

Company Number: 2770257

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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MEMORANDUM AND ARTICLES OF ASSOCIATION

of

***THE BRITISH QUALITY FOUNDATION***

Incorporating the amendments made at Annual General Meetings  
on 26 April 1994, 22 May 1995, 22 May 1996, 20 May 1998,  
23 May 2002, 15 July 2004 and 9 July 2008

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**THE BRITISH QUALITY FOUNDATION**

- 1.<sup>1</sup> The name of the Foundation is "The British Quality Foundation" ("the Foundation").
2. The registered office of the Foundation will be situate in England.
- 3.<sup>2</sup> The Foundation's objects are:
  - (1)<sup>3</sup> to be a leader in helping organisations of all kinds to improve their performance and achieve sustainable excellence; and
  - (2)<sup>4</sup> without prejudice to the generality of paragraph (1) above:
    - (a) to grow membership across all private, public and voluntary sectors to enhance the implementation of business excellence principles and techniques.
    - (b) to develop products and services which appeal to large and small organisations to assist the understanding and deployment of business excellence.
    - (c) to exert positive influence on policy and decision makers, and their organisations, to help promote the principles of business excellence to a wider audience.
    - (d) to promote the use of the Business Excellence Model as the primary driver for sustainable organisational excellence, and ensure regular review and improvement.

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<sup>1</sup> as amended by a Special Resolution passed by the members at an AGM held on 23 May 2002  
<sup>2</sup> as amended by a Special Resolution passed by the members at an AGM held on 20 May 1998, and as renumbered by a Special Resolution passed by the members at an AGM held on 23 May 2002  
<sup>3</sup> as amended by a Special Resolution passed by the members at an AGM held on 22 May 1996, and as renumbered and amended by a Special Resolution passed by the members at an AGM held on 23 May 2002  
<sup>4</sup> as renumbered by a Special Resolution passed by the members at an AGM held on 23 May 2002

- (e) to ensure that the UK Quality Award for Business Excellence is recognised as the most prestigious award for any organisation in the UK to aspire to, and that the Award winners are acknowledged as role models of excellence.
- (f)<sup>5</sup> to generate a growing income for the Foundation to fund a planned expansion on a not-for-profit basis.

4.<sup>6</sup> With respect to the foregoing objects, but not otherwise, the Foundation shall have the following powers:

- (1) to arrange, provide for or join in arranging and providing for lectures, meetings, discussions, conferences and educational courses on subjects of general and special interest in the field of quality and to organise and publicise exhibitions and to promote and conduct any other educational activities (whether in the United Kingdom or elsewhere) in furtherance of the objects of the Foundation or any of them.
- (2) to prepare, publish or arrange for the publication of books, pamphlets, reports, bulletins, periodicals and other publications and to provide for their distribution.
- (3) to establish, maintain and extend a library accessible to the general public of books, works and manuscripts on the subject of total quality and its application and other subjects allied thereto.
- (4) to purchase, lease, exchange, hire or otherwise acquire, dispose of or deal with any real or personal property and any rights or privileges necessary for the attainment of the objects of the Foundation and to construct, alter or maintain any buildings required for such purposes.
- (5) to promote, establish, maintain and support or assist in the promotion, establishment or maintenance of bodies, associations, institutions, schemes, trusts and funds having objects similar to those of the Foundation.
- (6) to act as trustee of any charitable trust established solely or principally for objects similar to those of the Foundation.

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<sup>5</sup> as amended by a Special Resolution passed by the members at an AGM held on 23 May 2002

<sup>6</sup> as renumbered by a Special Resolution passed by the members at an AGM held on 23 May 2002

- (7) to co-operate with other national or international organisations for the attainment of the objects of the Foundation or any of them.
- (8) 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.
- (9) to collect gifts or money and other property by way of addition to the funds of the Foundation.
- (10) to borrow or raise money and to issue debentures or other securities and to mortgage and charge all or any parts of the property of the Foundation for the purpose of promoting its objects 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.
- (11) to employ, or otherwise to procure the provision of services by, any person on such terms as (the Board of) the Foundation may think fit.
- (12) to pay or confer or procure the payment or conferral of remuneration, fees, gratuities, pensions, annuities, allowances or other benefits of any description including benefits on death to or on any employees of the Foundation and to their relations, connections or dependants or to any funds, trusts, insurances or schemes or to do any other thing likely to benefit any such persons.
- (13)<sup>7</sup> to carry out any trade.
- (14) to operate bank accounts in the name of the Foundation and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments.
- (15) to insure the property of the Foundation against any foreseeable risk and take out other insurance policies to protect the Foundation when required.

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<sup>7</sup> sub-clauses (13) to (22) of clause 4 were inserted by a Special Resolution passed by the members at an AGM held on 23 May 2002

- (16) to delegate upon such terms and at such reasonable remuneration as the Foundation may think fit to professional investment managers the exercise of all or any of its powers of investment.
- (17) to permit any investments belonging to the Foundation to be held in the name of any bank or company as nominee for the Foundation and to pay any such nominee reasonable and proper remuneration for acting as such.
- (18) to establish and regulate regional, national and international groups or branches.
- (19) to establish and control or to support or aid in the establishment, control and support of any companies, associations or institutions in any way connected with the purposes of the Foundation or calculated to further its objects.
- (20) to enter into any joint initiatives, programmes of work or other ventures with any company, charity, voluntary organisation or public body.
- (21) to amalgamate with, acquire the assets of or in any other way to merge with any organisation which has objects which are or include objects similar to those of the Foundation.
- (22) to do all such other lawful things as may further the attainment of the objects of the Foundation or any of them.

5.<sup>8</sup> The income and property of the Foundation from whatsoever source 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. However, nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Foundation or to any member of the Foundation or other person in return for any services rendered to the Foundation.

6. The liability of the members is limited.

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<sup>8</sup> clause 5 was amended by a Special Resolution passed by the member at an AGM held on 26 April 1994, and clauses 5 to 9 were renumbered by a Special Resolution passed by the members at an AGM held on 23 May 2002

7. Every member of the Foundation other than honorary members undertakes to contribute to the assets of the Foundation in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Foundation contracted before the time at which he ceases to be a member, and the costs, charges and expenses for winding up of the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding One Pound.
8. 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 body having objects similar to the objects of the Foundation or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto.
9. True accounts shall be kept of the sums of money received and expended by the Foundation and the matters in respect of which receipts and expenditure take place, and of the property, credits, and liabilities of the Foundation, in books of account which shall be kept at the Registered Office of the Foundation, or at such other place or places as the Foundation shall think fit 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, shall be open to the inspection of the members. Once at least in every year the accounts shall be examined, and the correctness of the statement and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

**Names and Addresses of Subscribers**

Alan Underwood  
Head of Group Quality  
A person duly authorised to sign on behalf of  
British Telecom Plc  
Cheapside House  
138 Cheapside  
London EC2V 6JH

John Piggott  
A person duly authorised to sign on behalf of  
Partners in Change Limited  
9 Brackendale Grove  
Harpenden  
Hertfordshire AL5 3EL

Dated the 26th day of November 1992

**Witness to the above signatories:**

Christopher John Marshall Carrington  
61 Southwark Street  
London SE1 1SB

**ARTICLES OF ASSOCIATION**  
**of**  
**THE BRITISH QUALITY FOUNDATION**

**Preliminary**

1. In these Articles:<sup>1</sup>

"Acts" means the Companies Act 1985 and the Companies Act 1989 including any statutory modification or re-enactment thereof for the time being in force;

"the Foundation" means the British Quality Foundation;

"Board" means the Board of the Foundation established in accordance with Clause 32<sup>2</sup> of these Articles;

"members" means all those who are members of the Foundation as provided for by Clause 2 of these Articles;

"nominated representative" means the person nominated by a member to represent its interests in all activities of the Foundation;

"Seal" means the common seal of the Foundation.

Reference to writing shall include any visible substitute for writing and to anything in one such form and partly in another.

Words denoting the singular include the plural and vice versa, words denoting the masculine gender include the feminine gender and words denoting persons include corporations.

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<sup>1</sup> in this Preliminary and in Clauses 55, 56 and 57, with subsequent Clauses renumbered, reference to the Executive Committee was deleted by a Special Resolution passed by the members at an AGM held on 15 July 2004

<sup>2</sup> as renumbered by a Special Resolution passed by the members at an AGM held on 23 May 2002



Words or expressions contained in the Articles bear the same meaning as in the Acts but excluding any statutory modification thereof not in force at the date of incorporation of the Company.

Subject to the preceding paragraph, references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force.

Headings are inserted for convenience only and do not affect the construction of these Articles.

### **Membership**

2. Any private or public body or organisation which is incorporated or otherwise has a distinct (legal) identity may become a member of the Foundation upon payment of the subscription stipulated by the Foundation.
3. The Board may at its discretion offer honorary personal membership of the Foundation to distinguished individuals in the field of quality.
4. Associate membership of the Foundation shall be accorded to recognised external bodies invited to participate in the Foundation's activities if such bodies are not otherwise members of the Foundation.
5. Membership of the Foundation shall not be transferable or transmissible.

### **Contribution to Funds**

6. The subscription for members shall be as the Board shall from time to time fix.
- 7.<sup>3</sup> Members of the Foundation whose subscriptions are three months or more in arrears shall not be entitled to attend any meetings of the Foundation, or receive any of its publications, or to participate in any of the rights or privileges of the Foundation. Any members of the Foundation who leave their subscriptions in arrears for three months, and who fail to pay such arrears within one month after a written request has been sent

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<sup>3</sup> Articles 7 and 8 as amended by a Special Resolution passed by the members at an AGM held on 22 May 1995 and Article 8 as amended by a Special Resolution passed by the members at an AGM held on 9 July 2008

to them by the Chief Executive, may be struck off the Register of Members by the Board. They shall thereupon cease to have any rights as members of the Foundation, but shall nevertheless continue to be liable to pay the arrears of subscription due at time of their names being struck off.

- 8.<sup>3</sup> Members of the Foundation, excluding Sponsor Members, wishing to withdraw from the Foundation must signify their intention to do so, in writing, before the date of membership renewal or within one month of receiving their subscription renewal invoices, whichever is the later, otherwise they will be liable for their subscriptions for the following period. Sponsor Membership is a special category that receives exclusive benefits and services that are not available to other members. Each Sponsor Member commits to a three-year term of membership by signing a Sponsor Commitment Form. At the end of a three-year term, a Sponsor Member wishing to continue its membership may only do so by committing to a new three-year term by signing a new Sponsor Commitment Form. A Sponsor Membership commitment may not be terminated by the member until the end of the three-year term covered by the commitment.

### **Expulsion**

9. The Board shall have the right to expel from the Foundation any member whose conduct is in the Board's opinion damaging to the Foundation's objects as set out in its Memorandum of Association. Conduct considered damaging to the Foundation's objects shall include conviction by a competent tribunal for fraud or other misdemeanours inconsistent with best corporate practice.

### **Certificates of Membership**

10. Every member shall be entitled to receive from the Board a Certificate of his membership under the seal of the Foundation. Every such Certificate shall remain the property of the Foundation, and shall on demand be returned to the Foundation. Provided they have continued to pay their subscriptions, members shall also be entitled to make reference to their membership of the Foundation in writing or otherwise after their name.

## General Meetings

- 11.<sup>4</sup> An Annual General Meeting shall be held once each calendar year at such time, not being more than 15 months after the holding of the last preceding Annual General Meeting, and place as the Board may appoint and shall be specified as such in the notices convening it. The business to be transacted thereat shall comprise, inter alia:
- Presentation of Annual Report of the Board
  - Presentation of Accounts and Balance Sheet
  - Election of Board
  - Appointment of Auditors
- 12.<sup>5</sup> All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings. Extraordinary General Meetings may be convened by the Board at any time it thinks fit. They shall also be convened by the Board wherever a requisition signed by 10 per cent of the members of the Foundation, specifying the object of the meeting, is left with the Chief Executive. If for 21 days after the delivery of such a requisition a meeting is not convened, the requisitionists may themselves convene a meeting in accordance with the requisition.
13. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 21 days' 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 14 days' 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 the general nature of the business to be transacted thereat, and shall be given, in the 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 these Articles entitled to receive such notices from the Foundation.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any body or organisation entitled to receive notice shall not invalidate the proceedings at that meeting.

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<sup>4</sup> as amended by a Special Resolution passed by the members at an AGM held on 26 April 1994

<sup>5</sup> as amended by Special Resolutions passed by the members at AGMs held on 26 April 1994 and 23 May 2002

15. No business other than that the general nature of which shall have been specified in the notice shall be transacted at any meeting.

16. Subject as provided in Article 71<sup>6</sup> hereof:

Notice of Annual General Meetings and Extraordinary General Meetings shall be given to every person on the Register of Members of the Foundation and to the Auditor or Auditors of the Foundation.

17. Twelve members of the Foundation shall constitute a quorum for the purpose of any General Meeting.

18. The President shall be Chairman at every General Meeting or in his absence the Vice-President, or failing the Vice-President another member of the Board and if none of the above be present and willing to take the chair, one of the members present shall be elected Chairman of the meeting.

19. If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting the members present shall be a quorum.

20. 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 30 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.

21.<sup>7</sup> 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

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<sup>6</sup> as renumbered by a Special Resolution passed by the members at an AGM held on 23 May 2002

<sup>7</sup> sub-clauses (1) and (2) of Article 21 were renumbered by a Special Resolution passed by the members at an AGM held on 23 May 2002

- (1) by the Chairman; or
- (2) by at least three members present in person.

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, or not carried by a particular majority, and any 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.

22. Except as provided in Article 24, if a poll is duly demanded it shall be taken at such time and in such manner as the Chairman directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. 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.
24. 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 a 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.
25. The acceptance or rejection of votes by the Chairman shall be conclusive for the purpose of the decision of the matter in respect of which the votes are tendered; provided that the Chairman may review his decision at the same meeting if any error be then pointed out to him.

### **Votes of Members**

- 26.<sup>8</sup> Subject to Article 7, every member shall have one vote. All votes (whether by a show of hands or a poll) shall be given by:

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<sup>8</sup> as amended by a Special Resolution passed by the members at an AGM held on 23 May 2002

- (1) a duly nominated representative of a Member; or
- (2) by a person duly appointed by a Member to act as its proxy and to attend and vote at a General Meeting in its place.

27.<sup>9</sup> The instrument appointing a proxy shall be in writing signed by the member making such appointment and shall be substantially in the following form or in any other form the Board may approve:

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<sup>9</sup> Articles 27 to 31 were inserted by a Special Resolution passed by the members at an AGM held on 23 May 2002

BRITISH QUALITY FOUNDATION

"[*Member's name and address*] being a Member of British Quality Foundation hereby appoint:

"[name and address of proxy holder] or failing him/her,

"[name and address of substitute],

"as its proxy to vote on its behalf at the [Annual/Extraordinary/Adjourned] General Meeting of the Foundation to be held on the ..... day of ..... and any adjournment thereof.

"Signed this [*date*]

"["Signature on behalf of Member"]"

28. Any instrument appointing a proxy for a Member shall be deposited at the Office at least 20 hours before the time of the General Meeting or at such other place within the United Kingdom as is specified in the notice convening the General Meeting.
29. Each proxy received by the Foundation shall expire on the earlier of
  - (1) receipt by the Foundation of any replacement proxy;
  - (2) the date such Member ceases to be a member of the Foundation; or
  - (3) 12 months from the date of its execution.
30. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
31. No objection shall be raised to the qualification of any voter except as the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

## **The Board**

- 32.<sup>10</sup> Subject to the provisions of the Acts, the Memorandum of Association of the Foundation and these Articles, the business of the Foundation shall be managed in accordance with the guidance and decisions of the Board.
- 33.<sup>11</sup> The Board shall consist of not more than 16 members. The members of the Board shall elect annually from their number a President and one Vice-President. The President and Vice-President shall retire each year at the close of the Annual General Meeting, but they shall be eligible for a further term of office.
- 34.<sup>12</sup> Members of the Board shall hold office until, and shall retire at, the Annual General Meeting two years after that at which they were elected to the board. They shall be eligible to stand for re-election for a further term of office at the Annual General Meeting at which their existing term of office expires.
35. The Board shall have power to co-opt up to a maximum of four additional members of the Board. Co-opted members shall not have voting rights and shall only hold office until the next succeeding Annual General Meeting.
- 36.<sup>13</sup> The Board shall have the power to fill any vacancies in its membership which may arise. Any such nominated members shall seek formal election to the Board at the first Annual General Meeting after their appointment.
37. Candidates for membership of the Board may also be nominated by the nominated representatives of not less than five members of the Foundation other than the candidate's own organisation. In the event that such a nomination or nominations results in more nominations for membership of the Board for the succeeding year than is provided for by Articles 33<sup>14</sup> and 34<sup>15</sup>, a poll of the nominated representatives of members of the Foundation present at the relevant Annual General Meeting shall be held to determine which of the nominated candidates shall serve on the Board for the succeeding year.

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<sup>10</sup> Articles 32 to 42 were renumbered by a Special Resolution passed by the members at an AGM held on 23 May 2002

<sup>11</sup> as amended by Special Resolutions passed by the members at AGMs held on 16 April 1994, 22 May 1995, and 23 May 2002

<sup>12</sup> as amended by a Special Resolution passed by the members at an AGM held on 22 May 1995

<sup>13</sup> as amended by a Special Resolution passed by the members at an AGM held on 22 May 1995

<sup>14 and 15</sup> as renumbered by a Special Resolution passed by the members at an AGM held on 23 May 2002



38. The office of a member of the Board shall be vacated if he shall become bankrupt, or of unsound mind, or shall resign his office by notice in writing to the Foundation.

### **Powers and Duties of the Board**

39. The Board shall be responsible for determining the general policy and acts of the Foundation in relation to the attainment of its objects. It shall formulate such guidance and make such decisions as are necessary to this end subject to the advice of the Executive Committee, including the Committee's advice on the financial resources available for the attainment of the Foundation's objects.
40. The Board may regulate its own procedure and delegate any of its powers and discretions to any one or more of its body and may determine its own quorum; if no other number is prescribed three members of the Board shall form a quorum.
41. The President or any two members of the Board may at any time convene a meeting of the Board. The Board shall, however, meet at least twice in the period between successive Annual General Meetings.
42. The Board shall cause minutes of all proceedings of General Meetings and all proceedings at meetings of the Board to be entered in books kept for that purpose.
- 43.<sup>16</sup> Subject to article 61 the Board may delegate any of its powers or the implementation of any of its decisions to any committee.
44. The Board may constitute such Advisory Boards as it shall think fit to advise it on any matter within the objects of the Foundation. The Board shall specify the membership, terms of reference and procedures applicable to such Advisory Boards.
- 45.<sup>17</sup> The Board shall cause proper books of account to be kept with respect to:
- (1)<sup>18</sup> all sums of money received and expended by the Foundation and the matters in respect of which the receipt and expenditure takes place;

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<sup>16</sup> Articles 43 and 44 were inserted by a Special Resolution passed by the members at an AGM held on 23 May 2002

<sup>17</sup> Articles 45 to 55 were renumbered by a Special Resolution passed by the members at an AGM held on 23 May 2002

<sup>18</sup> Sub-clauses (1) to (3) of Article 45 were renumbered by a Special Resolution passed by the members at an AGM held on 23 May 2002

- (2) all sales and purchases of goods by the Foundation; and
  - (3) the assets and liabilities of the Foundation.
46. The book of account shall be kept at the registered office of the Foundation, or, subject to the Acts at such other place or places as the Board thinks fit, and shall always be open to the inspection of the members of the Board.
  47. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions and 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 and no member (not being a member of the Board) shall have any right of inspecting any accounts or book or documents of the Foundation except as conferred by Statute or authorised by the Board or by the Foundation in General Meeting.
  48. The Board shall from time to time, in accordance with the Acts, cause to be prepared and to be laid before the Foundation in General Meeting such accounts and reports as are required by the Acts to be so prepared and laid.
  49. 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 21 days before the date of the meeting be sent to the Auditors and to every member of the Foundation. Provided that this Article shall not require a copy of those documents to be sent to any person who is not entitled to receive notices of General Meetings.
  50. The financial year of the Foundation shall end on 31 December in each year; and the accounts of the Foundation shall be made up each year to that date, and, after having been approved by the Board and examined and the correctness thereof ascertained by an Auditor or Auditors, shall be laid before the Annual General Meeting next following.
  51. The Board may, upon receipt of a request to that effect, from any Society with objects kindred to those of the Foundation, arrange for the union, alliance or incorporation of such Society with the Foundation and may also if they think fit remit or reduce the entrance fees of the members of such Society at the time of union, alliance or

incorporation; provided that such union, alliance or incorporation shall be sanctioned by an Extraordinary General Meeting.

52. The Board shall cause to be prepared a common seal of the Foundation, and shall make all necessary provision for its safe custody and the proper use thereof.
53. The members of the Board and the chief executive shall be indemnified out of the funds and property of the Foundation from and against all costs, charges, damages and expenses whatsoever which they, or any of them, shall sustain by reason of their respectively accepting office or acting in execution of the duties or powers imposed upon or given them by the Articles of Association, subject always to the provisions of the Acts.
54. No action taken by the Board, which is within the powers of the Foundation and which shall receive the sanction of the Foundation in General Meeting shall be afterwards impeached by any member of the Foundation on any ground whatsoever, but it shall be deemed to be an act of the Foundation.

### **Officers**

55. The appointed officers of the Foundation shall consist of:
  - (1) a chief executive; appointed on conditions of tenure to be determined by the Board who may also if it considers it desirable discharge him from office, subject to the conditions applying to his tenure of office.
  - (2) President of the Board and Vice-President of the Board who shall be appointed and removed by the Board under Rules which have been agreed by the Board and which may from time to time be amended by the Board.
56. In addition a financial controller may be appointed on conditions of tenure to be determined by the Board who may also if they consider it desirable discharge him from office, subject to the conditions applying to his tenure of office.
57. The powers and duties of the officers of the Foundation shall be determined by the Board who shall pay to the chief executive and other employees of the Foundation such salaries, wages or remuneration as the Board shall from time to time think proper, and the Board may make such provision for and grant such pensions to the chief

executive and other employees after their retirement from the service of the Foundation as the Board may think proper. The provisions of the Acts shall apply and be observed.

### **Committees**

58.<sup>19</sup> Unless the context requires otherwise the following provisions shall apply to each of the committees of the Foundation, namely:-

- (1) the composition and terms of reference of any committee shall be entirely in the discretion of the Board and may comprise such of their number as the Board may specify;
- (2) the chairman of any committee shall be a member of the Board;
- (3) The resolution of the Board making any delegation under Article 43 shall specify those who shall serve or be asked to serve on a committee (although the resolution may allow the committee to make co-options up to a specified number) together with any mechanisms for the appointment of new or replacement committee members;
- (4) the deliberations of any committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported as soon as possible to the Board;
- (5) every committee shall appoint a secretary;
- (6) all delegations of powers made under this Article shall be revocable at any time;
- (7) unless the terms of the delegation to a committee are to the contrary, a Committee may delegate any of its powers or the implementation of any of its resolutions to any sub-committee (and the provisions of this article shall apply to such delegation with all such changes as the context shall require);

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<sup>19</sup> Clauses 58 and 59 were inserted by a Special Resolution passed by the members at an AGM held on 23 May 2002

- (8) the Board may make such regulations and impose such terms and conditions and give such mandates to any such committee as it may from time to time think fit;
- (9) All acts done by a meeting of any committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the committee or that any of members were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the committee and had been entitled to vote.

### **Meetings (other than General Meetings)**

59. The following provisions shall apply to meetings of any committee of the Foundation (and for the purpose of this article the term “committee” shall include the Board; the Executive Committee and any Advisory Board constituted pursuant to 44):
  - (1) A resolution in writing, signed by all the members of a committee for the time being shall be as valid and effective as if it had been passed at a meeting of the committee duly convened and held; and
  - (2) Members of any committee may participate in or hold a meeting of the committee by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear or speak to each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the committee duly convened and held with such persons physically present.

### **Auditors**

- 60.<sup>20</sup> The appointment, powers and duties of the Auditors shall be regulated in accordance with the provisions of the Acts.

### **Property and Funds**

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<sup>20</sup> Clauses 60 to 65 were renumbered by a Special Resolution passed by the members at an AGM held on 23 May 2002

61. The Board may authorise the investment in the name of the Foundation of monies of the Foundation not immediately required for its purposes.
62. The Board may authorise the borrowing of moneys for the purposes of the Foundation on the security of the property of the Foundation or otherwise at their discretion.

### **Notices**

- 63.<sup>21</sup> Any notice to be given to or by any person pursuant to the articles shall be in writing (or shall be given using electronic communications) except that a notice calling a meeting of the Board need not be in writing.
64. The Foundation may give any notice to a Member personally, or by sending it by post in a prepaid envelope addressed to the Member at his registered address, or by leaving it at that address or by transmission to an electronic mail address or facsimile number notified to the Foundation by the Member for that purpose.
65. A Member represented at any meeting of the Foundation shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
66. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Notice of a meeting shall be deemed to have been given:-

<i>Method of delivery</i>	<i>Date of deemed receipt</i>
Personal delivery	Date of delivery
Post	48 hours after the envelope containing the notice was posted
Hand delivery to Member's notified address	Date of delivery
Facsimile transmission	Date of successful transmission

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<sup>21</sup> Clauses 63 to 66 were inserted by a Special Resolution passed by the members at an AGM held on 23 May 2002

Electronic mail message

Date of transmission

- 67.<sup>22</sup> The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

### **Winding Up**

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

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<sup>22</sup> Clauses 67 and 68 were renumbered by a Special Resolution passed by the members at an AGM held on 23 May 2002