



giving  
babies  
the chance  
of a  
lifetime



Company No. 1000824

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

-of-

THE FOUNDATION FOR THE STUDY OF INFANT DEATHS LIMITED

At the 1996 ANNUAL GENERAL MEETING of the Company held at 12  
Halkin Street London SW1X on the 27th day of November 1996 the following  
Resolution is proposed as a Special Resolution:-

*please*

### SPECIAL RESOLUTION

**THAT:** all references in the Memorandum and Articles of Association of the  
Company to the Council of Management be amended to the Council of  
Trustees.

*support  
our*

*silver  
anniversary*

*Chloe Pelicant*  
CHAIRMAN OF THE MEETING



The Foundation for the Study of Infant Deaths  
(Colin Danks Research and Support)  
Telephone:

Facsimile:

Patron:  
Founder (1971):

14 Halkin Street London SW1X 7DP

General Enquiries: 0171 - 235 0965  
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Her Royal Highness The Duchess of Gloucester GCVO  
Mrs J Hunter-Gray MBE  
Reg Charity No. 262191

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE FOUNDATION FOR THE STUDY OF  
INFANT DEATHS LIMITED

1. The name of the Company (hereinafter called "the Foundation") is "THE FOUNDATION FOR THE STUDY OF INFANT DEATHS LIMITED".
2. The registered office of the Foundation will be situate in England.
3. The Foundation is established for charitable objects and purposes only and (without prejudice to or limitations of the generality of the foregoing words) for the study and practice of infant health and welfare generally including the study of and research into sudden and unexplained infant deaths sometimes called cot deaths and the causes and prevention thereof and in particular to do, perform and carry out all or any of the following acts and things, namely:-
  - (a) By investigating and examining any possible and appropriate treatment and promoting any appropriate measures for the prevention of cot deaths, the promotion of infant health and welfare and the prevention, cure or control of any disease or disorder.
  - (b) By directing and encouraging research, both at laboratory and clinical level by individuals, bodies, associations and institutions of all kinds into all aspects of infant health and welfare and cot deaths.
  - (c) By affording support, whether financial or otherwise, to medical or scientific projects dedicated wholly or in part to conduct in research into infant health and welfare and cot deaths by exchanging knowledge, data and information with other persons or bodies conducting, supporting or encouraging research therein.
  - (d) By the establishment and maintenance of research institutions with a highly qualified staff of workers.
  - (e) By providing, conducting, managing and equipping nursing, maternity or convalescent homes, clinics, hospitals, consulting rooms, training schools for nurses, both male and female, or any or either of them, for the treatment and assistance (as inpatients or outpatients) of all persons, requiring the same, care, nursing and such medical attention as may be required in furtherance of the main objects of the Foundation.

- (f) By promoting infant health and welfare education for the public generally by any means whatsoever and by disseminating information relating to the main objects of the Foundation.
- (g) By printing and publishing, or procuring to be printed and published, and by circulating, or procuring to be circulated (whether gratuitously or not) periodicals, books, pamphlets, leaflets or other documents that may be deemed desirable for the promotion of the objects of the Foundation or any of them.
- (h) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Foundation may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Foundation.
- (i) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Foundation as may be thought expedient with a view to the promotion of its objects.
- (j) To undertake and execute any charitable trusts which may lawfully be undertaken by the Foundation and may be conducive to its objects.
- (k) To borrow or raise money for the purposes of the Foundation on such terms and on such security as may be thought fit.
- (l) To invest the moneys of the Foundation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (m) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Foundation or calculated to further its objects.
- (n) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Foundation 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 Foundation would make it a Trade Union.

- (iii) In case the Foundation 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 Foundation shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Trustees or Governing Body of the Foundation shall be chargeable for any such property that 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 Council of Trustees or Governing Body have been if no incorporation had been effected and the incorporation of the Foundation 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 Council of Trustees or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Foundation were not incorporated.
4. The income and property of the Foundation, whencesoever derived, shall be applied solely towards the promotion of the objects of the Foundation as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Foundation.
- Provided that nothing herein shall prevent the payment or giving in good faith of reasonable and proper remuneration or other benefit in money or money's worth to any member of the Council, officer or servant of the Foundation or to any member of the Foundation, in his capacity as holder of any office or place of profit under the Foundation or in return for any services actually rendered to the Foundation or the payment to any such person of any travelling, hotel and other expenses incurred by him in or about the performance of his duties, nor prevent the payment of interest at a rate not exceeding 6 per cent. per annum on securities or obligations issued by the Foundation in satisfaction of the purchase price or part of the purchase price of any property acquired from, or on money lent or reasonable and proper rent for premises demised or let by, any member to the Foundation, and so that no member of the Council shall be disqualified by his office from contracting with the Foundation either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Foundation in which any member of the Council shall be in any way interested be avoided, nor shall any member of the Council so contracting or being so interested be liable to account to the Foundation for any profit realised by any such contract or arrangement by reason of such member of the Council holding that office or of the fiduciary relationship thereby established.
5. The liability of the members is limited.
6. Every member of the Foundation undertakes to contribute to the assets of the Foundation, 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 Foundation 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 £1.

7. If upon the winding up or dissolution of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Foundation, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Foundation, 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 Foundation under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Foundation at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some 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 Assurance.

#### NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

SIDNEY KINGSLEY  
27, St John's Wood Terrace  
London  
NW8 6JL  
Solicitor

NANCY HUNTER-GRAY  
13 Wilton Mews  
London  
SW1  
Married Woman

CHARLES de SELINCOURT  
10 Ripplevale Grove  
London  
N1  
Company Director

JOHN LAMPLUGH  
45 Christchurch Road  
Winchester  
Hants  
Chartered Secretary

JOHN HUNTER-GRAY  
13 Wilton Mews  
London  
SW1  
Farmer

F E CAMPS  
190 Andrewes House  
Barbican  
London  
EC2  
Consultant Pathologist

K W CROSS  
6 Fairleas  
Court-Downs Road  
Beckenham  
Kent  
Professor of Physiology

A D M JACKSON  
60 Uphill Road  
London  
NW7 4PU  
Consultant Paediatrician

DATED this 31st day of December, 1970

WITNESS the signature of Sidney Kingsley

ROBERT EDWARDS,  
4 Glen Rise, Woodford Green, Essex  
Company Registration Agent,

WITNESS to the Signatures of Nancy Hunter-Gray and John Hunter-Gray

J BLYTH,  
10 Norfolk Street, Strand, WC2. Solicitor

WITNESS to the Signatures of Charles de Selincourt and John Lamplugh

J MONS  
132 Harley Street, London, W1. Secretary.

WITNESS to the Signature of F E Camps, K W Cross and A D M Jackson.

J R CAMERON  
Dept. of Forensic Medicine, London Hospital Medical College. Forensic Pathologist.

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE FOUNDATION FOR THE STUDY OF  
INFANT DEATHS LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

WORDS	MEANINGS
The Act	The Companies Act 1948.
These presents	These Articles of Association and the regulations of the Foundation from time to time in force.
The Foundation	The above-named Company.
The Council	The Council of Trustees for the time being of the Foundation.
The Office	The registered office of the Foundation.
The Seal	The common seal of the Foundation.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Foundation shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Foundation proposes to be registered is One Hundred and Fifty, but the Council may from time to time register an increase of members.
3. The provisions of section 110 of the Act shall be observed by the Foundation, and every member of the Foundation shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Foundation is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Foundation.

#### GENERAL MEETINGS

6. When the Council shall have resolved to admit any applicant to membership the secretary of the foundation shall forthwith notify the Applicant of his admission to membership either personally or by notice in writing. The Council shall have an absolute discretion to reject any application for membership without assigning any reason therefore.
7. The privileges of a member shall not be transferable and every member shall cease to be a member on the happening of any of the events following namely:-
  - a) If being an individual he shall die or become of unsound mind or if being a company or other statutory body a Resolution be passed or order made for its winding up or dissolution.
  - b) If he serve upon the Foundation one month's notice in writing of his intention to resign his membership in which event he shall cease to be a member at the expiration of one month from the date of service of such notice upon the Foundation.
  - c) If any subscription or other sum payable by him as a member remains unpaid at the expiration of the period of 2 months from the date upon which it became payable and the Council resolve that by reason of such non-payment he shall cease to be a member.



d) If his membership be terminated in accordance with the next following sub-clauses of this Article:

(i) If (during any period in which no subscription or other sum (if any) is payable by members) any member shall in a consecutive period of at least two calendar years not have attended in person any general meeting of the Foundation the Council in its absolute discretion may declare that he has ceased to be a member and on such declaration he shall so cease and the Register of Members shall be altered accordingly.

(ii) The Council shall be entitled to suspend or expel from membership any person on the grounds of misconduct, in relation either to the Foundation, its property or its members, or of conduct likely to prove prejudicial to the good standing of the Foundation or to the attainment of its objects. A member whose suspension or expulsion is to be decided upon at a meeting of the Council shall be entitled to not less than 7 clear days notice of that meeting, stating the case made against him. Such member shall be entitled to attend and speak at that meeting at any time throughout the period during which his membership is discussed but shall withdraw prior to voting, notwithstanding that he may himself be a member of the Council. A Resolution under this provision shall not be effective unless passed by a majority of not less than two thirds of the Council present and voting.

8. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

9. Twenty-one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Foundation; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of

members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three members personally present shall be a quorum.
13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
14. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Foundation who shall be present to preside.
15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so 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 minute book of the Foundation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
17. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

19. 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 second or casting vote.
20. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.
22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Foundation in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as proxy for another member, at any General Meeting.
23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy must also be a member.
24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
27. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-
 

"	,
I,	,
of	,
a member of	,
hereby appoint	,

of  
and failing him,  
of  
to vote for me and on my behalf at the  
(Annual or Extraordinary, or Adjourned,  
as the case may be) General Meeting of the  
Foundation to be held on the      day of  
and at every adjournment thereof.

As witness my hand this      day of      19 ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### COUNCIL OF TRUSTEES

28. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than five nor more than Forty.
29. The first members of the Council shall be the subscribers to the Memorandum of Association.
30. The Council may from time to time and at any time appoint any person as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any person so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

#### POWERS OF THE COUNCIL

31. The business of the Foundation shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Foundation as they think fit, and may exercise all such powers of the Foundation, and do on behalf of the Foundation all such acts as may be exercised and done by the Foundation, and as are not by statute or by these presents, to the provisions of the statutes for the time being in force and affecting the Foundation, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Foundation in General Meeting, but no regulation made by the Foundation in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
32. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Foundation, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

33. a) A member of the Council may hold any other office or place of profit under the Foundation (except that of Auditor) in conjunction with his office of member of the Council, and may act in a professional capacity to the Foundation on such terms as to remuneration and otherwise as the Council shall arrange.
- b) No member of the Council shall be disqualified by his office from contracting with the Foundation either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Foundation in which any member of the Council shall be in any way interested be avoided nor shall any member of the Council so contracting or being so interested be liable to account to the Foundation for any profit realised by any such contract or arrangement by reason of such member of the Council holding that office or of the fiduciary relationship thereby established. The nature of a member of the Council's interest must be declared by him at the meeting of the Council at which the question of entering into the contract or arrangement is first taken into consideration, or if the member was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Council held after he became so interested. A general notice to the Council by a member of the Council that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of the notice be made with such firm or company shall (if such member shall give the same meeting of the Council or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Council after it is given) be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A member of the Council may as a member of the Council vote and be counted as one of a quorum upon a motion in respect of any contract or arrangement which he shall make with the Foundation or in which he is so interested as aforesaid.

#### PATRON, PRESIDENT AND VICE-PRESIDENT

34. The Council may from time to time appoint such person or persons (whether or not a member or members) as it should think fit to be the Patron or Patrons, the President and one or more Vice-Presidents of the Foundation and may, without assigning any reason therefor, remove any person so appointed.
35. The Patrons, President and Vice-Presidents shall have such powers and duties as the Council shall from time to time determine.

#### SECRETARY

36. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of section 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## THE SEAL

37. The seal of the Foundation shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council or of one member of the Council and of the Secretary, and the said members and Secretary shall sign every instrument in which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Foundation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. The office of a member of the Council shall be vacated:
- a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - b) If he becomes of unsound mind.
  - c) If by notice in writing to the Foundation he resigns his office.
  - d) If he ceases to hold office by reason of any Order made under section 188 of the Act.
  - e) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
39. Any person may be appointed or elected as a member of the Council whatever may be his age, and no member of the Council shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

## ROTATION OF MEMBERS OF THE COUNCIL

40. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
41. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. the length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
42. The Foundation may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

43. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
44. The Foundation may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
45. In addition and without prejudice to the provisions of section 184 of the Act, the Foundation may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

## PROCEEDINGS OF THE COUNCIL

46. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
47. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
48. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
49. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Foundation for the time being vested in the Council generally.
50. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be

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governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

- 51 All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
52. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Foundation and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meetings, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
53. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

#### ACCOUNTS

54. The Council shall cause proper books of account to be kept with respect to:-
- a) All sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place;
  - b) all sales and purchases of goods by the Foundation; and
  - c) the assets and liabilities of the Foundation.

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 state of the affairs of the Foundation and to explain its transactions.

55. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
56. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Foundation or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right to inspecting any account or book or document of the Foundation except as conferred by statute or authorised by the Council or by the Foundation in General Meeting.



57. At the Annual General Meeting in every year the Council shall lay before the Foundation a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Foundation) made up to date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158(1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act, 1967.

#### AUDIT

58. Once at least in every year the accounts of the Foundation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
59. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and section 14 of the Companies Act, 1967, the members of the Council being treated as the Directors mentioned in those sections.

#### NOTICES

60. A notice may be served by the Foundation upon any member, either personally, or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
61. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Foundation an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Foundation.
62. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION

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

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

SIDNEY KINGSLEY  
27, St John's Wood Terrace  
London  
NW8 6JL  
Solicitor

NANCY HUNTER-GRAY  
13 Wilton Mews  
London  
SW1  
Married Woman

CHARLES de SELINCOURT  
10 Ripplevale Grange  
London  
N1  
Company Director

JOHN LAMPLUGH  
45 Christchurch Road  
Winchester  
Hants  
Chartered Secretary

JOHN HUNTER-GRAY  
13 Wilton Mews  
London  
SW1  
Farmer

F E CAMPS  
190 Andrewes House  
Barbican  
London  
EC2  
Consultant Pathologist

K W CROSS  
6 Fairleas  
Court-Downs Road  
Beckenham  
Kent  
Professor of Physiology

A D M JACKSON  
60 Uphill Road  
London  
NW7 4PU  
Consultant Paediatrician

DATED this 31st day of December, 1970

WITNESS the signature of Sidney Kingsley

R EDWARDS,  
4 Glen Rise, Woodford Green, Essex  
Company Registration Agent,

WITNESS to the Signatures of Nancy Hunter-Gray and John Hunter-Gray

J BLYTH,  
10 Norfolk Street, Strand, WC2. Solicitor

WITNESS to the Signatures of Charles de Selincourt and John LampLugh

J MONS  
132 Harley Street, London, W1. Secretary.

WITNESS to the Signature of F E Camps, K W Cross and A D M Jackson.

J R CAMERON  
Dept. of Forensic Medicine, London Hospital Medical College. Forensic Pathologist.

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