

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

THE CHILDREN'S INVESTMENT FUND FOUNDATION (UK)
(THE CHARITY)

Company No 4370006

WRITTEN RESOLUTIONS

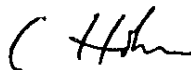
We the undersigned, being all of the members of the Charity entitled to attend and vote at a general meeting unanimously agree the following written resolutions in accordance with article 2 6 of the Charity's articles of association on and effective from 17 April 2012

SPECIAL RESOLUTIONS

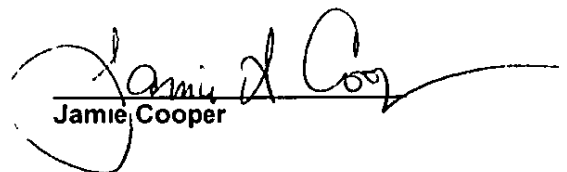
- 1 THAT article 1 3 1 of the Charity's articles of association is deleted in its entirety and that articles 1 3 2 and 1 3 3 are re-numbered as articles 1 3 1 and 1 3 2 respectively,
- 2 THAT article 1 5 5 of the Charity's articles of association is deleted in its entirety,
- 3 THAT article 3 5 4 of the Charity's articles of association is deleted in its entirety and that articles 3 5 5, 3 5 6, 3 5 7 and 3 5 8 are re-numbered as articles 3 5 4, 3 5 5, 3 5 6 and 3 5 7 respectively,
- 4 THAT a new and updated version of the Charity's articles of association recording resolutions 1 to 3 above and in the form attached to this resolution is filed with the Registrar of Companies as soon as possible, and

RESOLUTION IN ACCORDANCE WITH ARTICLE 1 3 2

- 5 THAT pursuant to article 1 3 2 (as re-numbered) of the Charity's articles of association, having already provided his consent in writing, Dr Marko Lehtimäki is admitted as a member of the Charity



Christopher Hohn



Jamie Cooper

TUESDAY



LD4

L170XKU1

17/04/2012

#24

COMPANIES HOUSE

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE CHILDREN'S INVESTMENT FUND FOUNDATION (UK)

(Incorporating all amendments to 17 April 2012)

1. MEMBERSHIP

- 1 1 The number of members with which the Charity proposes to be registered is unlimited
- 1 2 The Charity must maintain a register of members in accordance with Section 352 of the Act
- 1.3 Membership of the Charity is open to any individual interested in promoting the Objects who
 - 1 3.1 signs the Register of members or consents in writing to become a member, and
 - 1.3.2 is approved by unanimous resolution of the Charity in general meeting
- 1 4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
- 1 5 Membership is terminated if the member concerned

- 1.5 1 gives written notice of resignation to the Charity
 - 1.5 2 dies
 - 1.5 3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due) or
 - 1 5 4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
- 1.6 Membership of the Charity is not transferable

2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings personally. General meetings are called on at least 21 clear days written notice specifying the business to be discussed
- 2.2 There is a quorum at a general meeting if the number of members personally present is at least two
- 2.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 2 4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 2 5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person has one vote on each issue
- 2 6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written

resolution may be set out in more than one document and will be treated as passed on the date of the last signature)

2.7 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation.

2.8 At an AGM the members:

2.8.1 receive the accounts of the Charity for the previous financial year

2.8.2 receive the Trustees' report on the Charity's activities since the previous AGM

2.8.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation

2.8.4 elect persons to be Trustees to fill the vacancies arising

2.8.5 appoint auditors for the Charity

2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity and

2.8.7 discuss and determine any issues of policy or deal with any other business put before them

2.9 Any general meeting which is not an AGM is an EGM

2.10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least two members

2.11 In addition and without prejudice to the provisions of Section 303 of the Act the Charity may by Ordinary Resolution remove any Trustee before the expiration of his period of office and may by Ordinary Resolution appoint another suitably qualified

person in his stead but any person so appointed shall hold his office only until the next AGM

- 2 12 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

3. THE TRUSTEES

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds

- 3.2 The Trustees when complete consist of at least three and not more than eight individuals

- 3.3 The subscribers to the Memorandum are the first Trustees of the Charity

- 3.4 One third (or the number nearest one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots. If at any AGM the places of the retiring Trustees or some or one of them are not filled up the retiring Trustee or Trustees or such of them as have not had their places filled up and are willing to act shall be deemed to have been re-elected

- 3 5 A Trustee's term of office automatically terminates if he or she

3 5.1 is disqualified under the Charities Act 1993 from acting as a charity trustee

3 5.2 is incapable, whether mentally or physically, of managing his or her own affairs

3.5 3 is absent four consecutive meetings of the Trustees

3 5 4 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)

- 3 5.5 is removed by resolution passed by at least two of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views or
 - 3 5.6 is disqualified under the Company Directors Disqualification Act 1986 from acting as a Company Director
 - 3 5.7 becomes bankrupt or makes any arrangement or composition with his creditors generally
- 3.6 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM
- 3 7 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

4. PROCEEDINGS OF TRUSTEES

- 4 1 The Trustees must hold at least three meetings each year
- 4.2 A quorum at a meeting of the Trustees is two Trustees
- 4.3 A meeting of the Trustees may be held either in person or by suitable Communication agreed by the Trustees in which all participants may communicate with all the other participants
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)

- 4.6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting
- 4.8 The provisions of Clause 5.4 of the Memorandum relating to conflict of interest procedure take effect as though repeated here

5. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity

- 5.1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act
- 5.2 to appoint a Chairman, Treasurer and other honorary officers from among their number
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)
- 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)

5.7 to establish procedures to assist the resolution of disputes within the Charity

5.8 to exercise any powers of the Charity which are not reserved to a general meeting

5.9 if the Trustees shall at any time be or be reduced in number to less than the number prescribed by Article 3.2 it shall be lawful for them to act as Trustees for the purposes of admitting persons as Trustees filling up vacancies in their body or summoning a General Meeting but not for any other purpose

6. RECORDS & ACCOUNTS

6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of.

6.1.1 annual reports

6.1.2 annual returns

6.1.3 annual statements of account

6.2 The Trustees must keep proper records of

6.2.1 all proceedings at general meetings

6.2.2 all proceedings at meetings of the Trustees

6.2.3 all reports of committees and

6.2.4 all professional advice obtained

6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

7. NOTICES

7.1 Notices under these Articles may be sent by hand, or by post or by suitable Electronic Communication or (where applicable to members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Charity

7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members

7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

7.3.1 24 hours after being sent by Electronic Communication or delivered by hand to the relevant address

7.3.2 two clear days after being sent by first class post to that address

7.3.3 three clear days after being sent by second class or overseas post to that address

7.3.4 on the date of publication of a newspaper containing the notice

7.3.5 on being handed to the member personally or, if earlier,

7.3.6 as soon as the member acknowledges actual receipt

- 7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

8. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

9. INTERPRETATION

In the Memorandum and in these Articles:

9.1 "The Act" means the Companies Act 1985

"AGM" means an annual general meeting of the Charity

"these Articles" means these articles of association

"Chairman" means the chairman of the Trustees

"the Charity" means the company governed by these Articles

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act 1993

"clear day" means 24 hours from midnight following the relevant event

"the Commission" means the Charity Commissioners for England and Wales

"Communication" and "Electronic Communication" mean the same as in the Electronic Communications Act 2000

"EGM" means an extraordinary general meeting of the Charity

"financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

"material benefit" means a benefit which may not be financial but has a monetary value

"member" and "membership" refer to membership of the Charity

"Memorandum" means the Charity's Memorandum of Association

"month" means calendar month

"the Objects" means the Objects of the Charity as defined in clause 3 of the Memorandum

"Secretary" means the Secretary of the Charity

"taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects and the profits of which are liable to tax

"Trustee" means a director of the Charity and "Trustees" means all of the directors

"written" or "in writing" refers to a legible document on paper including a fax message

"year" means calendar year

9.2 Expressions defined in the Act have the same meaning

9.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it