either sign a written consent to becoming a member or sign the register of members on becoming a member.

ORDINARY GENERAL MEETINGS

7. The first General Meeting shall be held at such time not being less than one month or more than three months after the Incorporation of the Association and at such place as the Council of Management may determine
8. Subsequent Ordinary General Meetings (hereinafter called "Annual Meetings") shall be

held once in every year or so soon thereafter as possible at such place as may be determined by the Council of Management and not more than fifteen months shall elapse between the date of one Annual Meeting of the Association and that of the next

9. An Annual Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty one days notice in writing at least and a Meeting of the Association other than an Annual Meeting or a Meeting for the passing of a Special Resolution shall be called by fourteen days notice in writing at least. The notice shall be exclusive of the day for which it is given and shall specify 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 or in such manner (if any) as may be prescribed by the Association in General Meeting to such persons as are under the Articles of the Association entitled to receive such notices from the Association **PROVIDED** that a meeting of the Association shall notwithstanding that it is called by a 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 Meeting by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other Meeting by the majority in number of the Members having a right to attend and vote at the Meeting being a majority together representing not less than 95% of the total voting rights at that Meeting of all the Members
10. At the first Meeting and at any Annual Meeting one half of the total number of registered Members entitled to vote shall be a quorum

EXTRAORDINARY GENERAL MEETINGS

11. The Council of Management may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall be convened by the Council of Management on requisition or in default may be convened by the requisitionists in the manner provided by Section 368 of the Act 1985. If at any time there are not within the United Kingdom sufficient Members of the Council of Management to form a quorum any Member of the Council of Management or any two Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Council of Management
12. At any Extraordinary Meeting summoned on a requisition one half of the requisitionists shall be a quorum but in all other cases one half of the total number of registered Members entitled to vote shall be a quorum at an Extraordinary General Meeting

CONDUCT OF BUSINESS AT GENERAL MEETINGS

13. At any Meeting a Chairman shall be appointed from the Members there present.

14. No Member shall have more than one vote except that in any case of equality of votes on a division the Chairman shall have a second or casting vote.
15. 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.
16. 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 375 of the Act. A proxy need not be a Member
17. 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.
18. 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 Registered Office not less than forty-eight hours before the time appointed for holding 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.
19. A vote given in accordance with the terms of an instrument of proxy shall be valid or 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 Registered Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.
20. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

1, _____

of _____

a member of The Elizabeth Foundation

hereby appoint _____

of _____

and failing him _____

of

to vote for me on my behalf at the Annual Extraordinary or adjourned (as the case may be) General Meeting of the Association to be held on the
day of 19 and every adjournment thereof

AS WITNESS my hand this day of 19

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

21. No person shall vote on any matter in which he is personally or pecuniarily interested or otherwise debate on such matters without the permission of the majority of the persons present and voting such permission to be given or withheld without discussion.
22. Proceedings at any Meeting shall not be invalidated by reason of any informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

THE COUNCIL OF MANAGEMENT

23. The Association and the property and affairs thereof shall be under the control and management of the Council of Management (hereinafter called "the Council")
24. The Council shall consist of the Treasurer of the Association for the time being and up to ten elected Members.
25. The first Council shall consist of the persons named in the Schedule to these Articles who shall retain office until the first Annual Meeting.
26. At the first Annual Meeting and at all subsequent Annual Meetings one-third of the Members of the Council or the number nearest thereto shall retire in rotation according to seniority of standing on the Council and in cases of equal seniority the Members or Member to retire shall be determined by ballot at a Meeting of the Council held previously to the Annual Meeting. Retiring Members shall be eligible for re-election.
27. Any vacancy among the elected Members of the Council caused otherwise than by retirement under the last Article may be filled up by the Council by co-option.
28. All elected Members of the Council shall remain in office until their successors are appointed.
29. The Council may act for all purposes notwithstanding any vacancy in their number and all proceedings at any Meeting of the Council shall be valid and effectual notwithstanding that it may be discovered afterwards that any Member of the Council has been informally elected or is not properly qualified.

30. If at any Extraordinary General Meeting summoned or requisitioned a Resolution disapproving of any act on the part of the Council shall be passed by a majority of two-thirds of the Members present and voting on the question the elected Members of the Council shall immediately cease to hold office and new Members shall be elected in their place at the same Meeting but the old Members shall be eligible for re-election.

POWERS & PROCEEDINGS OF THE COUNCIL

31. In addition to all powers hereby conferred upon them and without detracting from the generality of their powers under the past preceding or any other Article the Council shall have the following powers namely:-
- (a) Subject to any such consents as may be required in law to expend funds of the Association in such manner as they shall consider most beneficial for the purposes of the Association and to invest in the name of the Association or in the names of trustees such part thereof as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any sale for the purposes of the Association.
 - (b) To acquire in the name of the Association or in the names of trustees, build upon, pull down, rebuild, add to, alter, repair, improve, sell or dispose of, or otherwise deal with any land or premises for the use of the Association.
 - (c) To enter into contracts on behalf of the Association.
 - (d) Subject to any such consents as may be required in law to borrow money upon the security of any of the property of the Association and to grant or direct to be granted mortgages for securing the same.
 - (e) To delegate all or any of their powers to any committee **PROVIDED THAT** all acts and proceedings of such committee shall be reported back as soon as possible to the Council.
 - (f) To make, and from time to time to repeal or alter, regulations as to the management of the Association and affairs thereof and as to the duties of any officers or servants of the Association and to the conduct of business by the Council or any sub-committee and as to any of the matters or things within the powers or under the control of the Council provided that the same shall not be inconsistent with the Memorandum and Articles of Association.
 - (g) Generally to do all things for the due conduct of the affairs of the Association not herein otherwise provided for.
33. The Council may meet for the despatch of business adjourn and otherwise regulate their Meetings as they may think fit and two thirds of the total number of Members of the Council shall be a quorum. Two Members of the Council may at any time (and the Secretary shall upon request in writing of two Members of the Council) summon a

Meeting of the Council. Notice of every Meeting of the Council stating the general particulars of all business to be considered at such Meeting shall be sent by post to each Member of the Council at least three days before such Meeting unless urgent circumstances require shorter notice but the proceedings of any Meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars.

34. All questions shall be decided by the votes of the majority of the Members of the Council present and voting thereon at a Meeting of the Council.
35. The Council shall cause Minute Books to be kept of the proceedings at General Meetings of the Association and at Meetings of the Council and shall cause entries to be made therein of all Resolutions put to the vote and of the result of, the voting and any such minutes signed by the Chairman or by a Member of the Council present at the Meeting shall be sufficient evidence of the due passing of any Resolution and of the amount of the majority voting in favour thereof.
36. The Council shall elect a permanent Chairman. In his absence from any Meeting of the Council a Chairman shall be elected by the Meeting. In case of equality of votes the Chairman of the Meeting shall have a second or casting vote.
37. Bankers shall be appointed and may be changed by the Council. Cheques shall be signed by two persons who:-
 - (a) in respect of cheques for not less than Five Hundred Pounds (£500) are either Members of the Council or employees of the Association and in respect of cheques for Five Hundred Pounds (£500) or more are both Members of the Council; and
 - (b) are authorised by the Council from time to time in writing to sign cheques on behalf of the Association

PATRONS

38. The Council may appoint such number of Patrons of the Association as it shall determine from time to time. All persons who were Patrons of The Elizabeth Foundation before the Incorporation of the Association shall be Patrons of the Association. A Patron may resign by notice in writing sent by post or delivered to the Secretary and thereupon shall cease to be a Patron. A Patron may be removed by Resolution of the Council. A Patron shall be entitled to be present and speak at any General Meeting of the Association but shall not have any rights to vote.

OFFICERS

39. There shall be a Treasurer of the Association appointed by the Council and he shall perform such functions as shall be assigned to him by the Council.

40. Subject to the Act the Council may appoint or engage on such terms as consistent with the provisions of Clause 4 of the Memorandum of Association and to discharge such duties as they may think fit, a Secretary and such other officers and such servants as they shall think fit and may dismiss any Secretary other officer or servant to be appointed or engaged.

SEAL

41. The Council shall provide a Common Seal for the purposes of the Association which shall be kept under such custody and control as the Council shall from time to time determine. The Seal of the Association shall not be affixed to any instrument except pursuant to a Resolution of the Council and in the presence of two Members of the Council who shall sign every instrument to which the seal is affixed in their presence and and every such instrument shall be countersigned by the Secretary.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

42. 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 Association.
 - (d) If in any Notice in writing to the Association he resigns his office.
 - (e) If he becomes prohibited from holding office by reason of any Order made under the Act.
 - (f) If he is removed from office by a Resolution duly passed pursuant to Section 303 of the Act.
 - (g) If he ceases to be a Member of the Council by virtue of Section 293 of the Act.

ACCOUNTS

43. The Council shall cause Accounting records to be kept in accordance with Sections 221 of the Act.
44. The Accounting records shall be kept at the Registered Office or subject to Section 222 of the Act at such other place or places as the Council shall think fit and shall always be open to inspection by the Members of the Council.

45. The Association may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and Accounts of the Association may be inspected by the Members and subject thereto the books and Accounts shall be open to inspection by the Members at all reasonable times during the usual business hours.
46. The Council shall lay before the General Meeting of the Association in each year an income and expenditure account of the Association and a Balance Sheet for the year ending on the previous thirty-first December such Account and Balance Sheet shall be accompanied by a report of the Council as to the state of affairs of the Association and a report of the Auditors and the Balance Sheet shall comply with the provisions of the Companies Acts. A copy of every Balance Sheet together with copies of the said reports not less than twenty-one days before the date of the Meeting before which such Balance Sheets and reports are to be laid be sent to all persons entitled to receive notices of General Meetings of the Association.
47. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

48. A notice may be served upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address for service (if any) in the latter case it will be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post except in the case of notice of a Meeting when it shall be deemed to have been served at the expiration of twenty-four hours after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.
49. If a Member has not a registered address for service any notice shall be sufficiently served on him by posting up in the office of the Association such notice addressed generally to the Member. A Member who has no registered address in the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.
50. The accidental omission to give notice of a Meeting to or the non-receipt of a notice of a Meeting by any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

WINDING UP

51. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY

52. Subject to the provisions of the Companies Act every Member of the Council or any committee and every office and servant of the Association shall be entitled to be indemnified out of the assets of the Association against all losses and liabilities incurred by them in or about the execution of his office or otherwise in relation thereto **PROVIDED THAT** nothing in this Clause shall entitle them to any indemnify against liability arising through negligence or fraud or similar actions on their part

SCHEDULE

First Elected Members of the Council of Management

SHIRLEY METHERELL

L.P. HIGGINS

PETER H. ARDERN

DAVID KENNETH METHERELL