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THURSDAY



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RM 24/07/2014 #77
COMPANIES HOUSE

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

NEW

ARTICLES OF ASSOCIATION

OF

THE BRITISH NUTRITION FOUNDATION LIMITED

INTERPRETATION

1 In these regulations -

'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,

'the articles' means the articles of the Foundation,

'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,

'communication' means the same as in the Electronic Communications Act 2000,

'the Chairman' and **'the Vice-Chairman'** mean the Trustees respectively appointed Chairman and Vice-Chairman under article 72, and **'the Immediate Past Chairman'** is the previous Chairman identified by article 74,

'the Council' means the Council of the Foundation from time to time as constituted by the articles,

'electronic communication' means the same as in the Electronic Communications Act 2000,

'executed' includes any mode of execution,

'the Foundation' means The British Nutrition Foundation,

'Governor' means a member of the Council,

'the Honorary Officers' means the Honorary President, the Honorary Vice-Presidents and the Honorary Treasurer,

'office' means the registered office of the Foundation;

'the seal' means the common seal of the Foundation,

'secretary' means the secretary of the Foundation or any other person appointed to perform the duties of the secretary of the Foundation, including a joint, assistant or deputy secretary, and

'the Trustees' means the directors of the Foundation,

'the 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 Act but excluding any statutory modification thereof not in force when these regulations become binding on the company

MEMBERS

- 2 The persons who, on the date of the adoption of these articles of association, are members of the Foundation and such other persons as are admitted to membership in accordance with the articles shall be members of the Foundation. Every person who

wishes to become a member shall deliver to the Company an application for membership in such form as the Trustees require executed by him

3 There shall be the following categories of members of the Foundation -

- (a) Corporate,
- (b) Individual,
- (c) Honorary,
- (d) Emeritus,
- (e) Affiliate, and
- (f) Associate

Where a person may qualify for membership in more than one category, the Trustees shall on his or her admission as a member or where he or she is already a member on him or her becoming qualified in another category, notify the member of the category of his or her membership

4 The following persons only shall be eligible for membership of the Foundation -

- (a) as Corporate Members, any corporate body or other organisation or association carrying on or interested in -
 - (i) cultivating, producing, processing, treating, distributing or selling substances for eating or drinking,
 - (ii) research into nutrition,
 - (iii) educating the public in, and making information available to the public about, nutrition, or

(iv) achieving the objects of the Foundation

save that trade associations are not eligible for membership as Corporate Members of the Foundation,

(b) as Individual Members, any individual who is appointed as an Honorary Officer of the Foundation or who is elected or appointed as a Scientific Governor or a General Governor,

(c) as Honorary Members, any individual nominated for Membership by the Council and who the Council considers has made -

(i) an outstanding contribution to the Foundation, or

(ii) an outstanding contribution in the field of nutrition,

(d) as Emeritus Members, any individual nominated for membership by the Council who has been a Governor and who the Council considers made an outstanding contribution to the Foundation,

(e) as Affiliate Members, any corporate body or other organisation or association who the Trustees in their absolute discretion deem suitable for Membership and who represent or act on behalf of persons some or all of whom are carrying on or interested in cultivating, producing, processing, treating, distributing or selling substances for eating or drinking, and

(f) as Associate Members, any person who satisfies the Trustees as having an interest or involvement in the science of or research into, or the education or promotion of, nutrition, healthy eating and exercise

5 The Trustees shall admit to membership any person who is not already a member and who is elected as an Honorary Officer, Scientific Governor or General Governor
The Trustees shall have an absolute discretion whether or not to approve any other person as a member

- 6 An Honorary Member, Emeritus Member and Affiliate Member shall be entitled to receive notice of and attend any general meeting of the Foundation, but they may not speak or vote at such meetings; an Associate Member shall not be entitled to receive notice of or to attend any general meeting of the Foundation.
- 7 No Honorary Member or Emeritus Member, and no Affiliate Member or Associate Member who is an individual, shall be eligible for appointment as a Governor or a Trustee
- 8 Membership shall not be transferable

FINANCIAL CONTRIBUTION OF MEMBERS

- 9 In respect of each year during all or any part of which a member is a Corporate, Affiliate, or an Associate Member it shall pay an annual subscription

No member in any other category of membership shall be required to pay an annual subscription

- 10 The Foundation in general meeting may at any time set or vary the amount of subscription due from each category of member of the Foundation set out in article 9
- 11 Any member may make a donation at any time to the Foundation in such manner as may be agreed with the Trustees, but, without the prior agreement of the Trustees every donation will be applied by the Foundation generally and not restricted to any particular purpose

CESSATION OF MEMBERSHIP

- 12 A member may at any time withdraw as a member of the Foundation by giving at least seven clear days' notice to the Foundation
- 13 Any member who is an individual shall cease to be a member if -
- (a) he dies,

- (b) he is declared bankrupt or he enters into a composition or arrangement with his creditors generally,
- (c) if, in the opinion of the Trustees, his conduct renders him unfit for membership and the Trustees decide that he shall cease to be a member,
- (d) if, being an Individual Member, he ceases to be eligible for membership as an Individual Member (including by reason of ceasing to be an Honorary Officer, Scientific Governor or General Governor),
- (e) if, being an Associate Member, he shall fail to pay any annual subscription payable by him within six months of the date when it became due and the Trustees resolve that he shall cease to be a member

14 Any member who is a person who is not an individual shall cease to be a member if -

- (a) being a body corporate or other association, it shall be wound up,
- (b) it shall fail to pay any annual subscription payable by it within six months of the date when it became due and the Trustees resolve that such member shall cease to be a member, or
- (c) in the opinion of the Trustees, its conduct renders it unfit for membership and the Trustees resolve that it shall cease to be a member

15 If the Trustees propose that a member shall cease to be a member under article 13(c) or 14(c), they shall -

- (1) give to the member at least fourteen clear days' notice of the place and time of the meeting of the Trustees at which the motion for his cessation of membership is to be put and of the grounds on which it is to be put, and
- (2) permit the member to attend the meeting (together with one representative being such individual as the member may nominate) and (before the motion is

put to the vote) allow him (or his representative on his behalf) to give orally or in writing any explanation or defence of his conduct he may think fit

- 16 A member who ceases to be a member shall not be repaid any part of the subscription paid by it under the articles and it shall remain liable to pay to the Foundation all monies owing to the Foundation at the time of cessation of membership

GENERAL MEETINGS

- 17 All general meetings other than annual general meetings shall be called extraordinary general meetings
- 18 The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting within 21 days of receipt of a valid requisition for a date not later than 28 days from the date of the notice convening the meeting. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any member of the Foundation may call a general meeting

NOTICE OF GENERAL MEETINGS

- 19 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Governor 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 at that meeting, 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

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

The notice shall be given to all the members and to the Trustees and auditors

- 20 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

- 21 No business shall be transacted at any meeting unless a quorum is present Ten members (of whom not less than three shall be Scientific Governors) present in person shall be a quorum
- 22 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 if convened on the requisition of members shall be dissolved and in any other case 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 Trustees may determine If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the members present in person or by proxy shall be a quorum but so that not less than two individuals shall constitute the quorum
- 23 The Honorary President or in his absence one of the Honorary Vice-Presidents or in the absence of all of them some other member of the Council nominated by the Council to act as chairman shall preside as chairman of the meeting, but if none of those persons shall be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman of the meeting and, if there is only one Trustee present and willing to act, he shall be chairman of the meeting If no Trustee is willing to act as chairman of the meeting, or if no Trustee is present within fifteen minutes after the

time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman of the meeting

24 A Governor or Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting

25 The chairman of the meeting 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.

26 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 Act, a poll may be demanded -

(a) by the chairman of the meeting, or

(b) by at least five 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

27 Unless a poll is duly demanded, a declaration by the chairman of the meeting that a resolution has been carried or 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

- 28 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting 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
- 29 A poll shall be taken as the chairman of the meeting 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
- 30 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have
- 31 A poll demanded on the election of a chairman of the meeting 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 of the meeting 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
- 32 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
- 33 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he

was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members

- 34 Any corporation which is a member of the Foundation may, by resolution of its directors or other governing body or by authority to be given under seal or under the hand of an officer duly authorised by it, authorise such person as it thinks fit to act as its representative at any meeting of the Foundation. A person so authorised shall be entitled to exercise the same power on behalf of the member as the member could exercise if it were an individual member of the Foundation, save that the secretary or other person on behalf of the Foundation may require such representative to produce a certified copy of the authorisation before permitting him to exercise his powers. The member shall for the purposes of the articles be deemed to be present in person at any such meeting if a person duly authorised as its representative is present at it

VOTES OF MEMBERS

- 35 On a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote. On a poll every member present in person, by a duly authorised representative or by proxy shall have one vote
- 36 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, *curator bonis* or other person authorised in that behalf appointed by that court, and any such receiver, *curator bonis* or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at

which the right to vote is to be exercised and in default the right to vote shall not be exercisable

- 37** No objection shall be raised to the qualification of any voter except at 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
- 38** A member entitled to attend and vote at a meeting may appoint any person (whether or not a member) to act as his proxy. The document by which a proxy is appointed may be in any usual or common form or in any form which the Trustees may approve. The form of proxy shall be executed by or on behalf of the appointor in such manner as the Trustees may approve
- 39** The appointment of a proxy and any authority under which it is executed, or a copy of such authority certified in some way approved by the Trustees, may -
- (a) in the case of an instrument in writing 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 Foundation 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 an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Foundation in relation to the meeting, or

- (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Foundation in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting at which the person named in the appointment proposes to vote,

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as set out in sub-paragraph (b) after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or
- (d) 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 of the meeting or to the secretary or to any Governor,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid. In this regulation and the next, 'address' in relation to electronic communications includes any number or address used for the purposes of such communications

- 40 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 Foundation at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received 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

THE COUNCIL

OFFICERS

41 The Council shall, at the first Council meeting after every annual general meeting, elect from its members Honorary Officers to replace those Honorary Officers whose term of office has expired. When two Honorary Vice-Presidents are appointed, one shall be a person who is a scientist of eminence or repute in a field relevant to the objects of the Foundation and the other shall be a person of repute in a field relevant to the objects of the Foundation. When only one Vice-President is appointed he may be from either of these two fields.

42 The Council may at any other time appoint and remove any eligible person as Honorary President, as either of the Honorary Vice-Presidents or as Honorary Treasurer.

43 Subject to the provisions of the Act and the articles -

(a) the Honorary President and each Honorary Vice-President shall be appointed for a term of five years and he may be re-elected for one further term of five years,

(b) the Honorary Treasurer shall be appointed for a term of three years and may be re-elected for one further term of three years,

in all cases, such terms to expire at the end of the annual general meeting in the relevant year.

GOVERNORS

44 Unless otherwise determined by the Foundation by ordinary resolution, the Council of the Foundation shall consist of -

(a) as elected members -

- (i) not more than eight Industrial Governors,
 - (ii) not more than fifteen Scientific Governors, and
 - (iii) not more than six General Governors,
- (b) as appointed members -
- (i) the Honorary President (if any),
 - (ii) two Honorary Vice-Presidents (if any),
 - (iii) the Honorary Treasurer (if any) if he is not already an elected member under article 44(a),
 - (iv) one person appointed by The Royal Society under article 46,

45 No person may be elected -

- (a) as an Industrial Governor unless -
- (i) he is a director or senior executive of a Corporate Member,
 - (ii) he is a director of a subsidiary of a Corporate Member, or
 - (iii) he is eminent in business or industry (whether or not he is otherwise eligible under sub-paragraphs (i) or (ii)) but not more than one person shall hold office as Industrial Governor under this sub-paragraph (iii) at any one time,
- (b) as a Scientific Governor unless he is a scientist of eminence or repute in a field relevant to the objects of the Foundation, but no person who is in the employment (otherwise than as a consultant) of any member, or of any company which is a subsidiary of or controlled by any member, shall be eligible to be appointed as a Scientific Governor,

(c) as a General Governor unless he is a person of eminence or repute, but -

(i) a director of a member or of a subsidiary of a member or a person who is in the employment of any member or of a subsidiary of a member shall not be eligible to be appointed as a General Governor, and

(ii) a person who is eligible to be appointed as a Scientific Governor shall not be eligible to be appointed as a General Governor unless he is also a person of eminence or repute in a field other than that referred to in article 45(b),

46 The Royal Society of London shall have power from time to time to appoint and remove one Scientific Governor, who may be any person eligible to be appointed as a Scientific Governor,

47 No person may be appointed as an Honorary Officer unless -

(a) in the case of the Honorary President and the Honorary Vice-Presidents, the person in question shall be a person of eminence and repute in the scientific, educational or industrial sectors; or

(b) in the case of the Honorary Treasurer, the person in question has a professional financial qualification or has held a financially related position at a senior level within a large organisation

DISQUALIFICATION OF MEMBERS OF COUNCIL

48 A member of the Council shall cease to be a Governor and his office of a member of the Council shall be vacated -

(a) if he ceases for any reason to be a member of the Foundation,

(b) if he holds any office under the Foundation entitling him to profit or remuneration,

- (c) if he is absent from meetings of the Council without leave for three consecutive meetings and the Council resolves that the office be vacated,
- (d) if he becomes a compulsory patient under the mental health legislation for the time being in force or an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, *curator bonis* or other person to exercise powers with respect to his property or affairs,
- (e) if he becomes bankrupt or makes any arrangement or composition with his creditors generally,
- (f) if he resigns his office by notice to the Foundation,
- (g) if he ceases to hold office by reason of any resolution duly passed by a majority of not less than half of the Council members present and entitled to vote at a meeting of the Council,
- (h) if he is disqualified from being a charity trustee under the Charities Act 1993,
- (i) if he ceases to be a director of any company by virtue of any provision of the Act or he becomes prohibited by law from being a director of a company

ANNUAL RE-ELECTION OF MEMBERS OF THE COUNCIL

- 49 The Scientific Governor appointed by the Royal Society shall not be subject to annual re-election but shall hold office for three years and may be re-appointed from time to time. The Honorary President and Honorary Vice-President(s) shall not be subject to annual re-election but shall hold office for five years and may be re-appointed for one additional term. The Honorary Treasurer shall not be subject to annual re-election but shall hold office for three years and may be reappointed for one additional term
- 50 At every annual general meeting of the Foundation, all the members of the Council who are subject to annual re-election shall retire from office

51 The Foundation may from time to time at an extraordinary general meeting by a resolution passed by a majority of not less than three-quarters of members present and entitled to vote at an extraordinary general meeting duly convened for that purpose increase or reduce the number of elected members of the Council or the number of elected members of the Council in any category of Governor.

52 Retiring members of the Council shall be eligible for re-election or re-appointment

53 Unless the person in question is recommended by the Council for appointment, no person shall be eligible for election or appointment at any general meeting -

(a) as an Industrial Governor, unless he is a retiring Industrial Governor,

(b) as a Scientific Governor, unless he is a retiring Scientific Governor, or

(c) as a General Governor, unless he is a retiring General Governor

unless a member intending to propose him or her has, at least three days before the meeting, left at the office a notice in writing indicating the intention of such member to propose him as an Industrial Governor, a Scientific Governor or a General Governor (as the case may be), together with a notice signed by the person intended to be proposed signifying his willingness to be appointed in that category

54 The Council may from time to time and at any time appoint any duly qualified person to fill a casual vacancy among the Industrial Governors, the Scientific Governors or the General Governors or as an additional Industrial Governor, Scientific Governor or General Governor provided that their total numbers shall not exceed their respective maximum numbers fixed by the articles. An Industrial Governor, Scientific Governor or General Governor so appointed shall hold office only until the conclusion of the first annual general meeting following after his appointment when he shall retire but shall be eligible for re-election or re-appointment. The Council shall not have power to fill any vacancy in respect of the power of appointing a member of

the Council held by the Royal Society pursuant to article 46 and such vacancy shall be filled (if at all) by the Royal Society

DUTY AND POWERS OF THE COUNCIL

- 55** The duty of the Council is to oversee the work of the Trustees and the Council shall have power to appoint and remove Trustees. The Trustees are accountable to the Council for all decisions made in relation to the governance of the Foundation. The Council shall, at the request of one third of its members, call a meeting of the Council to discuss the removal of one or more of the Trustees, and by a resolution duly passed by a majority of not less than half of the members of the Council, shall remove one or more Trustees from office

PROCEEDINGS OF THE COUNCIL

- 56** The Council shall meet not less than twice every year for the conduct of business. The Council may adjourn and otherwise regulate its meetings as it thinks fit, provided that one meeting shall be held immediately following the annual general meeting at which the date of the next Council meeting will be fixed
- 57** At the request of the Trustees or one third of the members of the Council, the Director-General shall at any time call a special meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom
- 58** The quorum for the transaction of the business of the Council shall be one third of the members of the Council (of whom not less than three shall be Scientific Governors) or such higher number as from time to time may be fixed by the Council
- 59** Any member of the Council may participate in a meeting via telephone or other means of communication where all persons participating in the meeting can speak to each other and hear each other speak

- 60 Meetings of the Council shall be chaired by the Honorary President or by any member of the Council nominated by the Honorary President to act as chairman of that meeting. If the Honorary President is not present within five minutes after the time appointed for holding the meeting, one of the Honorary Vice-Presidents shall act as chairman of the meeting unless that Vice-President nominates another member of the Council to act as chairman of that meeting. In the absence of Honorary Present or either of the Honorary Vice-Presidents, the members of the Council may elect one of their number to act as the chairman of the meeting.
- 61 Each member of the Council shall have one vote. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 62 At each Council meeting the Chairman will make a report to Council on the work of the Trustees. No Governor who is a Trustee may vote on any resolution arising out of a discussion on the report.
- 63 All acts done by any meeting of the Council or by any person acting as a member of the Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of the Council 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, was qualified and had continued to be a member of the Council and had been entitled to vote.
- 64 A resolution in writing signed by all members of the Council shall be as effective for all purposes as a resolution duly passed at a meeting of the Council, and may consist of several documents in the same form each signed by one or more members of the Council.

POWERS OF THE TRUSTEES

- 65 Subject to the provisions of the Act, the memorandum and the articles and to any direction given by special resolution, the business of the Foundation shall be managed

by the Trustees, who may exercise all the powers of the Foundation as are not by the articles required to be exercised by the Council or by the Foundation in general meeting. The Trustees shall also comply with such regulations (not being inconsistent with the Act, the memorandum and the articles and any direction given by special resolution) as may be made by the Council, but no regulation made by the Council shall invalidate any prior act of the Trustees which would have been valid if that regulation had not been made. No alteration of the memorandum or articles and no direction given by special resolution shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Trustees by the articles and a meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

- 66 The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Foundation for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
- 67 All cheques, promissory notes, drafts, bills of exchange and negotiable instruments, and all receipts for monies paid to the Foundation, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine.
- 68 The Trustees shall cause minutes to be made in books provided for the purpose -
- (a) of all appointments of officers made by the Trustees,
 - (b) of the names of the members of the Trustees present at meetings of the Trustees and of any committee of the Trustees;
 - (c) of all resolutions and proceedings at all meetings of the Foundation and of the Trustees and of committees of the Trustees

TRUSTEES

69 No person other than a member of the Council shall be eligible to be elected as a Trustee but, subject thereto, nothing in the articles shall restrict the rights of the members under the Act to appoint or remove Trustees

70 There shall be no more than 12 Trustees The following shall be Trustees -

- (a) the Chairman,
- (b) the Vice-Chairman,
- (c) the Immediate Past Chairman,
- (d) the Honorary Treasurer, and
- (e) not more than eight other members of the Council elected by the Council to be Trustees, of whom not more than four shall be Scientific Governors, not more than two shall be Industrial Governors and not more than two shall be General Governors

The Honorary President and Honorary Vice-Presidents shall not be eligible for appointment as Trustees

71 The Trustees shall be trustees of the Foundation for the purposes of section 97(1) Charities Act 1993 On ceasing to be a Trustee in accordance with article 76, a person shall cease to be a trustee of the Foundation although this shall not absolve the person from any liability incurred whilst being a trustee of the Foundation

72 Upon the expiry of the term of office of the Chairman and Vice-Chairman of the Board of Trustees, at the first meeting of the Council held after the annual general meeting the Council shall appoint one of their number as Chairman of the Board of Trustees and another of their number as Vice-Chairman of the Board of Trustees, each of whom shall be appointed for a term of two years, the Chairman and Vice-

Chairman of the Board of Trustees may be re-appointed for a further year following the expiry of their term

73 At the first Council meeting immediately following every annual general meeting, the Council shall appoint as Trustees such eight members of the Council eligible to serve as Trustees

74 The Immediate Past Chairman shall be the person who, at any time, held office as Chairman last before the then present Chairman and he/she shall hold office as Immediate Past Chairman for a minimum term of one year, should he/she be willing, he/she shall additionally have the option to be re-appointed on an annual basis for so long as the person immediately succeeding him/her as Chairman remains as Chairman

75 A Trustee shall be appointed for a term of five years and they may be re-elected for one further term of five years, subject to the approval of Council

DISQUALIFICATION AND REMOVAL OF TRUSTEES

76 The provisions of article 48 shall apply to all Trustees *mutatis mutandis* as though they were members of the Council and, in addition, a Trustee shall cease to be a Trustee and his office shall be vacated -

(a) if a Trustee is directly or indirectly interested in any contract or matter with the Foundation and fails to declare the nature of his interest at the meeting at which the question of entering into the contract is first considered or at the next meeting of the Trustees held after he becomes interested in the contract or matter if later, or

(b) if a Trustee holds any office in the Foundation entitling him to profit or remuneration

CASUAL VACANCIES AND ADDITIONS

- 77 The Council shall have power at any time and from time to time, to appoint any person eligible to act as a Trustee, either to fill a casual vacancy or as an addition to the existing Trustees, but so that the total number of Trustees shall not at any time exceed the number fixed under these Articles
- 78 Any Trustee appointed to fill a casual vacancy shall hold office only until the Council meeting following the next annual general meeting of the Foundation

PROCEEDINGS OF THE TRUSTEES

- 79 The Trustees shall meet not less than three times every year for the conduct of business. The Trustees may adjourn and otherwise regulate their meetings as they think fit. Each Trustee shall have one vote. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote
- 80 The Chairman may, and on the request of any Trustees the secretary shall, at any time call a meeting of the Trustees. It shall not be necessary to give notice of a meeting of the Trustees to any Trustee for the time being absent from the United Kingdom
- 81 The quorum for the transaction of business of the Trustees shall be five (of whom not less than three shall be Scientific Governors) or such higher number as from time to time may be fixed by the Trustees
- 82 A Trustee may participate in a meeting via telephone or other means of communication where all persons participating in the meeting can speak to each other and hear each other speak
- 83 The Chairman or, in his absence, the Vice-Chairman shall act as chairman at all meetings of the Trustees but if no Chairman or Vice-Chairman has been appointed, or if at any meeting none of them is present within five minutes after the time appointed

for holding the meeting, the Trustees present shall elect one of their number to act as the chairman of the meeting

- 84 The Trustees may delegate any of their powers to any committee consisting of one or more Trustees. They may also delegate to the Director-General such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Trustees 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 Trustees so far as they are capable of applying.
- 85 All acts done by any meeting of the Trustees or of a committee of the Trustees or by any person acting as a Trustees shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Trustee 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, was qualified and had continued to be a Trustee and had been entitled to vote.
- 86 A resolution in writing signed by all the Trustees or of all the members of any committee of the Trustees shall be as effective for all purposes as a resolution duly passed at a meeting of the Trustees or of that committee duly convened and held, and may consist of several documents in the same form each signed by one or more Trustees or members of that committee.

THE DIRECTOR-GENERAL

- 87 The Trustees may at any time and from time to time appoint any person (not being a Governor or Trustee) to be the Director-General of the Foundation on such terms and for such period as the Trustees think fit, and any Director-General so appointed may be removed by them.

88 The Director-General shall not be entitled to be counted in the quorum, nor to vote, at any meeting of the Governors or Trustees or of any committee of the Governors or Trustees but, unless -

- (c) the Governors (whether as to any meeting or meetings of the Governors or of any committee of the Governors),
- (d) the Trustees (whether as to any meeting or meetings of the Trustees or of any committee of the Trustees), or
- (e) any committee of the Governors or Trustees (in each case as of its own meetings only),

otherwise resolves, the Director-General shall be entitled to attend and speak at all meetings of the Governors or Trustees and of any committees of the Governors or Trustees

SECRETARY

89 Subject to the provisions of the Act, the secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

THE SEAL

90 The Seal shall only be used on the authority of the Trustees or of a committee of the Trustees authorised in that behalf and every instrument to which the Seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Director-General or the secretary or by a second Trustee or by some other person authorised by the Trustees or by the articles for the purpose

ACCOUNTS

91 Accounting records complying with the Act shall be kept at the office, or at such other place as the Trustees think fit No member shall (as such) and no other person (other

than a Governor, Honorary Officer or Trustee shall) have any right of inspecting any accounting records or other books or documents of the Foundation except as conferred by statute or authorised by the Trustees or by ordinary resolution of the Foundation

- 92 A copy of every balance sheet and profit and loss account which is to be laid before a general meeting of the Foundation (including every document required by law to be comprised in or attached to it) shall not less than 21 days before the date of the meeting be sent to every member of the Foundation entitled to attend and vote at that meeting and to every other person who is entitled to receive notices of meetings from the Foundation under the provisions of the Act or of the articles. The Foundation may send any document required to be sent by this article by using electronic communications or by publishing such document on a website in accordance with the Act
- 93 The balance sheet and profit and loss account referred to in article 90 shall be audited in accordance with the provisions of the Act whether or not the Foundation is exempt from the provisions of the Act relating to the audit of accounts and that balance sheet and account shall have attached to it an auditors' report in accordance with the Act
- 94 Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Foundation, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment or subsequently became disqualified
- 95 An auditor shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting which concerns him as auditor

NOTICES

- 96 Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the Council or the Trustees) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this regulation and the next 'address' in relation to electronic communications includes any number or address used for the purposes of such communications.
- 97 The Foundation 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 or by giving it using electronic communications to an address for the time being notified to the Foundation by the member. A member whose registered address is not within the United Kingdom and who gives to the Foundation 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.
- 98 A member present, either in person or by proxy, at any meeting of the Foundation shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 99 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 be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

INDEMNITY

- 100 Subject to the provisions of the Act but without prejudice to any indemnity to which a Governor or Trustee may otherwise be entitled, every Governor, Trustee or other officer or auditor of the Foundation shall be indemnified out of the assets of the

Foundation against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Foundation