



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company No. 8906571

The Registrar of Companies for England and Wales, hereby certifies that

**DFN CHARITABLE FOUNDATION**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **21st February 2014**



**\*N08906571N\***



**Companies House**

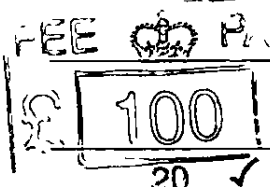


**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

# IN01

## Application to register a company

IRIS Laserform



A fee is payable with this form.  
Please see 'How to pay' on the last page

FRIDAY



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LD1

21/02/2014

#1

COMPANIES HOUSE

**What this form is for**  
You may use this form to register a  
private or public company

**X What this form is NOT for**  
You cannot use this form to register  
a limited liability partnership. To do  
this, please use form LL IN01

For further information, please  
refer to our guidance at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

£100 532498

### Part 1 Company details

**A1**

#### Company name

To check if a company name is available use our WebCheck service and select  
the 'Company Name Availability Search' option

[www.companieshouse.gov.uk/info](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below

Proposed company  
name in full ①

DFN Charitable Foundation

For official use

8 9 0 6 5 7 1

#### → Filling in this form

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

#### ① Duplicate names

Duplicate names are not permitted.  
A list of registered names can  
be found on our website. There  
are various rules that may affect  
your choice of name. More  
information on this is available in  
our guidance booklet GP1 at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A2**

#### Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive  
or restricted words or expressions that require you to seek comments of a  
government department or other specified body

☒ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response

#### ② Company name restrictions

A list of sensitive or restricted  
words or expressions that require  
consent can be found in our  
guidance booklet GP1 at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A3**

#### Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to  
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☒ I confirm that the above proposed company meets the conditions for  
exemption from the requirement to have a name ending with 'Limited',  
'Cyfyngedig' or permitted alternative

#### ③ Name ending exemption

Only private companies that are  
limited by guarantee and meet other  
specific requirements are eligible  
to apply for this. For more details,  
please go to our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A4**

#### Company type ④

Please tick the box that describes the proposed company type and members'  
liability (only one box must be ticked)

- ☐ Public limited by shares  
☐ Private limited by shares  
☒ Private limited by guarantee  
☐ Private unlimited with share capital  
☐ Private unlimited without share capital

#### ④ Company type

If you are unsure of your company's  
type, please go to our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

# IN01

## Application to register a company

**A5**

### Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales  
☐ Wales  
☐ Scotland  
☐ Northern Ireland

#### ① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

**A6**

### Registered office address ②

Please give the registered office address of your company

Building name/number 10

Street Norwich Street

Post town London

County/Region

Postcode E C 4 A 1 B D

#### ② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

**A7**

### Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only **one** box

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only **one** box

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A8**

### Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

#### ④ Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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Application to register a company

**Part 2****Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.**

**Secretary****B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.  
For a corporate secretary, complete Sections C1-C5

Title *	
Full forename(s)	
Surname	
Former name(s) ②	

**① Corporate appointments**

For corporate secretary appointments, please complete section C1-C5 instead of section B.

**Additional appointments**

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

**② Former name(s)**

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**B2****Secretary's service address ③**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**③ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

**B3****Signature ④**

I consent to act as secretary of the proposed company named in Section A1

Signature	Signature  
-----------	--

**④ Signature**

The person named above consents to act as secretary of the proposed company.

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Application to register a company

**Corporate secretary****C1 Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Additional appointments**

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

**Registered or principal address**

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

**C2 Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3** only→ **No** Complete **Section C4** only**C3 EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

Registration number

**② EEA**A full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4 Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

**C5 Signature ⑤**I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature

X

X

**⑤ Signature**

The person named above consents to act as corporate secretary of the proposed company

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## Application to register a company

### Director

**D1**

#### Director appointments ①

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E5.

Title *	Mr
Full forename(s)	David
Surname	Forbes-Nixon
Former name(s) ②	
Country/State of residence ③	UK
Nationality	British
Date of birth	d0 d5 m1 m2 y1 y9 y6 y4
Business occupation (if any) ④	Chairman/CEO

#### ① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

#### ② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

#### ③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

#### ④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

#### Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

**D2**

#### Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	10
Street	Norwich Street
Post town	London
County/Region	
Postcode	E C 4 A 1 B D
Country	UK

#### ⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.


Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

**D3**

#### Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

#### ⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

## Director

D1

## Director appointments ①

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E5

Title *	Mr
Full forename(s)	David Charles Neil
Surname	Tosh
Former name(s) ②	
Country/State of residence ③	UK
Nationality	British
Date of birth	d2 d9 m1 m2 y1 y9 y6 y4
Business occupation (if any) ④	Banker

## ① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

## ② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

## ③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

## ④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

## Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

## Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	10
Street	Norwich Street
Post town	London
County/Region	
Postcode	E C 4 A 1 B D
Country	UK

## ⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

## Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

## ⑥ Signature

The person named above consents to act as director of the proposed company.

# IN01 - continuation page

## Application to register a company

### Director

**D1**

#### Director appointments ①

Please use this section to list all the directors of the company  
For a corporate director, complete Sections E1-E5.

Title *	Mr
Full forename(s)	James
Surname	Dickson
Former name(s) ②	
Country/State of residence ③	UK
Nationality	British
Date of birth	d3 d0 m0 m1 y1 y9 y7 y0
Business occupation (if any) ④	Investment manager

- ① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4.
- ④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

**D2**

#### Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.


Building name/number	10
Street	Norwich Street
Post town	London
County/Region	
Postcode	E C 4 A 1 B D
Country	UK

- ⑤ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

**D3**

#### Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

- ⑥ Signature**  
The person named above consents to act as director of the proposed company.



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Application to register a company

**Corporate director**

<b>E1</b>	<b>Corporate director appointments ①</b>	
	Please use this section to list all the corporate directors taken on formation	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	
Country		
	<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → <b>Yes</b> Complete <b>Section E3 only</b> → <b>No</b> Complete <b>Section E4 only</b>	
<b>E3</b>	<b>EEA companies ②</b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③		
Registration number		
	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
<b>E4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	
<b>E5</b>	<b>Signature ⑤</b>	
	I consent to act as director of the proposed company named in <b>Section A1</b>	
Signature	Signature <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">X</div> <div style="text-align: center;">X</div> </div>	
	<b>⑤ Signature</b> The person named above consents to act as corporate director of the proposed company	

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Application to register a company

**Part 3 Statement of capital**

Does your company have share capital?

→ **Yes** Complete the sections below→ **No** Go to **Part 4 (Statement of guarantee)****F1 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling  
 If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**.

Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
<b>Totals</b>				£

**F2 Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies  
 Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

**F3 Totals**

Please give the total number of shares and total aggregate nominal value of  
 issued share capital

Total number of shares	
Total aggregate nominal value ④	

④ **Total aggregate nominal value**  
 Please list total aggregate values in  
 different currencies separately For  
 example £100 + €100 + \$10 etc

① Including both the nominal value and any  
 share premium

② Number of shares issued multiplied by  
 nominal value of each share

② Total number of issued shares in this class

**Continuation Pages**  
 Please use a Statement of Capital continuation  
 page if necessary

# IN01

Application to register a company

**F4**

## Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Prescribed particulars

1

### 1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

#### Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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## Application to register a company

Class of share	
<b>Prescribed particulars</b> <b>1</b>	

**1 Prescribed particulars of rights attached to shares**

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

**Continuation pages**

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

# IN01

## Application to register a company

**F5**

### Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

#### Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

**Part 4****Statement of guarantee**

Is your company limited by guarantee?

- **Yes** Complete the sections below  
 → **No** Go to **Part 5** (Statement of compliance)

**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

**1 Name**

Please use capital letters

**2 Address**

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

**3 Amount guaranteed**

Any valid currency is permitted

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary

**Subscriber's details**

Forename(s) <b>1</b>	David									
Surname <b>1</b>	Forbes-Nixon									
Address <b>2</b>	10 Norwich Street									
	London									
Postcode	E	C	4	A		1	B	D		
Amount guaranteed <b>3</b>										£ 1 00

**Subscriber's details**

Forename(s) <b>1</b>										
Surname <b>1</b>										
Address <b>2</b>										
Postcode										
Amount guaranteed <b>3</b>										

**Subscriber's details**

Forename(s) <b>1</b>										
Surname <b>1</b>										
Address <b>2</b>										
Postcode										
Amount guaranteed <b>3</b>										

# IN01

## Application to register a company

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

① **Name**  
Please use capital letters

② **Address**  
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

③ **Amount guaranteed**  
Any valid currency is permitted

**Continuation pages**  
Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

## Part 5

## Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

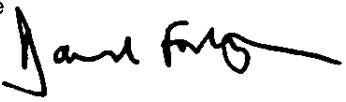
### H1

### Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

**① Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X 	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X



**IN01****Application to register a company**

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

**Continuation pages**

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

**H2****Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X

IN01

## Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Nicholas Pell

Company name Macfarlanes LLP

Address 20 Cursitor Street

Post town

County/Region London

Postcode E C 4 A 1 L T

Country UK

DX DX No. 138 Chancery Lane

Telephone +44 (0)20 7831 9222

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)  
☐ At the agents address (Given in Section H2)

**Checklist**

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following**

- ☒ [x] You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses

**How to pay**

**A fee is payable on this form.**

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland:**

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland:**

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1

**Section 243 exemption**

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below

The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY GUARANTEE**

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**MEMORANDUM OF ASSOCIATION**

**- OF -**

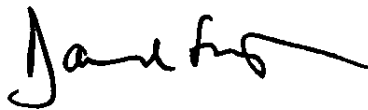
**DFN CHARITABLE FOUNDATION**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

***Name of each subscriber***

***Authentication by each subscriber***

David Forbes-Nixon



Dated **21 FEBRUARY** 2014

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**- OF -**

**DFN CHARITABLE FOUNDATION**

**MACFARLANES**

Macfarlanes LLP  
20 Cursitor Street  
London EC4A 1LT

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# THE COMPANIES ACT 2006

## PRIVATE COMPANY LIMITED BY GUARANTEE

### ARTICLES OF ASSOCIATION

- OF -

### DFN CHARITABLE FOUNDATION

(the "Charity")

#### 1 Disapplication of model articles

The model articles of association for private companies limited by guarantee contained in Schedule 2 to The Companies (Model Articles) Regulations 2008 shall not apply to the Charity

#### 2 Definitions and interpretation

2 1 In these Articles the following words and expressions shall have the following meanings

the **2006 Act**: the Companies Act 2006,

the **2011 Act**: the Charities Act 2011,

**Articles**: the Charity's articles of association,

**Bankrupt**: a person who (i) petitions for his own bankruptcy or is declared bankrupt, or (ii) applies for an interim order under the Insolvency Act 1986, or (iii) makes a proposal for the adoption of a voluntary arrangement under the Insolvency Act 1986, or (iv) seeks a compromise of his debts with his creditors or any substantial part of his creditors, or (v) takes any action or proceeding in any jurisdiction that has an effect equivalent or similar to any of the actions mentioned in (i) to (iv),

**bankruptcy**: includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

**business day**: any day other than a Saturday, a Sunday or any other day which is a public holiday in England,

**chairman**: as defined in Article 17,

**chairman of the meeting**: as defined in Article 32,

**clear days**: in relation to a period of a notice means that period excluding the day when the notice is deemed to be received (or, if earlier, received) and the day of the meeting,

**Commission**: the Charity Commission for England and Wales, or any corporation other body or entity which may from time to time perform the functions of the same,

**Companies Acts**: the Companies Acts (as defined in s 2 of the 2006 Act), in so far as they apply to the Charity,

**company**: includes any body corporate,

**Conflict Situation:** a situation in which a trustee has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Charity, including in relation to the exploitation of any property, information or opportunity and regardless of whether the Charity could take advantage of the property, information or opportunity itself, but excluding a situation which could not reasonably be regarded as likely to give rise to a conflict of interest

**Connected Person.**

- (a) a child, parent, grandchild, grandparent, brother or sister of the trustee,
- (b) the spouse or civil partner of the trustee or of any person falling within paragraph (a),
- (c) a person carrying on business in partnership with the trustee or with any person falling within paragraph (a) or (b),
- (d) an institution which is controlled
  - (i) by the trustee or any Connected Person falling within paragraph (a), (b), or (c), or
  - (ii) by two or more persons falling within paragraph (d)(i), when taken together,
- (e) a body corporate in which
  - (i) the trustee or any Connected Person falling within paragraphs (a) to (c) has a substantial interest, or
  - (ii) two or more persons falling within paragraph (e)(i), when taken together, have a substantial interest,

and ss 350 to 352 of the 2011 Act apply for the purposes of interpreting the terms used in this definition,

**document:** includes, unless otherwise specified, any document sent or supplied in electronic form,

**electronic form:** as defined in s 1168 of the 2006 Act,

**Financial Expert:** an individual, company or firm who or which is authorised to give investment advice under the Financial Services and Markets Act 2000,

**hard copy and hard copy form:** have the meaning given in s 1168 of the 2006 Act,

**member:** as defined in s 112 of the 2006 Act,

**memorandum** the memorandum of association of the Charity,

**Objects:** the objects of the Charity, as set out in Article 3,

**ordinary resolution:** as defined in s 282 of the 2006 Act,

**participate:** in relation to a trustees' meeting, as defined in Article 15,

**Patient:** a person who lacks capacity as defined in s 2 Mental Capacity Act 2005,

**proxy notice:** as defined in Article 39,

**Rules:** the rules, if any, made under Article 49 1,

**special resolution:** as defined in s 283 of the 2006 Act,

**subsidiary:** as defined in s 1159 of the 2006 Act,

**trustee:** a director of the Charity, and includes any person occupying the position of director, by whatever name called, the trustees are charity trustees as defined in s 177 of the 2011 Act,

**United Kingdom:** Great Britain and Northern Ireland,

**wholly-owned subsidiary:** as defined in s 1159 of the 2006 Act,

**writing:** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

## 2 2 In these Articles

2 2 1 any notice, consent, approval or other document or information, including the appointment of a proxy, required to be given in writing may be given in writing in hard copy form or electronic form, save where expressly provided otherwise in these Articles,

2 2 2 any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms, and

2 2 3 save as expressly provided otherwise

2 2 3 1 words or expressions contained in these Articles bear the same meaning as in the 2006 Act as in force from time to time,

2 2 3 2 any reference to any statute or statutory provision includes any subordinate legislation made under that statute or statutory provision, whether before, on, or after the date of adoption of these Articles,

2 2 3 3 any reference to any legislation including to any statute, statutory provision or subordinate legislation ("**Legislation**") includes a reference to that Legislation as from time to time amended or re-enacted, whether before, on, or after the date of adoption of these Articles, and

2 2 3 4 any reference to re-enactment includes consolidation and rewriting, in each case whether with or without modification

## 3 Objects

The Charity's Objects are specifically restricted to all purposes that are exclusively charitable under the law of England and Wales

## 4 Powers

The Charity has power to do anything which is calculated to further the Objects or is conducive or incidental to doing so In particular, but without limitation, the Charity may exercise the following powers

4 1 to raise funds and to invite and receive contributions, provided that in raising funds the Charity shall conform to any relevant legislation,



- 4 2 to set aside funds for special purposes or as reserves against future expenditure,
- 4 3 to purchase, rent, hire or otherwise acquire, alter, improve and (subject to such consents as may be required by law) to sell, charge or otherwise dispose of property,
- 4 4 subject to Articles 5 and 6, to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants,
- 4 5 subject to Articles 5 and 6, to engage and pay professional and other advisors,
- 4 6 to establish, fund or otherwise support any charitable trusts, associations or institutions formed for all or any of the Objects,
- 4 7 to co-operate with and to exchange information and advice with any organisation or body established anywhere in the world (including, without prejudice to the generality of the foregoing, any non-governmental organisation and any statutory authority or body or agency of a state or of a national or local government) the activities of which in the opinion of the trustees further all or any of the Objects,
- 4 8 to borrow money and give security for loans, but only in accordance with the 2011 Act,
- 4 9 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity,
- 4 10 to invest funds in any manner, and to obtain such advice from a Financial Expert as the trustees consider necessary, and having regard to the suitability of investments and the need for diversification,
- 4 11 to delegate the power of investment to a Financial Expert (who may be permitted to sub-delegate such power to another Financial Expert) but only in terms that
  - 4 11 1 an investment policy is set down in writing for the Financial Expert by the trustees,
  - 4 11 2 the performance of the investments is reviewed regularly with the trustees,
  - 4 11 3 the trustees are entitled to cancel the delegation at any time on the giving of reasonable notice to the Financial Expert,
  - 4 11 4 the investment policy and the delegation are reviewed at least once per calendar year,
  - 4 11 5 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the trustees on receipt, and
  - 4 11 6 the Financial Expert shall not be permitted to do anything outside the powers of the trustees,
- 4 12 to arrange for investments or other property of the Charity to be held in the name of a nominee company which will be acting under the control of the trustees or of a Financial Expert appointed under the preceding provisions, and to pay any reasonable fee required,
- 4 13 to deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required,
- 4 14 to insure the property of the Charity against any foreseeable risk and to take out other insurance policies to protect the Charity when required,

- 4 15 to carry on a trade in the course of carrying out the Objects or ancillary to carrying out the Objects,
- 4 16 to incorporate subsidiary companies, including subsidiary companies to carry on any trade which would, in the opinion of the trustees, promote or assist with the promotion of the Objects, including by means of the raising of funds for the Charity,
- 4 17 to guarantee and provide security for the performance of contracts by any person or company,
- 4 18 to purchase, out of the funds of the Charity, insurance designed to indemnify any person who is a charity trustee (as defined in s 177 of the 2011 Act) of the Charity in accordance with, and subject to the conditions in, s 189 of the 2011 Act,
- 4 19 to pay out of the funds of the Charity the costs, charges and expenses incurred in or incidental to the formation and registration of the Charity, and
- 4 20 to do all such other lawful things as are necessary for the achievement of the Objects

## 5 **Application of income and property**

- 5 1 Subject to Article 6 and the following provisions of this Article 5, the income and property of the Charity shall be applied solely towards the promotion of the Objects
- 5 2 A trustee is entitled to be reimbursed out of the property of the Charity or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Charity
- 5 3 A trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, s 189 of the 2011 Act
- 5 4 A trustee may receive an indemnity from the Charity in the circumstances specified in Article 48 and may receive a payment out of the property of the Charity of any sum to which he is entitled pursuant to that indemnity or of a sum in connection with the defence of proceedings under Article 48 3
- 5 5 A trustee may not receive any other benefit or payment unless it is authorised by Article 6
- 5 6 Subject to Article 6, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member This does not prevent a member who is not also a trustee receiving
  - 5 6 1 a benefit from the Charity in the capacity of a beneficiary of the Charity, or
  - 5 6 2 reasonable and proper remuneration for any goods or services supplied to the Charity

## 6 **Benefits and payments to trustees and Connected Persons**

### 6 1 **General provisions**

No trustee or Connected Person may

- 6 1 1 buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public,
- 6 1 2 sell goods, services or any interest in land to the Charity,
- 6 1 3 be employed by, or receive any remuneration from, the Charity,

6 1 4 receive any other financial benefit from the Charity,

unless the payment or benefit is permitted by Article 6 2 or authorised by the court or the Commission. In this Article a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value

## 6 2 **Scope and powers permitting trustees’ or Connected Persons’ benefits**

6 2 1 A trustee or Connected Person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the trustees do not benefit in this way

6 2 2 A trustee or Connected Person may enter into a contract for the supply of services (including professional services), or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, ss 185 to 188 of the 2011 Act

6 2 3 Subject to Article 6 3, a trustee or Connected Person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the trustee or Connected Person

6 2 4 A trustee or Connected Person may receive interest on money lent to the Charity at a reasonable and proper rate

6 2 5 A trustee or Connected Person may receive rent for premises demised or let by the trustee or Connected Person to the Charity (subject to the requirements, if applicable, of s 190 of the 2006 Act and the requirement for the consent of the Commission under s 201 or s 202, as applicable, of the 2011 Act). The amount of the rent and the other terms of the lease must be reasonable and proper

6 2 6 A trustee or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public

## 6 3 **Payment for the supply of goods only - controls**

The Charity and its trustees may only rely upon the authority provided by Article 6 2 3 if each of the following conditions is satisfied

6 3 1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity and the trustee or Connected Person providing the goods (the “Provider”) under which the Provider is to provide the goods in question to or on behalf of the Charity,

6 3 2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the provision of the goods in question,

6 3 3 the other trustees are satisfied that it is in the best interests of the Charity to contract with the Provider rather than with someone who is not a trustee or Connected Person. In reaching that decision the trustees must balance the advantages of contracting with a trustee or Connected Person against the disadvantages of doing so,

6 3 4 the Provider is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or it with regard to the supply of goods to the Charity,

- 6 3 5 the Provider does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting,
- 6 3 6 the reason for their decision is recorded by the trustees in the minute book,
- 6 3 7 a majority of the trustees then in office are not in receipt of remuneration or payments authorised by Article 6
- 6 4 In Articles 6 2 and 6 3, "**Charity**" includes any company in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares, or has the right to appoint one or more directors to the board of the company
- 7 **Liability of members**

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he is a member or within one year after he ceases to be a member, for

  - 7 1 payment of the Charity's debts and liabilities contracted before he ceases to be a member,
  - 7 2 payment of the costs, charges and expenses of winding up,
  - 7 3 adjustment of the rights of the contributors among themselves
- 8 **Trustees**
  - 8 1 The number of trustees shall be not less than two but, unless and until the Charity determines otherwise by ordinary resolution, shall not be subject to any maximum
  - 8 2 The continuing trustees or trustee may act notwithstanding that the total number of trustees from time to time is less than the minimum number required by Article 8 1, but if their number is less than the quorum required by Article 16, the continuing trustees or trustee must not take any decision other than a decision
    - 8 2 1 to appoint further trustees, or
    - 8 2 2 to call a general meeting so as to enable the members to appoint further trustees
- 9 **Trustees' general authority**

Subject to these Articles, the trustees are responsible for the management of the Charity's business, for which purpose they may exercise all the powers of the Charity
- 10 **Trustees may delegate**
  - 10 1 Subject to these Articles, the trustees may delegate any of the powers which are conferred on them under these Articles (a) to one or more committees consisting of two or more trustees, (b) to such an extent, (c) in relation to such matters or territories, and (d) on such terms and conditions, as they think fit
  - 10 2 The trustees may revoke any delegation in whole or part, or alter its terms and conditions
- 11 **Committees**
  - 11 1 Committees to which the trustees delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by trustees

- 11 2 The trustees may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them
- 11 3 All acts and proceedings of any committee must be fully and promptly reported to the trustees
- 12 **Trustees to take decisions collectively**
- The general rule about decision-making by trustees is that any decision of the trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 13
- 13 **Unanimous decisions**
- 13 1 A decision of the trustees is taken in accordance with this Article when all eligible trustees indicate to each other by any means that they share a common view on a matter
- 13 2 Such a decision may take the form of a resolution in writing, of which each eligible trustee has signed one or more copies or to which each eligible trustee has otherwise indicated agreement in writing
- 13 3 References in this Article 13 to eligible trustees are to trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a trustees' meeting (but exclude in respect of the authorisation of a Conflict Situation, the trustee subject to that Conflict Situation)
- 13 4 A decision may not be taken in accordance with this Article if the eligible trustees would not have formed a quorum at such a meeting
- 14 **Calling a trustees' meeting**
- 14 1 Any trustee may call a trustees' meeting by giving notice of the meeting to the trustees or by authorising the company secretary (if any) to give such notice
- 14 2 Notice of any trustees' meeting must indicate
- 14 2 1 its proposed date and time,
- 14 2 2 where it is to take place, and
- 14 2 3 if it is anticipated that trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 14 3 Notice of a trustees' meeting must be given to each trustee, but need not be in writing
- 14 4 Notice of a trustees' meeting need not be given to trustees who waive their entitlement to notice of that meeting, by giving notice to that effect to the Charity not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it
- 15 **Participation in trustees' meetings**
- 15 1 Subject to these Articles, trustees participate in a trustees' meeting, or part of a trustees' meeting, when
- 15 1 1 the meeting has been called and takes place in accordance with these Articles, and

- 15 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- 15 2 In determining whether trustees are participating in a trustees' meeting, it is irrelevant where any trustee is or how they communicate with each other
- 15 3 If all the trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is. In default of such a decision, the meeting shall be treated as being held where the majority of the trustees are located or, if there is no such majority, where the chairman is located
- 16 Quorum for trustees' meetings**
- 16 1 At a trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 16 2 The quorum for trustees' meetings may be fixed from time to time by a decision of the trustees, but, save as set out in Article 16 3, it must never be less than one third of their number or two, whichever is the greater
- 16 3 For the purposes of any trustees' meeting, (or part of a meeting) at which it is proposed to authorise a Conflict Situation in respect of one or more trustees, if there is only one trustee in office other than the trustee or trustees subject to the Conflict Situation, the quorum for such meeting (or part of a meeting) shall be one trustee
- 17 Chairing of trustees' meetings**
- 17 1 The trustees may appoint a trustee to chair their meetings
- 17 2 The person so appointed from time to time is known as the chairman ("chairman")
- 17 3 The trustees may terminate the chairman's appointment at any time
- 17 4 The chairman shall chair each trustees' meeting at which he is present. If there is no trustee holding that office, or if the chairman is unwilling to chair the trustees' meeting or is not participating in the meeting within ten minutes after the time at which it was to start, the participating trustees must appoint one of themselves to chair it
- 18 Casting vote**
- If the numbers of votes for and against a proposal are equal, the chairman or other trustee chairing the meeting shall not have a second or a casting vote
- 19 Authorisation of trustees' conflicts of interest**
- 19 1 The duty to avoid conflicts of interest in s 175 of the 2006 Act shall not apply in relation to the following descriptions of transaction or arrangement
- 19 1 1 any existing or proposed contract or arrangement for the employment or remuneration of a trustee by the Charity, provided that the contract or arrangement is permitted under Article 6, or would be so permitted if it was entered into,
- 19 1 2 any existing or proposed appointment of a trustee to office as a director of a wholly-owned subsidiary of the Charity, provided that due account has been taken of any guidance issued by the Commission from time to time regarding the appointment of charity trustees as directors of trading subsidiaries, or
- 19 1 3 the payment of rent for premises demised or let by a trustee or Connected Person in accordance with Article 6 2 5 (subject to the requirements, if

applicable, of s 190 of the 2006 Act and the requirement for the consent of the Commission under s 201 or s 202, as applicable, of the 2011 Act)

19 2 If a Conflict Situation arises, the trustees may authorise it for the purposes of s 175(4)(b) of the 2006 Act by a decision of the trustees made in accordance with these Articles

19 3 Any authorisation made for the purposes of this Article 19 shall be effective only if

19 3 1 any requirement as to the quorum at a meeting at which the Conflict Situation is authorised is met without counting the trustee or any other trustee to whom the Conflict Situation relates, and

19 3 2 the Conflict Situation was authorised without any such trustee voting or would have been authorised if his or their votes had not been counted

19 4 At the time of the authorisation, or at any time afterwards, the trustees may impose any limitations or conditions or grant the authority subject to such terms which (in each case) they consider appropriate and reasonable in all the circumstances. Subject to any limitations, conditions or terms, any authorisation given by the trustees shall be deemed to be given to the fullest extent permitted by the Companies Acts

19 5 Any authorisation given for the purposes of this Article may be revoked or varied at any time in the absolute discretion of the trustees

19 6 A trustee shall not be in breach of the duties he owes to the Charity by virtue of ss 171-177 of the 2006 Act or otherwise because of anything done or omitted to be done in accordance with the provisions of this Article or the terms of any authorisation given by the trustees in accordance with this Article

## 20 **Declaration of trustees' interests; voting and counting in the quorum**

20 1 Each trustee who is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Charity or a transaction or arrangement that has been entered into by the Charity must comply with s 177 or s 182 of the 2006 Act, as applicable

20 2 If a proposed decision of the trustees relates to

20 2 1 a matter in which a trustee has, or can have, a direct or indirect interest or duty which conflicts, or possibly may conflict, with the interests of the Charity, or

20 2 2 a proposed transaction or arrangement with the Charity or a transaction or arrangement that has been entered into by the Charity, in either of which a trustee is, in any way, directly or indirectly, interested,

that trustee is not to be counted as participating in the decision-making process for quorum or voting purposes. Further, a trustee must absent himself from any discussions of the trustees regarding any such proposed decision

20 3 If, however, Article 20 4 applies, a trustee who is interested in an actual or proposed transaction or arrangement with the Charity is to be counted as participating in the decision-making process for quorum and voting purposes (and is not required to absent himself from any discussions of the trustees regarding any such proposed decision)

20 4 This Article 20 4 applies when

20 4 1 the Charity by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a trustee from being counted as participating in the decision-making process, or

- 20 4 2 the trustee's interest cannot reasonably be regarded as likely to give rise to a conflict of interest
- 20 5 In this Article 20, references to proposed decisions and decision-making processes include any trustees' meeting or part of a trustees' meeting
- 20 6 Subject to Article 20 7, if a question arises at a meeting of trustees or of a committee of trustees as to the right of a trustee to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any trustee other than the chairman is to be final and conclusive
- 20 7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the trustees at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes
- 21 Records of decisions to be kept**
- The trustees must ensure that the Charity keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the trustees
- 22 Trustees' discretion to make further rules**
- Subject to these Articles, the trustees may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to trustees
- 23 Appointing trustees**
- 23 1 Any person who is willing to act as a trustee, and is permitted by law to do so, may be appointed to be a trustee
- 23 1 1 by ordinary resolution, or
- 23 1 2 by a decision of the trustees
- 23 2 In any case where, as a result of death, the Charity has no members and no trustees, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a trustee
- 23 3 For the purposes of Article 23 2, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member
- 24 Termination of trustee's appointment**
- 24 1 A person ceases to be a trustee as soon as
- 24 1 1 that person ceases to be a trustee by virtue of any provision of the 2006 Act or is prohibited from being a trustee by law,
- 24 1 2 that person is disqualified from acting as a charity trustee under s 178 of the 2011 Act,
- 24 1 3 that person becomes a Bankrupt,
- 24 1 4 a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that that person has become physically or



mentally incapable of acting as a trustee and may remain so for more than three months or that person otherwise becomes a Patient,

24 1 5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,

24 1 6 the trustees resolve, by a vote in favour by all the other trustees (and not merely those present at the meeting) that he be removed as trustee,

24 1 7 notification is received by the Charity from the trustee that the trustee is resigning from office, and such resignation has taken effect in accordance with its terms

24 2 In addition and without prejudice to the provisions of s 168 of the 2006 Act, the Charity may by ordinary resolution remove any trustee before the expiration of his period of office and may by ordinary resolution appoint another trustee in his place

## 25 **Appointment of trustees to other offices**

The trustees may appoint one or more of their number to any honorary office of the Charity Any such appointment may be made upon such terms as the trustees determine Any appointment of a trustee to an honorary office shall terminate if he ceases to be a trustee, unless the trustees resolve otherwise

## 26 **Members and applications for membership**

26 1 The subscriber to the memorandum is the first member of the Charity

26 2 Any other individual or organisation may be admitted as a member if

26 2 1 that person has completed an application for membership in a form approved by the trustees,

26 2 2 the trustees have approved the application, and

26 2 3 the application is in accordance with any Rules then in force in relation to membership of the Charity

## 27 **Termination of membership**

27 1 A member may withdraw from membership of the Charity by giving seven days' notice to the Charity in writing

27 2 Membership is not transferable

27 3 A person's membership terminates when

27 3 1 that person dies or ceases to exist,

27 3 2 the member resigns by written notice to the Charity unless, after the resignation, there would be no remaining members, or

27 3 3 the trustees resolve that it is in the best interests of the Charity that his or its membership is terminated, provided that

27 3 3 1 the member has been given at least twenty-one clear days' notice in writing of the proposed resolution and the reason(s) why it has been proposed,

27 3 3 2 the member or, if he or it wishes, a representative, has been allowed to make representations to the trustees regarding the proposed resolution, and

27 3 3 3 the removal would not cause there to be no remaining members

## 28 **Written resolutions**

28 1 A resolution may be proposed and passed as a written resolution in accordance with Part 13 Ch 2 of the 2006 Act

28 2 An ordinary resolution is passed as a written resolution if it is passed by members representing a simple majority of the total voting rights of eligible members (as determined in accordance with s 289 of the 2006 Act)

28 3 A special resolution is passed as a written resolution if it is passed by members representing not less than 75 per cent of the total voting rights of eligible members (as determined in accordance with s 289 of the 2006 Act)

## 29 **Notice of general meetings**

29 1 Subject to Article 29 2, a general meeting of the Charity must be called by notice of at least 14 clear days

29 2 A general meeting may be called by shorter notice than that required by Article 29 1 if shorter notice is agreed to by a majority in number of the members having a right to attend and vote at the meeting, being a majority who together represent not less than 90 per cent of the total voting rights of all the members

29 3 Notice of a general meeting must comply with Part 13 Ch 3 of the 2006 Act including

29 3 1 stating the time, date and place of the meeting,

29 3 2 stating the general nature of the business to be dealt with at the meeting, and

29 3 3 a statement informing the member of his rights under s 324 of the 2006 Act to appoint a proxy

29 4 Notice of a general meeting must be sent to every member of the Charity and every trustee

29 5 Any accidental failure to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, one or more persons shall be disregarded for the purpose of determining whether notice of the meeting is duly given

## 30 **Attendance and speaking at general meetings**

30 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

30 2 A person is able to exercise the right to vote at a general meeting when

30 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

30 2 2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

- 30 3 The trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- 30 4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
- 30 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them
- 31 Quorum for general meetings**
- 31 1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum
- 31 2 Save as set out in Article 31 3, two qualifying persons present at a meeting are a quorum, unless
- 31 2 1 each is a qualifying person only because he is authorised under s 323 of the 2006 Act to act as the representative of a corporation in relation to the meeting, and they are representatives of the same corporation, or
- 31 2 2 each is a qualifying person only because he is appointed as proxy of a member in relation to the meeting, and they are proxies of the same member
- 31 3 In the event that the Charity has only one member, one qualifying person present at a meeting is a quorum
- 31 4 For the purposes of this Article, a “qualifying person” means
- 31 4 1 an individual who is a member of the Charity,
- 31 4 2 a person authorised under s 323 of the 2006 Act (representation of corporations at meetings) to act as the representative of a corporation in relation to the meeting,
- 31 4 3 a person appointed as proxy of a member in relation to the meeting
- 32 Chairing general meetings**
- 32 1 If the trustees have appointed a chairman, the chairman shall chair general meetings if present and willing to do so
- 32 2 If the trustees have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes after the time at which a meeting was due to start
- 32 2 1 the trustees present, or
- 32 2 2 (if no trustees are present), the meeting,
- must appoint a trustee or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting
- 32 3 The person chairing a meeting in accordance with this Article is referred to as “the chairman of the meeting”
- 33 Attendance and speaking by trustees and non-members**
- 33 1 Trustees may attend and speak at general meetings, whether or not they are members

- 33 2 The chairman of the meeting may permit other persons who are not members of the Charity to attend and speak at a general meeting

34 **Adjournment**

- 34 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it

- 34 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if

34 2 1 the meeting consents to an adjournment, or

34 2 2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

- 34 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

- 34 4 When adjourning a general meeting, the chairman of the meeting must

34 4 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the trustees, and

34 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting

- 34 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least seven clear days' notice of it

34 5 1 to the same persons to whom notice of the Charity's general meetings is required to be given, and

34 5 2 containing the same information which such notice is required to contain

- 34 6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

35 **Voting: general**

- 35 1 On a vote on a show of hands or on a poll, each member who (being an individual) is present in person or by a proxy or (being a body corporate) is present by a representative or by a proxy shall have one vote. On a vote on a written resolution, each member shall have one vote

- 35 2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles

36 **Errors and disputes**

- 36 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

- 36 2 Any such objection must be referred to the chairman of the meeting, whose decision is final

37      **Poll votes**

37 1      A poll on a resolution may be demanded at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

37 2      A poll may be demanded by

37 2 1      the chairman of the meeting,

37 2 2      two or more persons having the right to vote on the resolution, or

37 2 3      a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution

37 3      A demand for a poll may be withdrawn if

37 3 1      the poll has not yet been taken, and

37 3 2      the chairman of the meeting consents to the withdrawal

38      **Procedure on a poll**

38 1      Subject to these Articles, polls at general meetings must be taken when, where and in such manner as the chairman of the meeting directs

38 2      The chairman of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared

38 3      The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded

38 4      A poll on

38 4 1      the election of the chairman of the meeting, or

38 4 2      a question of adjournment,

must be taken immediately

38 5      Other polls must be taken within 30 days of their being demanded

38 6      A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded

38 7      No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded

38 8      In any other case, at least seven days' notice must be given specifying the time and place at which the poll is to be taken

39      **Content of proxy notices**

39 1      Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

39 1 1      states the name and address of the member appointing the proxy,

39 1 2      identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,

- 39 1 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine, and
- 39 1 4 is delivered to the Charity in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate
- 39 2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 39 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 39 4 Unless a proxy notice indicates otherwise, it must be treated as
  - 39 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - 39 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself
- 40 **Delivery of proxy notices**
- 40 1 Any notice of a general meeting must specify the address or addresses ("**proxy notification address**") at which the Charity or its agents will receive proxy notices relating to that meeting, or any adjournment of it, delivered in hard copy or electronic form
- 40 2 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person
- 40 3 Subject to Articles 40 4 and 40 5, a proxy notice must be delivered to a proxy notification address not less than 24 hours before the general meeting or adjourned meeting to which it relates
- 40 4 In the case of a poll taken more than 48 hours after it is demanded, the notice must be delivered to a proxy notification address not less than 24 hours before the time appointed for the taking of the poll
- 40 5 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the proxy notice must be delivered
  - 40 5 1 in accordance with Article 40 3, or
  - 40 5 2 at the meeting at which the poll was demanded to the chairman of the meeting, company secretary (if any) or any trustee
- 40 6 The trustees may, in their sole discretion, determine from time to time that in calculating the periods referred to in Articles 40 3 and 40 4 no account shall be taken of any part of a day that is not a working day
- 40 7 A proxy notice which is not delivered in accordance with Articles 40 3, 40 4 or 40 5 shall be invalid unless the trustees, in their sole discretion, accept the proxy notice at any time before the meeting
- 40 8 An appointment under a proxy notice may be revoked by delivering to a proxy notification address a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 40 9 A notice revoking a proxy appointment only takes effect if it is delivered before

- 40 9 1 the start of the meeting or adjourned meeting to which it relates, or
- 40 9 2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates
- 40 10 If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence, satisfactory to the trustees, of the authority of the person who signed it to do so on the appointor's behalf
- 40 11 If more than one proxy notice is delivered by the same appointing member for the purposes of the same meeting, the proxy notice last delivered shall prevail in conferring authority on the person named in the notice to attend the meeting and vote. A proxy notice in electronic form found by the Charity to contain a computer virus shall not be accepted by the Charity and shall be invalid
- 41 **Amendments to resolutions**
- 41 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
  - 41 1 1 notice of the proposed amendment is given to the Charity in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - 41 1 2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- 41 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
  - 41 2 1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 41 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 41 3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution
- 42 **Communications**
- 42 1 The company communications provisions (as defined in the 2006 Act) shall also apply to any document or information not otherwise authorised or required to be sent or supplied by or to a company under the Companies Acts but to be sent or supplied pursuant to these Articles
  - 42 1 1 by or to the Charity, or
  - 42 1 2 by or to the trustees acting on behalf of the Charity
- 42 2 The provisions of s 1168 of the 2006 Act (hard copy and electronic form and related expressions) shall apply to the Charity as if the words "and the Articles" were inserted after the words "the Companies Acts" in ss 1168(1) and 1168(7)
- 42 3 Section 1147 of the 2006 Act shall apply to any document or information to be sent or supplied by the Charity to its members under the Companies Acts or pursuant to these Articles as if

- 42 3 1 in s 1147(2) the words "or by airmail (whether in hard copy or electronic form) to an address outside the United Kingdom" were inserted after the words "in the United Kingdom",
- 42 3 2 in s 1147(3) the words "48 hours after it was sent" were deleted and replaced with the words "when sent, notwithstanding that the Charity may be aware of the failure in delivery of such document or information ",
- 42 3 3 a new s 1147(4)(A) were inserted as follows
- "Where the document or information is sent or supplied by hand (whether in hard copy or electronic form) and the Charity is able to show that it was properly addressed and sent at the cost of the Charity, it is deemed to have been received by the intended recipient when delivered ",
- 42 3 4 s 1147(5) were deleted
- 42 4 Proof that a document or information sent by electronic means was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the document or information was properly addressed as required by s 1147(3) of the 2006 Act and that the document or information was sent or supplied
- 43 Members with non-UK addresses**
- 43 1 No member shall be entitled to have a document or information delivered to him in hard copy at any postal address not within the United Kingdom Any member whose registered address is not within the United Kingdom may, by notice in writing, supply to the Charity
- 43 1 1 a postal address within the United Kingdom for the sending or supplying of any document or information in hard copy including, where applicable, any notification that a document or information is available on a website,
- 43 1 2 an address for the sending or supplying of any document or information by electronic means
- Any such postal address shall, for the purpose of the sending or supplying of any document or information, be deemed to be the member's registered address
- 43 2 A member who has no registered address within the United Kingdom and has not given notice pursuant to Article 43 1 shall not be entitled to receive any document or information from the Charity unless the trustees have agreed to communicate with him by communication to such registered address
- 44 Failure to notify contact details**
- 44 1 If the Charity sends two consecutive documents or pieces of information to a member over a period of not less than 12 months and
- 44 1 1 each of them is returned undelivered, or
- 44 1 2 the Charity receives notification that neither of them has been delivered,
- that member ceases to be entitled to receive documents or information from the Charity
- 44 2 A member who has ceased to be entitled to receive documents or information from the Charity shall become entitled to receive documents or information again by sending the Charity
- 44 2 1 a new address to be recorded in the register of members, or



- 44 2 2 if the member has agreed that the Charity should use a means of communication other than sending things to such an address, the information that the Charity needs to use that means of communication effectively

#### 45 **Seals**

- 45 1 Any common seal may only be used by the authority of the trustees
- 45 2 The trustees may decide by what means and in what form any common seal is to be used
- 45 3 Unless otherwise decided by the trustees, if the Charity has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- 45 4 For the purposes of this Article, an authorised person is
- 45 4 1 any trustee of the Charity, or
- 45 4 2 any person authorised by the trustees for the purpose of signing documents to which the common seal is applied

#### 46 **Accounts and other records**

- 46 1 Except as provided by law or authorised by the trustees or an ordinary resolution of the Charity, no person is entitled to inspect any of the Charity's accounting or other records or documents merely by virtue of being a member
- 46 2 Accounts shall be prepared, where required, in accordance with the Companies Acts and submitted to the Commission, where required, in accordance with the 2011 Act

#### 47 **Annual filings**

The trustees shall comply with their obligations under the 2011 Act with regard to the preparation of an annual report and an annual return and the submission of such documents to the Commission

#### 48 **Indemnities and funding of defence proceedings**

- 48 1 This Article 48 shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the 2006 Act. It does not allow for or provide (to any extent) an indemnity which is more extensive than is permitted by the 2006 Act and any such indemnity is limited accordingly. This Article 48 is also without prejudice to any indemnity to which any person may otherwise be entitled

#### 48 2 The Charity

- 48 2 1 shall indemnify every person who is a trustee of the Charity, and shall keep indemnified each such person after he ceases to hold office, and

- 48 2 2 may indemnify any other person who is an officer (other than an auditor) of the Charity,

in each case out of the assets of the Charity from and against any loss, liability or expense incurred by him or them in relation to the Charity by reason of his being or having been a trustee or other officer of the Charity

- 48 3 The trustees may, subject to the provisions of the 2011 Act and the 2006 Act, exercise the powers conferred on them by ss 205 and 206 of the 2006 Act and s 175 of the 2006 Act (duty to avoid conflicts of interest) shall not apply in relation to any such transaction or arrangement

## 49 Rules

49 1 The trustees may from time to time make such rules as they may deem necessary, expedient or convenient for the proper conduct and management of the Charity, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate

49 1 1 the admission of members (including the admission of organisations to membership) and the terms and conditions of membership,

49 1 2 the conduct of members in relation to one another, and to the Charity's employees,

49 1 3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,

49 1 4 the procedure at general meetings and meetings of the trustees and committees appointed by and including one or more of the trustees in so far as such procedure is not regulated by the Articles or the Companies Acts, and

49 1 5 generally, all such matters as are commonly the subject matter of company rules

49 2 No Rule shall be effective if it would be inconsistent with, or would affect or repeal anything contained in, the Articles. Subject to that, any Rule shall be binding on the members and the trustees shall adopt such means as they think sufficient to bring the Rules to the notice of the members

## 50 Amendments

The 2011 Act provides that amendments shall not be made to provisions relating to the matters dealt with in Articles 3, 4 18, 5, 6, 48 or 51 without the prior written consent of the Commission

## 51 Dissolution

51 1 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, such remaining property shall not be paid to or distributed among the members of the Charity, but shall be transferred to one or more Qualifying Charities nominated in writing by the members, acting by majority, before or at the time of the Charity's winding-up or dissolution, and if more than one then in such shares as shall be so nominated by the members. Subject to any such nomination the remaining property shall be applied for exclusively charitable purposes as directed by the Commission, and subject to that as directed by the courts of England and Wales

51 2 For the purposes of this Article 51, **Qualifying Charity** means a charity, as defined by Part 1 of the 2011 Act, having objects similar to or falling within the Objects, the governing document of which prohibits the distribution of its income and property to an extent at least as great as is imposed on the Charity by the Articles