

Company No. 1948578
Registered Charity No. 292758

The Companies Acts 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
EUREKA! THE NATIONAL CHILDREN'S MUSEUM

(as at 18 May 2009)

The Companies Acts 1985 to 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

EUREKA! THE NATIONAL CHILDREN'S MUSEUM

- 1 The name of the Company is "EUREKA! THE NATIONAL CHILDREN'S MUSEUM".^{1 2}
- 2 The registered office of the Company is to be situated in England and Wales.
- 3 The Company's objects are:
- (a) to promote, maintain, improve and advance public education particularly by the promotion, establishment and maintenance of a museum or museums for the education of children;
 - (b) in the interests of social welfare to provide, or assist in the provision of, facilities for recreation or other leisure-time occupation with the object of improving the conditions of life of the persons for whom such facilities are primarily intended being persons who have need of such facilities by reason of their youth, age, infirmity or disablement poverty or social and economic circumstances provided that nevertheless such facilities shall be available to the members of the public at large;
 - (c) to promote, maintain, improve and advance education in the sciences for the benefit of the public, in particular to foster an interest in and an understanding of scientific discoveries and experiments and the application of the same;
 - (d) to promote, maintain, improve and advance education in the arts for the benefit of the public particularly the encouragement of the arts and crafts including the arts of poetry, prose, painting, sculpture, printing, drama, mime, dance, singing and music by establishing a centre or centres where the foregoing can be carried out;

¹ The name of the Company was changed to "THE MUSEUM FOR CHILDREN" by a special resolution of the Company dated 8 August 1992.

² The name of the Company was changed to "EUREKA! THE NATIONAL CHILDREN'S MUSEUM" by a special resolution of the Company dated 19 December 2007.

- (e) to advance the education of children by providing, or supporting the provision of, play experience and materials to develop their imaginative play and social skills through interaction with other children thereby assisting in their development in preparation for school;³ and
- (f) to advance the development and education of children under statutory school age by providing, or supporting the provision of, childcare within a safe and stimulating environment.⁴

4 The Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

- (a) to present, promote, organise, provide, manage, produce and display scientific exhibitions and demonstrations, working models, computer displays, laser techniques, plays, dramas, operas, films, broadcasts, concerts, puppet shows, ballets, exhibitions and publications and any other exclusively charitable activity or activities, whether on any premises of the Company or elsewhere, as shall further the promotion, maintenance, improvement and advancement of education through the acquiring of scientific or artistic knowledge;
- (b) to co-operate with any national or international bodies, societies, organisations, associations, companies or persons having similar charitable objects;
- (c) to obtain, collect and receive money and funds by way of contribution, subscription, donation, offertory, legacy or otherwise whether subject to any special trust (not being inconsistent with the objects of the Company) or not, for the purpose of furthering the objects of the Company;
- (d) to purchase, take on lease or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Directors of the Company think necessary or convenient or desirable to be acquired for any of the purposes of the Company;
- (e) subject to such consents as may be required by law to sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of the real or personal property, assets, rights and effects of the Company or any part thereof for such consideration as may by the Directors of the Company be thought fit for any of the purposes of the Company;
- (f) for the purposes of the Company and subject to such consents as may be required by law to raise or borrow money on any terms or conditions upon the security of debenture stock, debentures, mortgages of, or charges upon, all or any of the property and assets of the Company, present or future, or without any such security, and to make, accept, endorse and execute promissory notes, and to issue and grant receipts and acknowledgements of moneys received or held on deposit or otherwise;

³ Clause 3(e) was inserted by special resolution of the Company passed on 4 February 2003.

⁴ Clause 3(f) was inserted by special resolution of the Company passed on 4 February 2003.

- (g) to invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
- (h) to pay all expenses of and incidental to the incorporation and establishment of the Company;
- (i) to do all or any of the above things in any part of the world and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees or otherwise;
- (j) to pay out of the funds of the Company the cost of any premium in respect of any indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard of whether it was a breach of trust or breach of duty or not, and provided also that any such insurance shall not extend to the cost of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as Directors of the Company;⁵ and
- (k) to do all such other lawful things as will further the above objects or any of them.

PROVIDED ALWAYS that:

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 Directors or other governing body for the time being of the Company 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 Directors or other governing body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the

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Clause 4(j) was inserted by special resolution of the Company passed on 4 February 2003.

Charity Commissioners over such Directors or other governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

- 5 The income and property of the Company shall be applied solely towards the promotion of its objects 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 members of the Company and no director or member of any other governing body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any director, member, officer or servant of the Company for services rendered to the Company and the Company may grant pensions and make payments to health and other insurance plans for the benefit of such persons in consideration of services rendered to the Company; provided further that at no time shall a majority of directors benefit under this provision and that a director withdraws from any meeting whilst his or her remuneration is being discussed;⁶
- (b) of interest on money lent by any member of the Company or its Directors or other governing body at a reasonable and proper rate;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or its Directors or other governing body;
- (d) to any Director or member of any other governing body of out-of-pocket expenses; and
- (e) of reasonable and proper premiums in respect of trustee indemnity insurance effected in accordance with sub-clause 4(j) above.⁷

- 6 The liability of the members is limited.

- 7 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound.

- 8 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having

⁶ This paragraph 5(a) replaced the original paragraph 5(a) by virtue of a special resolution of the Company passed on 24 September 1996.

⁷ Clause 5(e) was inserted by special resolution of the Company passed on 4 February 2003.

objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.⁸

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

VIVIEN LOUSE DUFFIELD

43 Chemin de Princes
Vandoeuvres
Geneva Switzerland
Philanthropist

JOCELYN CHARLES GREVILLE STEVENS

14 Cheyne Walk
London SW3
Company Director

EDWARD RANDOLPH FOOTRING

54 South Lodge
Circus Road
St John's Wood
London NW8
Solicitor

Dated this 16th day of August 1985

WITNESS to the above signatures:

MICHAEL TRASK

Capital House
42 Weston Street
London SE1 3QN
Solicitor

⁸ Clause 9 was deleted by a special resolution of the Company passed on 4 February 2003.

The Companies Acts 1985 to 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

THE MUSEUM FOR CHILDREN⁹

INTERPRETATION

1 In these Articles:

- “the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
- “the Seal” means the common seal of the Company;
- “the Board” means the Board of Directors of the Company;
- “the Secretary” means the secretary of the Company or any person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
- “the United Kingdom” means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

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

MEMBERS

2 The subscriber to the Memorandum of Association and such other persons as the Board shall admit to membership shall be members of the Company. Every other

⁹ Articles 1 to 73 were adopted by a special resolution of the Company passed on 4 February 2003.

person who wishes to become a member shall deliver to the Company an application for membership in such form as the Board requires executed by him.

- 3 Unless the members of the Board shall make other provisions pursuant to the powers contained in Article 71 the members of the Board may in their absolute discretion permit any member to retire provided that after such retirement the number of members is not less than two.

GENERAL MEETINGS

- 4 The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold such a meeting in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 5 The Board may, whenever it thinks 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 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any member of the Board or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

- 6 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles, entitled to receive such notices from the Board:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as an Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

- 7 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 8 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Board and auditors, the election of members of the Board in the place of those retiring and the appointment of, and fixing of the remuneration, of the auditors.
- 9 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members or one third of the membership whichever shall be the greater present in person shall be a quorum.
- 10 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other time and place as the Board may determine.
- 11 The chairman, if any, of the Board shall preside as chairman at every General Meeting, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Board present shall elect one of their number to be chairman of the meeting.
- 12 If at any meeting no member of the Board is willing to act as chairman or if no member of the Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
- 13 A member of the Board shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 14 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 15 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 on the declaration of the result of the show of hands) demanded:
- (a) by the chairman; or
 - (b) by at least two members present in person or by proxy; or

- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

- 16 Except as provided in Article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 17 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 18 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 19 Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of, and to attend and vote at General Meetings (or being corporations by their duly authorised representatives), shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

- 20 On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
- 21 A member of unsound mind, or in a respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
- 22 No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.
- 23 On a poll votes may be given either personally or by proxy.
- 24 An instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised, and shall be in any form which is usual or which the Board may approve. A proxy need not be a member of the Company.
- 25 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority certified notari- ally

or in some other way approved by the Board shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, 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.

- 26 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 27 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 such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 28 Any corporation which is a member of the Company may by resolution of its Board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the Company.

THE BOARD

- 29 The number of Directors shall be not less than four nor more than fifteen.
- 30 The members of the Board shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or General Meetings of the Company or in connection with the business of the Company.
- 31 A resolution in writing signed or approved by telegram or telex by each of the members of the Board (or in any case and to the extent authorised by the provisions of these Articles his alternate member of the Board) shall be as effective as a resolution duly passed at a meeting of the Board and may consist of several documents in the like form, each signed by one or more persons.

BORROWING POWERS

- 32 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, or any part thereof, to give guarantees and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF THE BOARD

- 33 The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not

inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that registration had not been made.

- 34 The Board may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the members of the Board under these Articles) and for such period and subject to such conditions as they may think fit.
- 35 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
- 36 The Board shall cause minutes to be made in books provided for that purpose:
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the members of the Board present at each meeting of the Board and of any committee of the Board; and
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Board, and of committees of the Board.

Every member of the Board present at any meeting of the Board or committee of the Board shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF MEMBERS OF THE BOARD

- 37 The office of member of the Board shall be vacated if the member:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) ceases to be a member of the Board by virtue of any provision of the Act or becomes prohibited by law from being a member of the Board; or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - (d) resigns his office by notice in writing to the Company; or
 - (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by Section 317 of the Act.

A member of the Board may vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall be counted and shall be taken into account in determining a quorum.

ROTATION OF MEMBERS OF THE BOARD

- 38 At the first Annual General Meeting of the Company all the members of the Board shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the Board for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from the office.
- 39 The members of the Board to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Board on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 40 A retiring member of the Board shall be eligible for re-election.
- 41 The Company at the meeting at which a member of the Board retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring member of the Board 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 of the Board shall have been put to the meeting and lost.
- 42 No person other than a member of the Board retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of member of the Board at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend 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 that person of his willingness to be elected.
- 43 The Company may subject to Article 29 from time to time by ordinary resolution increase or reduce the number of members of the Board, and may also determine in what rotation the increased or reduced number is to go out of office.
- 44 The Board shall have power at any time, and from time to time, to appoint any person to be a member of the Board, either to fill a casual vacancy or as an addition to the existing members of the Board, but so that the total number of members of the Board shall not at any time exceed the number fixed in accordance with these Articles. Any member of the Board so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Board who are to retire by rotation at such meeting.
- 45 The Company may by ordinary resolution, of which special notice has been given in accordance with section 379 of the Act, remove any member of the Board before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Board.

- 46 The Company may by ordinary resolution appoint another person in place of a member of the Board removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under Article 44 the Company in General Meeting may appoint any person to be a member of the Board either to fill a casual vacancy or as an additional member of the Board. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Board on the day on which the member of the Board in whose place he is appointed was last elected a member of the Board.

PROCEEDINGS OF THE BOARD

- 47 The members of the Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Board may, and the secretary on the requisition of a member of the Board shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from the United Kingdom.

- 48 The quorum necessary for the transaction of the business of the Board shall be two or one-third of the members of the Board whichever shall be the greater.

- 49 The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and for so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of members of the Board, the continuing member or members of the Board may act for the purpose of increasing the number of members of the Board to that number, or of summoning a General Meeting of the Company, but for no other purpose.

- 50 The Board may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members of the Board present may choose one of their number to be chairman of the meeting.

- 51 The Board may delegate any of their powers to committees. Any such committee shall either:

- (a) consist of such member or members of their body as they think fit; or
- (b) be the committee of management established under article 56.

Any such committee shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. All acts and proceedings of any such committee shall be reported to the Board as soon as reasonably practicable.

- 52 A committee shall elect a chairman of its meetings; if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

- 53 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

- 54 All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board 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 and was qualified to be a member of the Board.
- 55 A resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- 55A Directors and members of any committee of the Board may participate in or hold a meeting of the Board or of a committee of the Board (as the case may be) by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board, or of a committee of the Board, duly convened and held with such persons physically present.¹⁰

COMMITTEE OF MANAGEMENT

- 56 The directors shall have power to delegate such of the Company's affairs and business as they think fit to a committee of management.
- 57 Membership of the committee of management shall be at the invitation of the Board. The committee of management will consist of such members as the Board shall think fit. The chairman of the committee of management shall be appointed by the Board and shall be a Director of the Company who shall be responsible for reporting to the Board the acts and proceedings of the committee of management in accordance with article 51. Notwithstanding anything to the contrary in these articles of association no meeting of the committee of management shall be quorate unless the chairman is present in person.
- 58 Any member of the committee of management may resign by giving notice in writing to the Secretary. The Board shall have power to remove any member of the committee of management by notice in writing sent to the member concerned.
- 59 The members of the committee of management shall be paid all reasonable expenses properly incurred by them in performing their duties as members of the committee of management.
- 60 The committee of management may advise the Company on any matter or matters which are delegated to it by the Board but so that at all times and in all respects the activities of the committee of management shall be subject to the authority of the Board.

SECRETARY

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

¹⁰ Clause 55A was inserted by special resolution of the Company passed on 17 May 2004.

- 62 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Board and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Board and as, or in place of, the secretary.

THE SEAL

- 63 The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the secretary or by a second member of the Board or by some other person appointed by the Board for the purpose

ACCOUNTS

- 64 The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.
- 65 The Board 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 Company or any of them shall be open to the inspection of members not being member of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
- 66 The Board shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
- 67 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report and Board's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

- 68 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

- 69 A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of forty-

eight hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

70 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditor for the time being of the Company; and
- (d) each of the Directors for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings

RULES OR BYE LAWS

71 The Board may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (a) the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Company in relation to one another and to the Company's servants;
- (c) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the Board and committees of the Board insofar as such procedure is not regulated by these Articles; and
- (e) all such matters as are commonly the subject matter of Company rules not regulated by these Articles.

The Company in General Meeting shall have power to alter or repeal the rules or bye laws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules or bye laws, which so long as they shall be in force, shall be binding on all members of the Company provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

- 72 The Board shall have power to resolve pursuant to clause 4(j) of the Memorandum to effect indemnity insurance notwithstanding their interest in such a policy.

WINDING UP

- 73 Upon a winding up of the Company the provisions of clause 8 of the Memorandum shall have effect and be observed as if the same were repeated herein.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

VIVIEN LOUSE DUFFIELD

43 Chemin de Princes
Vandoeuvres
Geneva
Switzerland
Philanthropist

JOCELYN CHARLES GREVILLE STEVENS

14 Cheyne Walk
London SW3
Company Director

EDWARD RANDOLPH FOOTRING

54 South Lodge
Circus Road
St John's Wood
London NW8
Solicitor

Dated this 16th day of August 1985

WITNESS to the above signatures:

MICHAEL TRASK

Capital House
42 Weston Street
London SE1 3QN
Solicitor