



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

No. 2351363

I hereby certify that

THE CITIZENSHIP FOUNDATION

is this day incorporated under the Companies Act 1985
as a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 23 FEBRUARY 1989

S.R. Lewis
S. R. LEWIS

an authorised officer

THE COMPANIES ACTS 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
of
THE CITIZENSHIP FOUNDATION

1. The name of the Foundation (hereinafter called "the Foundation") is THE CITIZENSHIP FOUNDATION
2. The registered office of the Foundation will be situate in England.
- 3.1 The objects for which the Foundation is established are to promote good citizenship for the public benefit and for that purpose to advance the active understanding of law, politics, sociology, religion and morals, commerce, industry, the arts, ecology and any other subjects insofar as likely to be conducive to good citizenship.
- 3.1 In furtherance of the above objects or any of them but not further or otherwise the Foundation shall have the following powers:-
 - (a) To provide or assist in the provision of instruction, lectures, seminars, exhibitions and any other educational activities;
 - (b) To purchase or otherwise acquire or found and to carry on colleges schools and training centres by whatever name called and to assist any of the foregoing;
 - (c) To provide or procure the provision of counselling teaching and guidance and information;
 - (d) To produce or under take the publication, utilisation or broadcast of books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter;

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- (e) To procure or undertake programmes, campaigns, competitions or awards to those intended to benefit from the activities of the Foundation;
 - (f) To organise or assist the organisation of clubs, branches, chapters or associations of those intended to benefit from the charitable activities of the Foundation;
 - (g) To purchase, take on lease, hire or otherwise acquire any real and personal estate;
 - (h) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Foundation on such terms and on such security as may be thought fit including making charges for any services provided (whether to beneficiaries or not);
 - (i) subject to such consents as may be required by law to sell lease mortgage exchange dispose of or otherwise deal with and turn to account all or any part of the property of the Foundation;
 - (j) To raise funds and to invite and receive contributions from any person or persons whatever by way of subscription, donation or otherwise, provided that the Foundation shall not undertake any permanent trading activities in raising funds for its charitable objects;
 - (k) To carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the Foundation or the trade is temporary and ancillary to the carrying out of the objects aforesaid;
 - (l) To establish and support or aid in the establishment and support or to amalgamate with any other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Foundation or calculated to further its objects;
 - (m) To undertake and execute any charitable trusts which may lawfully be undertaken by the Foundation;
 - (n) To invest the moneys of the Foundation not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit in the absolute discretion of the Board for the time being, subject nevertheless to such conditions (if any) and such consents (if

any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

- (o) To engage or employ such personnel (whether as employees consultants advisers or however) as the Board may think fit.
- (p) To receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee or give security for the performance of contracts by any person or company;
- (q) To draw accept endorse issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferrable or mercantile instruments;
- (r) To establish promote or assist bodies with charitable objects similar to those of the Foundation for the acquisition of the property or liabilities of the Foundation or to carry on any authorized activity of the Foundation or for any other charitable purpose directly or indirectly calculated to benefit the Foundation;
- (s) To amalgamate merge or join in with any charity having charitable objects wholly or in part similar to those of this Foundation for the purposes of better effectuating the charitable purposes;
- (t) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents;
- (u) To purchase acquire or undertake all or any of the property liabilities and engagements of charitable bodies with which the Foundation may co-operate or federate;
- (v) To pay the costs of forming and registering the Foundation;
- (w) To do all such other lawful things as shall further the attainment of the above objects or any of them;

PROVIDED THAT:

- (1) If the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in the manner allowed by law, having regard to such trusts.

- (ii) The Foundation objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) If the Foundation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Foundation shall not sell, mortgage, charge or lease the same without any authority, approval or consent as may be required by law, and as regards any such property the Board of the Foundation shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Board would have been if no incorporation had been effected, and the incorporation of the Foundation shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Board but as regards any such property they shall be subject jointly and separately to such control or authority as if the Foundation were not incorporated.

4. The income and property of the Foundation from whatever source derived, 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 the members of the foundation (and no member of its Board shall be appointed to any office of the Foundation paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Foundation).

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Foundation:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Foundation (not being a member of its Board) for any services rendered to the Foundation;
- (b) of interest on money lent by any member of the Foundation (or of its Board) at a reasonable and proper rate;

- (c) of any reasonable and proper rent for premises demised or let by any member of the Foundation (or of its Board);
 - (d) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of the company and
 - (e) to any member of its Board of reasonable and proper out-of-pocket expenses.
5. The liability of the members is limited.
6. Every member of the Foundation undertakes to contribute to the assets of the Foundation if it is wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Foundation contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributaries among themselves such amount as may be required not exceeding £1.
7. If upon the winding-up or dissolution of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Foundation, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Foundation, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Foundation under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members within three months of the members resolution passed initiating the winding-up failing which and if and so far as effect cannot be given to such provision, then to such other charitable object as the Board shall resolve upon.

We the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

[Signature] one pound (£1)
MURRAY WINDHAM PHILLIPS
29 GARDEN A, FOSTING GREEN, ETON, BERKSHIRE

[Signature] one pound (£1)
JANE LEWIS
57 REDHURST GARDEN WINDSOR GOS. WILTSHIRE.

BT GILL
DUNN TUCK
5 MINCESTER RD, WINGSTON LEON TARRANT JUNCTION, WESTWOOD CHURCH
one pound (£1)

[Signature]
P. J. FOWLER (PAULINE JULIET FOWLER)
6 GLOUCESTER COTTAGES
OLD TOWN, HASTINGS SOLICITOR one pound (£1)
Wiltshire

WILLIAM MICHAEL MAXWELL GARDNETT
17 GUILVESTON ROAD
PUTNEY S.W. 15. 2 RZ (Solicitor) one pound (£1)

J. H. CRAIG (DORIS HUGH CRAIG)
61 CHARTERHOUSE STREET
LONDON EC1 3JH one pound (£1)

D. E. LEAKE (DEBORAH ELIZABETH LEAKE)
61 CHARTERHOUSE STREET
LONDON EC1 3JH (ARTICLED CLERK) one pound (£1)

DATED the 14th day of February 1971

WITNESS to the above Signatures:-

[Signature]
C. FAWCETT

BATES, WELLS & Co. CHARTERED
61 CHARTERHOUSE STREET
LONDON EC1 3JH

Handwritten signature

THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE CITIZENSHIP FOUNDATION

(ADOPTED ON *27th March* 2003)

1. INTERPRETATION

1.1 In these articles:

"the Foundation" means the company intended to be regulated by these articles;

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

"the articles" means these Articles of Association;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Foundation;

"office" means the registered office of the Foundation;

"the seal" means the common seal of the Foundation if it has one;

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

"the trustees" means the directors of the Foundation (and "trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Other words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. MEMBERS

2.1 At the date of adoption of these articles the members are the trustees and shall be the trustees from time to time.

2.2 Rules made under Article 22 may provide for other persons or organizations to be admitted to membership.

2.3 Unless the trustees under Article 22 or the Foundation in general meeting shall make other rules, the trustees shall permit any member of the Foundation to retire, provided that after such retirement the number of members is not less than two.

2.4 On ceasing to be a trustee a person shall automatically cease to be a member.

3. GENERAL MEETINGS & WRITTEN RESOLUTIONS OF MEMBERS

3.1 The Foundation shall hold an annual general meeting of its members each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the Foundation and that of the next. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings of members, other than the annual general meeting, shall be called extraordinary general meetings.

3.2 The trustees may call general meetings. On the requisition of members pursuant to the provisions of the Act, the trustees must proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If at any time there are not sufficient trustees within the United Kingdom to call a general meeting, any trustee or any member of the Foundation may call a general meeting.

3.3 A resolution in writing, signed or otherwise agreed to by all members entitled to vote at general meetings shall be as valid and effective as a resolution proposed or passed at a general meeting. Such a resolution can consist of several documents in the same form.

4. NOTICE OF GENERAL MEETINGS

4.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution to appoint a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice. A general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (b) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent. of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. If any resolution is to be proposed as an extraordinary resolution or as a special resolution the notice shall contain a statement to that effect.

The notice shall be given to all the members and to the trustees and auditors.

4.2 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.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a member (or a duly authorised representative of a member organization), or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

5.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.

5.3 The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting. If neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

- 5.4 If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 5.5 All trustees and all members (if different) shall be entitled to attend and speak at any general meeting.
- 5.6 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 5.7 A resolution put to the vote of a meeting shall be decided on a show of hands of the members unless before, or on the declaration of the result of, the show of hands a poll of the members is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 5.8 Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 5.9 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 5.10 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 5.11 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

5.12 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

5.13 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. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

6. VOTES OF MEMBERS AT GENERAL MEETINGS

6.1 Subject to Article 5.11, every member shall have one vote.

6.2 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Foundation have been paid.

6.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is to be cast, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

6.4 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Foundation at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

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

7. TRUSTEES

7.1 The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

7.2 The trustees at the date of adoption of the articles are: Michael Maclay (Chair), Daniel Mace (Deputy Chair), Cherie Booth QC, Sir Anthony Hooper QC, Michael Brunson OBE, Michael Alderson CBE, Daphne Gould OBE, Indra Butcher, Claudia Hamill, Verity Denziger, David Kerr, David Bromfield, Steve Hilton, Sarah Philbrick (Treasurer) and Lord Philips of Sudbury OBE, (President).

7.3 The trustees may designate from among their number individuals to hold the offices of President, Chair, Deputy Chair and Treasurer. Trustees may make rules or guidance under Article 22 for the responsibility, powers and duties of these offices, so long as they are not inconsistent with these articles.

8. POWERS OF TRUSTEES

8.1 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Foundation shall be directed by the trustees who may exercise all the powers of the Foundation. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

8.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:

- (a) to expend or authorise, generally or specifically, the expenditure of the funds of the Foundation in such manner as they shall consider most beneficial for the achievement of the Foundation's objects and to invest in the name of the Foundation such part of the funds as they may see fit and to direct the sale or exchange of any such investments and to expend (or authorise the expenditure of) the proceeds of any such sale in furtherance of the objects of the Foundation;
- (b) to enter into contracts on behalf of the Foundation or to authorise others to do so;
- (c) to appoint a Chief Executive to manage the affairs of the Foundation and to agree the scope of authority and the powers and duties of the Chief Executive and other employees;
- (d) to agree which matters affecting the Foundation are reserved for decision to the trustees and which matters may be decided and carried out by the employed staff.

9. APPOINTMENT AND RETIREMENT OF TRUSTEES

- 9.1 The trustees shall not be required to retire by strict rotation. The trustees shall adopt rules or guidelines under Article 22 to ensure that new trustees are appointed from time to time and that incumbent trustees review their position from time to time.
- 9.2 Trustees shall be appointed (or reappointed) as a trustee:
- (a) by the trustees at a duly convened meeting of trustees; or
 - (b) by the members by extraordinary resolution at a general meeting.
- 9.3 No person may be appointed (or re-appointed) as a trustee:
- (a) unless they have indicated that they are willing to be appointed (or re-appointed); or
 - (b) in circumstances in which, if they were already a trustee, they would have been disqualified from acting under the provisions of Article 10.
- 9.4 The Foundation may by extraordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.

10. DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 10.1 A trustee shall cease to hold office and shall cease to be a member if he:
- (a) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (c) resigns his office by notice to the Foundation (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - (d) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

11. TRUSTEES' EXPENSES

- 11.1 The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

12. TRUSTEES' APPOINTMENTS AND INTERESTS

- 12.1 Subject to the provisions of the Act and to Clause 4 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Foundation. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee.
- 12.2 Except to the extent permitted by clause 4 of the memorandum, no trustee shall take or hold any interest in property belonging to the Foundation or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Foundation is a party.

13. PROCEEDINGS OF TRUSTEES

- 13.1 Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a 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.
- 13.2 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than three trustees.
- 13.3 The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 13.4 The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
- 13.5 The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee PROVIDED that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
- 13.6 All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or

had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

13.7 A resolution in writing, signed or otherwise agreed to by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

13.8 Any bank account in which any part of the assets of the Foundation is deposited shall be operated by the trustees and shall indicate the name of the Foundation. All cheques and orders for the payment of money from such account shall be signed in accordance with rules approved by the trustees under Article 22.

14. SECRETARY

14.1 Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

15. MINUTES

15.1 The trustees shall keep minutes in books kept for the purpose:

- (a) of all appointments of officers made by the trustees; and
- (b) of all proceedings at meetings of the members of the Foundation and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

16. THE SEAL

16.1 The seal (if there is one) shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

17. ACCOUNTS

17.1 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

18. ANNUAL REPORT

18.1 The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

19. ANNUAL RETURN

- 19.1 The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

20. NOTICES

- 20.1 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
- 20.2 The Foundation may give any notice to a member either personally or by email or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Foundation.
- 20.3 A member present in person at any meeting of the Foundation and a trustee present in person at any meeting of the trustees shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 20.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of email, immediately provided no system notification of non-delivery or misdelivery is received by the giver of the notice.

21. INDEMNITY

- 21.1 Subject to the provisions of the Act every trustee or other officer or auditor of the Foundation shall be indemnified out of the assets of the Foundation against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Foundation.

22. RULES

- 22.1 The trustees may from time to time make such rules or adopt such guidance as they consider necessary, expedient or convenient for the proper conduct and management of the Foundation and, in particular but without prejudice to the generality of the foregoing, they may by such rules or guidance regulate: