

Company No: 00875945

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

**of Save the Children (Sales) Limited**

**Passed on 25 March 2009**

At the Annual General Meeting of the Company duly convened and held at 1 St John's Lane, London, EC1M 4AR on 25 March 2009 the following resolution was duly passed as a special resolution of the Company:

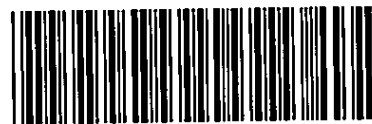
**SPECIAL RESOLUTION**

1. **THAT** the Articles of Association attached hereto and signed by the Company Secretary as representing a true copy of the proposed Articles of Association be adopted as the Articles of Association of the Company in place of the existing Articles of Association.



Chairman

THURSDAY



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COMPANIES HOUSE

Company No: 875945

THE COMPANIES ACT 1985 TO 2006  
PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM AND ARTICLES  
OF ASSOCIATION  
OF  
SAVE THE CHILDREN (SALES) LIMITED

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Adopted by special resolution dated

25 March 2009

*Gillian Funnell*  
COMPANY SECRETARY

Wrigleys Solicitors LLP  
19 Cookridge Street  
Leeds LS2 3AG  
Tele: 0113 244 6100  
Fax: 0113 244 6101

[www.wrigleys.co.uk](http://www.wrigleys.co.uk)

**THE COMPANIES ACTS 1985 to 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**SAVE THE CHILDREN (SALES) LIMITED**

1. The name of the Company is **SAVE THE CHILDREN (SALES) LIMITED**
2. The registered office of the Company is to be in England and Wales.
3. The objects of the Company are to act as a general commercial company as may from time to time be determined by the Directors for purposes which assist Save the Children Fund deliver its charitable objects or which raise funds for Save the Children Fund.
4. The Company has the power to do anything which is incidental or conducive to the furtherance of its objects.
5. The liability of members is limited.
6. The Company's share capital is £250,000 divided into 250,000 ordinary shares of £1.00 each.

**THE COMPANIES ACTS 1985 TO 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**: ARTICLES OF ASSOCIATION**  
**OF**  
**SAVE THE CHILDREN (SALES) LIMITED**

The meaning of certain words used in the Articles:

Words	Definition
"the Act"	The Companies Act 1985 and any amendments to or any re-enactment of that Act for the time being in force and any provisions of the Companies Act 2006 as amended
"Articles"	The Articles of Association of the Company
"Conflicts of Interest"	Includes a conflict of interest and duty and a conflict of duties
"the Charity"	The Save the Children Fund, registered company number 178159 and registered charity number 213980
"Director"	A director of the Company
"Memorandum"	the Memorandum of Association of the Company
"Table A"	Table A in the schedule to the Companies (Tables A to F) Regulations 1985 as amended

**1. Preliminary Articles**

- 1.1 The regulations contained in Table A apply to the Company. Where there is any inconsistency between Table A and these Articles then these Articles shall take precedence.
- 1.2 References to a single number included the plural numbers and the other way round; any one gender includes all genders; and references to a "person" or "people" include companies, corporations and unincorporated associations.

## **2. Save the Children**

2.1 All the profits of the Company available for distribution as dividend shall be paid to the Charity to be applied towards the promotion and carrying out of the general charitable objects of the Charity.

2.2 No Trustee or other person engaged or concerned in the management of the Charity shall hold any salaried office or employment in the Company.

2.3 No Trustee or other person engaged or concerned in the management of the Charity shall enter into or be concerned or interested directly or indirectly in any contract with the Company, other than a contract which, if entered into with the Charity, would not have involved any infringement of Clause 5 of the Charity's Memorandum of Association.

2.4 The Company's auditors shall include in their annual report a statement showing whether to the best of their knowledge and belief the above provisions have been complied with.

## **3. Allotment of Shares**

Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

## **4. Transferring Shares**

The Directors may at their absolute discretion and without giving any reason refuse to register a transfer of any share.

## **5. General Meetings**

5.1 There must be a quorum present before a meeting starts to do business and throughout the meeting. A quorum is two people entitled to vote on the business. Each person must be a shareholder, a proxy for a shareholder or an authorised representative of a corporation. However, if the Company has only one shareholder, that shareholder in person, by proxy or by representative will be a quorum.

5.2 Regulation 50 (Chairman's casting vote) shall not apply.

## **6. Written Resolutions by Members or by Directors**

A written resolution signed by the required majority in accordance with the Act shall be as valid and effectual as if it had been passed at a meeting duly convened and held and may consist of several documents in the like form each signed by or

on behalf of one or more of those entitled to vote. The date of a written resolution shall be the date on which the last person signs.

## **7. Appointing and Removing Directors**

- 7.1 The maximum number of Directors will be seven and the minimum number will be two. Regulation 64 (number of Directors) does not apply to the Company.
- 7.2 Directors are not required to retire by rotation or at any specific time. Regulations 73 to 77 (inclusive) and Regulation 80 (retirement of Directors) do not apply to the Company. In Regulation 78 the words "and may also determine the rotation in which any additional Directors are to retire" are deleted.
- 7.3 Directors can be appointed by and removed by the shareholders of the Company by written notice to the Company.

## **8. Proceedings at Directors' Meetings**

- 8.1 Subject to Article 8.3, any Director who is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company will be entitled to be counted in the quorum of, and participate and vote at, any meeting of Directors or any committee of Directors of the Company, on having declared their Conflict of Interest (provided that it is not a Conflict of Interest which would infringe Clause 5 of the Charity's Memorandum of Association).
- 8.2 Subject to Article 8.3 and Article 8.4, where a Director has a Conflict of Interest which arises other than in relation to a transaction or arrangement with the Company, that Director may not be counted in the quorum of, or vote at, the relevant part of a meeting of Directors or any committee of Directors of the Company for the purpose of authorising the matter.
- 8.3 The Directors may request any Director to withdraw from a meeting of Directors or committee of Directors when they have a Conflict of Interest, or withdraw from voting at such meeting.
- 8.4 In view of the Objects in clause 3 of the Memorandum, there shall not be a breach of the Directors' statutory duty to avoid Conflicts of Interest where a Conflict of Interest arises as a result of a Director's charity trusteeship or membership of, or employment by, the Charity.
- 8.5 Regulations 94 (conflicts of interest) and 95 (not counting in quorum) shall be amended accordingly.
- 8.6 Any meeting may be held by telephone or by televisual or other electronic communication or virtual means agreed by resolution of the Directors in which all participants may communicate simultaneously with all other

participants. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting then is.

#### **9. Borrowing Powers**

The Directors may use all the powers of the Company to borrow unlimited amounts of money on terms and in such a way as they think fit. They may also agree to a mortgage, charge or security over the business of the Company, its property and uncalled capital. They may issue debentures, debenture stock and other securities outright or as security for a debt, liability or obligation of the Company or any third party.

#### **10. Gratuities and Pensions**

Regulation 87 shall not apply to the Company. Subject to Article 2, the Directors may exercise the powers of the Company to provide pensions and other funds for the past and present employees of the Company and others in the service of the Company or of any holding company of the Company or subsidiary company of the Company and for their dependants and shall be entitled to retain any benefits received by them or any one of them by reason of the exercise of any such powers.

#### **11. Indemnity**

Subject to section 533 of the Companies Act 2006, and Article 2.3 all Directors, officers and auditors of the Company will be entitled to payments from the funds of the Company or insurance policies to cover any costs, charges or losses they have to pay in carrying out their duties.