

824076

Copy of resolutions

*[Signature]*All on a 0 very
14/9/01

Minutes of the Extraordinary Meeting of the Members of the Charity,
WellBeing, held at the Royal College of Obstetricians & Gynaecologists
on 9th March 2001

Present:

Sir Victor Blank Chairman
Mr Peter Bowen Simpkins
Professor J Drife
Lady Hodgson
Sir Geoffrey Leigh
Dr Elizabeth Nelson
Mr David Pring
Professor R W Shaw
Mrs Deborah Ziff

*On behalf of the Charity Commissioners for England and
Wales consent under s. 64 of the Charities Act 1993 is
hereby given to these proposed amendments.*

[Signature]

Assistant Commissioner

In Attendance:

Mrs J Arnell, Director WellBeing
Mr Paul Barnett, Company Secretary WellBeing



1 Welcome

Sir Victor Blank welcomed the members of the Charity to the extraordinary general meeting. He reminded the Committee that the amendments to the constitution of WellBeing included changes to both the Memorandum of Association and the Articles of the Association and had been discussed at two meetings of Council. It was now the responsibility of the extraordinary general meeting to consider ratifying the special resolutions.

2 Special Resolutions

The following special Resolutions were ratified subject to the approval of the Charity Commission:

Ratified:

Special resolutions: WellBeing Companies Act 1985

Ratified:

A. That the Memorandum of Association of the Company be amended as follows:

1. The word "Company" shall be substituted for the word "Fund" wherever it occurs.
2. In Clause 3 paragraph (2) shall be re-numbered as a separate Clause 3A and paragraphs (3) to (18) lettered as (f) to (u).
3. The word "Board" shall be substituted for the word "Council" wherever it occurs.
4. Clauses 5 and 6 shall be deleted.

B. That the Articles of Association of the Company be amended as follows:

1. In Article 1
in the definition of "the Acts" the words "including any statutory modification or re-enactment thereof for the time being in force" shall be deleted;

for the definition of the "the Council" there shall be substituted:

" "the Board" means the Board, or governing body howsoever named, of the Company, and a member of the Board shall be a director for the purposes of the Acts and a charity trustee for the purposes of section 97(1) of the Charities Act 1993; "

and the following shall be added at the end of the Article:

"Any reference to an enactment includes any statutory modification or re-enactment thereof."

2. The word "Board" shall be substituted for the word "Council" wherever it occurs.

3. In Article 1 the definition of "the F&E Committee" shall be deleted.

4. For Article 2 there shall be substituted the following:

"2. The members of the Company shall be those persons admitted as such by the Board, having delivered an application in such form as the Board may require."

5. Article 4(c) shall be deleted.

6. In Article 11 the words "of a duly authorised representative of a corporation" shall be deleted.

7. For Article 13 there shall be substituted the following:

"13. Provided that he is a member of the Company, the Chairman of the Board, shall preside as chairman of the meeting. In his absence, the members present shall elect one of their number to preside."

8. In Article 15, sub-paragraph (b) shall be deleted, and sub-paragraphs (c) and (d) re-lettered as (b) and (c) respectively.

9. Articles 29 to 31 shall be deleted (*show as "29.to 31. Deleted.*).

~~9. In Article 31 for "F&E Committee" there shall be substituted "Board".~~ *already deleted*

10. For Articles 32 to 34 there shall be substituted:

" 32. The Board shall consist of

- (a) the President of the College and the Chairman of the WellBeing/College Research Advisory Committee, ex officio;
- (b) four persons appointed the Board on the nomination of the College; and
- (c) nine persons appointed by the members of the Company in general meeting.

Appointed members of the Board shall serve for three years and shall be eligible for re-appointment, provided that an appointed member shall not serve more than three terms.

33. The Company shall have power, by resolution passed by a majority of not less than three-quarters of the members of the Company at a meeting of the Company, to remove any member of the Board appointed by the Company, and to replace such member, or otherwise fill any casual vacancy amongst the members of the Board appointed by the Company, provided that the person appointed to replace a member of the Board, or to fill a casual vacancy, shall serve only for the unexpired portion of the period of office of the person replaced.

34. The Board shall appoint one of its number, being a person appointed under Article 32(b) or (c), to be Chairman of the Board, who shall serve for three years but shall be eligible for re-appointment."

11. In Article 35 "or any such representative" shall be deleted.

12. For Article 38(c) there shall be substituted:

(c) if he becomes prohibited by law from being a director of a company or a trustee of a charity:"

13. In Article 38(e) there shall be added "(but only if at least one member of the Board will remain in office when the resignation is to take effect)".

14. Article 38(f) shall be deleted.

15. In Article 39 "(except in respect of such matters as are herein expressly delegated to the F&E Committee)" shall be deleted.

16. In Article 41 "(and, for the avoidance of doubt, the F&E Committee is such a committee and derives its powers from the Council)" shall be deleted.

17. Articles 56 to 64 shall be deleted (*mark as " 56. to 64. Deleted."*).

18. In Article 65 for "F&E Committee" there shall be substituted "Board or a committee thereof".

19. In Article 66 for "Council and the F&E Committee" and for "relevant body" (where these words twice occur) there shall be substituted "Board".

20. In Articles 67 to 70 "Board" shall be substituted for "F&E Committee" wherever these words occur.

21. In Article 70 at the end there shall be added "The Company shall comply with its accounting and reporting obligations under the Charities Act 1993 and under the Acts."

22. In Article 71 the words "or Company" shall be substituted for "or by any accountant duly authorised in writing by the College".

The Companies Acts, 1948 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

(As altered by Special Resolutions passed on 16th April 1975, 21st June 1993, and 9th March 2001,
the last approved by the Charity Commissioners for England and Wales on 24th May 2001)

of

WELLBEING (THE HEALTH RESEARCH CHARITY FOR WOMEN AND BABIES)

-
- *1. The name of the Company (hereinafter called the "**Company**") is "WellBeing (The Health Research Charity for Women and Babies)".
 2. The registered office of the Company will be situate in England.
 3. The objects for which the Company is established are:
 - (1) (a) to promote the sciences of obstetrics and gynaecology and related subjects generally and to advance education therein; and
 - (b) to promote study and research work in obstetrics and gynaecology and related subjects and publish the results of all such study and research.
 - 3A. In furtherance of the foregoing objects but not further or otherwise the Company shall have the following powers:
 - (a) to promote post-graduate medical training and the training of research workers, midwives, nurses and other persons (whether or not medically qualified) and to create research fellowships;
 - (b) to encourage and promote the exchange of knowledge, information, experience, personnel and ideas relating to obstetrics and gynaecology and related subjects;
 - (c) to grant sums of money for the purposes or for the promotion of any of the objects of the Company;
 - (d) to raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription or donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for its charitable objects;

* The Company was incorporated with the name Childbirth Research Centre. By Special Resolution passed on 2nd February, 1972 the name of the Company was changed to The National Fund for Childbirth Research, and by Special Resolution passed on 16th April, 1975 the name of the Company was changed to Birthright, and by Special Resolution passed on 9th March 2001 the name of the Company was changed to WellBeing (The Health Research charity for Women and Babies).

- (e) to co-operate with any person or body of persons or society whether incorporated or not carrying on charitable work or having charitable objects similar to the work and objects of the company;
- (f) to print, publish and circulate books, pamphlets and information relating to obstetrics and gynaecology, and to print, publish and circulate questionnaires with the object of assisting research into the said subjects by means of statistical information;
- (g) to establish, subsidise, promote, amalgamate, co-operate or federate with, affiliate or become affiliated to, act as trustee or agent for or manage or lend money or assistance to any association, society, company or other body, whether or not incorporated, whose objects are wholly of a charitable nature, but so that none of the funds of the Company shall be paid to any federated, affiliated or co-operative association, society or other body which does not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company by clause 4 of this Memorandum of Association;
- (h) to found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Company's objects or any of them;
- (i) to solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy, or annuity, subscription, contribution or fund for the purpose of promoting the Company's objects or any of them, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund and in connection therewith to employ staff or independent experts to assist in any appeal for funds;
- (j) to undertake, accept, execute and administer, without remuneration, any charitable trusts;
- (k) to establish and or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its objects or any of them;
- (l) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company;
- (m) to sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion of its objects or any of them;
- (n) to borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the

purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company;

- (o) to lay out or invest any monies of the Company and for the time being unapplied in the acquisition by purchase or otherwise of such shares, stock, securities, policies of assurance, land (or the proceeds of sale thereof) or other investments or property of whatever nature and wherever situated and whether involving liability or not as the Fund in its discretion deems fit to the intent that the Company shall be empowered to invest and transpose the investment of the Company in the same restricted manner as if it were beneficial owner of the assets of the Company;
- (p) for the purposes aforesaid, to draw, accept, make, endorse, issue and negotiate bills of exchange, promissory notes and other negotiable instruments;
- (q) to apply for and obtain any legislative, municipal or other Acts or authorisations for the purpose of enabling the Company to carry any of its objects into effect;
- ® to procure the registration or incorporation of the Company in or under the laws of any place outside England;
- (s) to pay all expenses of and incidental to the incorporation and establishment of the Company;
- (t) to do all such other lawful things as shall further the foregoing objects or any of them; and
- (u) to do all or any of the things and matters aforesaid in any part of the World;

provided that:

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

Secretary of State for Education and Science over such Board or other Governing Body, but they shall, as regards any such property, be subject jointly and separately to such control or authority, as if the Company were not incorporated.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding five per centum per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company, but so that no member of the Board of Management or Governing Body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board 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 Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board 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.

5. *(Deleted.)*
6. *(Deleted.)*
7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company 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 Company 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.
9. If upon the winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company 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 Company under or by virtue of clause 4 hereof, such charitable institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

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 DESCRIPTION OF SUBSCRIBERS

1.	A.D. BONHAM-CARTER	D.2 Albany, Piccadilly, W1	Company Director
2.	BRAIN	86 Harley Street, London W1	Physician
3.	IFOR EVANS	University College, London	Provost
4.	L.FARRER-BROWN	12 Constable Close, London NW11	Retired. Lately Director of the Nuffield Foundation
5.	H.E. HEITZ	140 Park Lane, London W1	Company Director
6.	G.R. HOLMAN	Flat 47, 56 Curzon St, London W1	Company Director
7.	R.J. KELLAR	27 Hope Terrace, Edinburgh 9	Obstetric Surgeon
8.	W.C.W. NIXON	25 Wimpole Street, London W1	Obstetric Surgeon
9.	JOHN H. PEEL	86 Harley Street, London W1	Gynaecologist
10.	ARTHUR PORRITT	10 Upper Wimpole St, W1	Surgeon
11.	H.O. SCHILD	Mole Ridge, St Mary's Road, Leatherhead	Pharmacologist
12.	WILFRID SHELDON	46 Harley Street, W1	Pediatrician

Dated this 7th day of October, 1964

Witnesses to the Signatures numbered above:

8, 10, 12	MARY A. ALEXANDER	36 Upper Park Road, London, NW3	Secretary
7	JANET M.A. LAING	153 Warrender Park Road, Edinburgh	Secretary
1,2,3,4,5,6, 11	C.N. SMITH	6 Elsworth Terrace, London, NW3	Medical Practitioner
9	MARIA EDWARDS	811 Chelsea Cloisters, Sloane Avenue, SW3	Secretary

THE COMPANIES ACTS 1985 TO 1989
 COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
 ARTICLES OF ASSOCIATION
 OF
 WELLBEING (THE HEALTH RESEARCH CHARITY FOR WOMEN AND BABIES)

(Adopted by Special Resolution passed on 23rd July 1992, and altered by Special Resolution passed on 9th March 2001 and approved by the Charity Commissioners for England and Wales on 24th May 2001)

Interpretation

1. In these Articles:

"**Acts**" means the Companies Acts 1985 and 1989;

"**Articles**" means the articles of the Company;

"**the Board**" means the Board, or other governing body howsoever named, of the Company and a member of the Board shall be a director for the purposes of the Acts and a charity trustee for the purposes of section 97(1) of the Charities Act 1993;

"**clear days**" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"**College**" means the Royal College of Obstetricians and Gynaecologists;

"**executed**" includes any mode of execution;

"**Office**" means the registered office of the Company;

"**seal**" means the common seal of the Company;

"**Secretary**" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; and

"**United Kingdom**" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

Any reference to an enactment includes any statutory modification or re-enactment thereof.

MEMBERS

2. The members of the Company shall be those persons admitted as such by the Board, having delivered an application in such form as the Board may require.
3. The rights of every member shall be personal to himself and shall not be transferable, transmissible or changeable by his own act, by operation of law or otherwise.
4. A member shall immediately cease to be a member upon the happening of any one of the following events:
 - (a) if he shall deliver a written resignation of membership to the Office; or
 - (b) if the member, being an individual, shall die or become of unsound mind or bankrupt or compound with his creditors or, being a corporation, shall go into liquidation or administration or have a receiver or administrative receiver appointed over its undertaking and assets or any part thereof.

GENERAL MEETINGS

5. An Annual General Meeting shall be held once every year at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Board. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
6. The Board may call General Meetings and, on the requisition of members pursuant to the provisions of the Acts, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of the Board to call a General Meeting, any member of the Board or any member of the Company may call a General Meeting.

NOTICE OF GENERAL MEETINGS

7. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice.

All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:

 - (a) in the case of an 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 being a majority together holding not less than ninety-five per cent. of the total voting rights at the meeting of all the members.
8. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

9. The notice and any other communications relating to any General Meeting which any member is entitled to receive shall be given to all the members and to the auditors.
10. 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.

PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, present in person each being a member, shall be a quorum.
12. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
13. Provided that he is a member of the Company, the Chairman of the Board shall preside as chairman of the meeting. In his absence, the members present shall elect one of their number to preside.
14. The Chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
15. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Acts a poll may be demanded:
 - (a) by the Chairman; or
 - (b) by at least three members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.
16. Unless a poll is duly demanded, a declaration by the Chairman that a resolution has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

17. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
18. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
20. 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 either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
21. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
22. Subject to the provisions of the Acts, a resolution in writing signed by or on behalf of all the members of the Company entitled to receive notice of and attend and vote at a meeting of the Company (which resolution may consist of two or more documents in the like form signed by or on behalf of one or more of the said members) or a resolution to which every such member has signified his approval in writing or by cable, telegram, facsimile or telex shall be as valid and effectual as if it had been passed at a meeting of the Company duly called and constituted. In the case of a corporation any such signature or approval may be given or signified on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. If the resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

VOTES OF MEMBERS

23. No member shall, unless the Board otherwise determine, be entitled to vote at any General Meeting, either personally or by proxy, unless all moneys presently payable by him to the Company have been paid. Subject as aforesaid, on a show of hands every member present in person shall have one vote and on a poll every member present in person or by proxy shall have one vote.
24. If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.
25. On a poll, votes may be given either personally or by proxy. No person other than a member may be appointed to act as a proxy.
26. An instrument appointing a proxy may be in any usual or common form or any other form which the Board may approve.

27. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:

- (a) be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any member of the Board;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

28. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

29. to 31 (*Deleted.*)

THE BOARD

32. The Board shall consist of:

- (a) the President of the College and the Chairman of the WellBeing/College Research Advisory Committee, ex officio;
- (b) four persons appointed by the Board on the nomination of the College; and
- (c) nine persons appointed by the members of the Company in General meeting.

Appointed members of the Board shall serve for three years and shall be eligible for reappointment, provided that an appointed member shall not serve more than three terms.

33. The Company shall have power, by resolution passed by a majority of not less than three-quarters of the members of the Company at a meeting of the Company, to remove any member of the Board appointed by the Company and to replace such member, or otherwise fill any casual vacancy amongst the members of the Board appointed by the Company, provided that the person appointed to replace a member of the Board, or to fill a casual

vacancy, shall serve only for the unexpired portion of the period of office of the person replaced.

34. The Board shall appoint one of its number, being a person appointed under Article 32(b) or (c), to be Chairman of the Board, who shall serve for three years but shall be eligible for re-appointment.
35. The members of the Board shall not be entitled to any remuneration for their services, but the Board may authorise the payment by the Company of any reasonable and proper out-of-pocket expenses incurred by him in the performance of his duties or otherwise in connection with the affairs of the Company.
36. No person shall be appointed as a member of the Board other than in the manner provided by or pursuant to Article 32 and the Company in general meeting shall have no power to appoint members of the Board except as therein provided.
37. There shall be no retiring age for members of the Board, and section 293 of the Companies Act 1985 shall not, if otherwise applicable, apply to the Company.

DISQUALIFICATION OF MEMBERS OF THE BOARD

38. The office of a member of the Board shall be vacated:
 - (a) if he ceases to hold office by virtue of any provision of the Acts or of these Articles or of any resolution duly passed pursuant to any such provision;
 - (b) if he becomes bankrupt or enters into any arrangement or composition with his creditors generally;
 - (c) if he becomes prohibited by law from being a director of a company or a trustee of a charity;
 - (d) if he becomes incapable by reasons of mental disorder, illness or injury of managing and administering his property and affairs;
 - (e) if he resigns his office by notice in writing to the Company delivered to the Office or tendered at a meeting of the Board (but only if at least one member of the Board will remain in office when the resignation is to take effect).

POWERS OF THE BOARD

39. Subject to the provisions of the Acts, the Memorandum of Association and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company. No alteration of the Memorandum of Association or the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by the Articles shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

40. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
41. The Board may delegate any of their powers to any committees whether consisting of one or more members of their body or not, as they think fit. Any such delegation shall be made subject to requirements as to reporting of acts, proceedings and decisions of the committee and may be made subject to any other conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Board so far as they are capable of applying: Provided that all resolutions of any such committee shall be of the nature of recommendations.

INTERESTS OF MEMBERS OF THE BOARD

42. Subject to the provisions of the Acts, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a member of the Board notwithstanding his office:
 - (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
43. For the purposes of Article 42:
 - (a) a general notice given to the Board that a member of the Board is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Board has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a member of the Board has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
44. A member of the Board may vote as a member of the Board in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
45. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Board from voting at a meeting of the Board or of a committee of the Board.

46. Where proposals are under consideration concerning the appointment of two or more members of the Board to offices with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each member of the Board separately and (provided he is not for another reason precluded from voting) each of the members of the Board concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

PROCEEDINGS OF THE BOARD

47. Subject to the provisions of the Articles, the Board may regulate their proceedings as they think fit. A member of the Board may, and the Secretary at the request of three members of the Board shall, call a meeting of the Board and meetings of the Board shall be convened not less than twice per calendar year. Five clear days' notice in writing at the least or such other length of notice as the Board may from time to time think fit specifying the place, the day and the hour of meeting and enclosing the agenda shall be given of every meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any member thereof for the time being absent from the United Kingdom. Questions arising at a 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.
48. No business not mentioned in the agenda referred to in Article 47 shall be transacted at any meeting of the Board unless in the opinion of the Chairman of the meeting supported by a majority of the other members of the Board present at the meeting such business arises directly out of an item included in the agenda or out of minutes of the last preceding meeting or is a matter of urgency.
49. The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be five.
50. The continuing members of the Board or a sole continuing member of the Board may act notwithstanding any vacancies in their number, but, if the number of members of the Board is less than the number fixed as the quorum, the continuing members or member of the Board may act only for the purpose of filling vacancies in membership of the Board appointed pursuant to Article 32(b) or of calling a General Meeting.
51. In his absence, the Chairman may nominate any other member of the Board to preside as such Chairman but if at any meeting there shall be no such Chairman present, within five minutes after the time appointed for the meeting, the members of the Board present may appoint one of their number to be Chairman of the meeting.
52. All acts done by a meeting of the Board, or of a committee of the Board, or by a person acting as a member of the Board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Board or that any of them 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 Board and had been entitled to vote.
53. A resolution in writing signed by all the members of the Board entitled to notice of a meeting of the Board or by all the members of a committee for the time being (which resolution may consist of two or more documents in the like form each signed by one or more of the said members of the Board or the said members of such committee) or a resolution to which every

such member of the Board or every such member of the committee has signified his approval in writing or by cable, telegram, facsimile, e-mail or telex shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee (as the case may be) duly called and constituted.

54. If a question arises at a meeting of the Board or of a committee of the Board as to the right of a member of the Board to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any member of the Board other than himself shall be final and conclusive.
55. The Board may invite any number of persons to attend meetings of the Board in an advisory capacity, and to speak thereat but such persons shall have no power to vote on questions submitted to such meetings.

56. to 64. (*Deleted*).

BORROWING POWERS

65. The Board or a committee thereof may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and, subject to the provisions of the Acts, to issue debentures, debentures stock and other securities whether outright or as security for any debt, liability or obligation of the Company.

MINUTES

66. The Board shall cause minutes to be made in books and kept for the purpose:
 - (a) of all appointments of officers made by the Board;
 - (b) of all proceedings at meetings of the Company and of the Board, and of committees thereof, including the names of the members present at each such meeting or committee.

SECRETARY

67. Subject to the provision of the Acts, the Secretary shall be appointed by the Board and shall be the Secretary for the time being of the College (if willing to act) and he shall be appointed by the Board for such term and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

OFFICERS

68. The Chief Executive of the Company who shall be designated Director and a Deputy Director may be appointed by the Board for such time at such remuneration and upon such conditions as they may think fit and may be removed by them. A Deputy Director (if appointed) shall in the absence of the Director act in his place.

THE SEAL

69. If the Company has a seal, it shall be used by the authority of the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so

determined it shall be signed by a member of the Board and by the Secretary or by some other person approved by the Board.

ACCOUNTS

70. The Board shall cause to be kept at the Office, or at such other place within Great Britain as the Board think fit, proper books of account with respect to:
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company;
 - (c) the assets and liabilities of the Company.

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 Company's affairs and to explain its transactions. The Company shall comply with its accounting and reporting obligations under the Charities Act 1993 and under the Acts.

71. Any accounting records of the Company shall always be open to the inspection by any member of the Board or Company.

NOTICES

72. Any notice to be given to or by any person pursuant to the Articles shall be in writing.
73. The Company may give any notice to a member either 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. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
74. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
75. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 24 hours after the envelope containing it was posted.

WINDING-UP

76. If the Company shall be wound up, the provisions contained in Clause 9 of the Memorandum of Association shall be performed and have effect in all respects as if the same were repeated in the Articles.

INDEMNITY

77. Subject to the provisions of and so far as may be permitted by the Acts and by Clause 4 of the Memorandum of Association, every member of the Board or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court and, subject to and so far as aforesaid, no member of the Board or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.