

Company Number: 2155347

THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION**

**- of -**

**THE CAMBRIDGE CRYSTALLOGRAPHIC DATA CENTRE**

(as amended by Special Resolutions passed on 27<sup>th</sup> February 1997, 5 May 1998, 14 May 2003  
and 18 May 2010)

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Ref: CHK/HH/53257-45-8

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OBJECTS

1. The objects for which the Company is established are the general advancement and promotion of the science of chemistry and crystallography in all its branches for the public benefit.

POWERS

2. In the furtherance of the above objects but not further or otherwise the Company shall have power:
  - (a) to maintain a comprehensive library of the accumulated results of researches (both published and unpublished) on molecular structures;
  - (b) to incorporate within such library new information derived from published works and papers and information provided by research organisations and institutes, and new information from scientists and other scientifically acceptable sources;
  - (c) to analyse and index results of such researches in a form suited for recording, maintenance and extraction within a computerised system;
  - (d) to maintain a computer system for the storage, retrieval, analysis and display of such information and results;
  - (e) to provide access to the library and computer system to members of academic and scientific institutions and other corporate or unincorporate organisations engaged in scientific research or development (whether on a profit or non-profit making basis) both within and without the U.K.;
  - (f) to promote the utilisation of the library and computer system to derive new knowledge of molecular structures and thereby to advance directly or indirectly the knowledge and study of chemistry and crystallography in all its branches;

- (g) to compile, produce, sell and distribute material (whether in the form of written material or computer software) derived from the said library;
- (h) to promote scientific research in areas of chemistry and crystallography wherein the use of the library and the computer system and the information available therefrom may be of significant benefit;
- (i) to organise lectures, public meetings, exhibitions and conferences devoted to aspects of chemistry and crystallography;
- (j) to raise funds. In doing so, the Company must not undertake any trading activity beyond that which is permissible for a charity in law and must comply with any relevant statutory regulations;
- (k) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (l) to sell, lease or otherwise dispose of all or any part of the property belonging to the Company. In exercising this power, the Company must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- (m) to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Company must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- (n) to co-operate with other charities, voluntary bodies, statutory authorities and other organisations to exchange information and advice with them;
- (o) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (p) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (q) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (r) to employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a Governor only to the extent it is permitted to do so by Article 3 and provided it complies with the conditions in that Article;
- (s) to:
  - (i) deposit or invest funds;

- (ii) employ a professional fund-manager; and
- (iii) arrange for the investments or other property of the Company to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (t) to provide indemnity insurance for the Governors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.

#### BENEFITS TO MEMBERS / GOVERNORS

3. The income and property of the Company shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members of the Company, and no Governors 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 in this document shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration for any services rendered to the Company by any Member, officer or servant of the company who is not a Governors;
- (b) of interest on money lent by any Member of the Company or Governors at a reasonable and proper rate per annum not exceeding 2 per cent less than the published bank lending rate of a clearing bank to be selected by the Governors, or 3 per cent whichever is the greater;
- (c) of fees, remuneration or other benefit in money or money's worth to any company of which a Governor may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of that company;
- (d) of reasonable and proper rent for property demised and let by any Member of the Company or a Governor;
- (e) to any Governors of reasonable out-of-pocket expenses;
- (f) of any premium in respect of any indemnity insurance to cover the liability of the Governors in accordance with Article 2 (t);
- (g) any payment to any educational research institution or body wherever situate (not being a company having a share capital) of which a Governor is an employee in circumstances where such Governor may receive some consequent benefit pecuniary or otherwise from such educational or research institution or body.

#### LIMITED LIABILITY

4. The liability of the Members is limited.

## GUARANTEE

5. 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 payments of the debts and liabilities of the Company contracted before he ceased to be a Member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

## MEMBERS

6. The Members shall be the subscribers to the Memorandum of Association and all persons subsequently admitted by the Governors to membership as Members.
7. A register shall be kept by the Company containing the names and addresses of all the Members together with such other particulars as may be required by the Act.
8. Any Member who for any cause whatsoever shall cease to be a Member shall remain liable for and shall pay to the Company all moneys which may become payable by him by virtue of his liability under these Articles.
9. No person shall be admitted to membership of the Company as a Member unless:-
  - (a) he has signed and sent to the Secretary an application for admission framed in such terms as the Governors shall from time to time prescribe; and
  - (b) he has been elected to membership by the Governors.
10. The decision of the Governors as to whether or not any applicant for admission to membership of the Company as a Member shall be admitted shall be final and conclusive; and the Governors shall be entitled in their absolute discretion to refuse to admit to membership any applicant without giving any reason for such refusal.
11. A Member shall immediately cease to be a Member upon the happening of any one of the events following, namely:
  - (a) If he shall resign membership by writing under his hand left at the Office.
  - (b) If the Member shall die or become mentally incapable or bankrupt or compound with his creditors or have a receiver appointed of his undertaking and assets or any part thereof.

- (c) If he shall fail to perform any obligation binding upon him by these Articles for one month after notice in writing requiring him to do so shall have been served upon him by the Company or if in the opinion of the Governors his conduct shall be calculated in any respect to be prejudicial to the interests of the Company and he shall fail to remedy such conduct to the satisfaction of the Governors for one month after notice in writing requiring him to do so shall have been served upon him by the Company and if also in either of such cases the Governors by resolution passed by a majority at a meeting of the Governors of which notice specifying the intention to propose the resolution has been given shall resolve that his membership be terminated.

#### GENERAL MEETINGS

12. The Company may hold an Annual General Meeting in every year. The Governors will decide whether to hold an Annual General Meeting.
13. The Governors may call a General Meeting whenever they shall think fit and on a requisition by Members pursuant to the provisions of the Act the Governors shall forthwith proceed to convene an General Meeting and in the case of any such requisition the provisions of the Act shall apply.
14. Except with the permission of the Chairman of the Meeting, no Member shall be entitled to bring any special business before any General Meeting unless he shall have given notice in writing of such special business to the Secretary so as to be received by him not less than ten days before the date of the Meeting, and in any such case the Secretary shall forthwith give notice of such special business to all Members for the time being entitled under these presents to receive notice of General Meeting.

#### NOTICE OF GENERAL MEETINGS

15. Subject to the provisions of the Act relating to Meetings convened for the purpose of passing special resolutions or to Annual General Meetings, fourteen days' notice at least (inclusive of the day on which the notice is served or deemed to be served but exclusive of the day for which the notice is given) of every General Meeting of the Company specifying the place, the day and the hour of meeting and (subject as provided by Article 14 in case of special business) the general nature of such business shall be given in manner hereinafter mentioned to all Members for the time being entitled under these Articles to receive notice of General Meetings, provided that with the written consent of all such Members a Meeting may be called at shorter notice. The accidental omission to give notice to or the non-receipt of notice by any such Member shall not invalidate the proceedings at any General Meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special which is transacted at an General

Meeting and also all business which is transacted at an Annual General Meeting with the exception of the consideration of the Accounts and Balance Sheet and the Reports of the Governors and Auditors and the election of the Auditors and the fixing of their remuneration.

17. No business shall be transacted at any General Meeting unless a quorum be present when the Meeting proceeds to business. Three Members or one tenth of the Members whichever shall be the greater present in person shall form a quorum.
18. If within half an hour from the time appointed for holding any General Meeting a quorum be not present the Meeting, if convened on the requisition of Members, shall be dissolved. In any other case the Meeting shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum be not present within fifteen minutes from the time appointed for holding the Meeting, the Members present shall form a quorum.
19. The Chairman of the Governors or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting of the Company. If no such Chairman or Vice-Chairman has been appointed, or if at any Meeting neither the Chairman, the Vice-Chairman nor a Governor (if any) be present within fifteen minutes after the time appointed for holding the Meeting willing to act as Chairman the Members present shall choose one of their number to be Chairman of the meeting.
20. The Chairman, with the consent of any Meeting at which a quorum is present, may and if so directed by the Meeting shall adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting except business which might lawfully have been transacted at the Meeting from which the adjournment took place. When a Meeting is adjourned for fifteen 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 notice of any adjournment or of the business to be transacted at an adjourned Meeting.
21. 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 three 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.

22. If a poll be duly demanded it shall be taken in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
23. In 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 take a second or casting vote.
24. 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 and place as the Chairman shall direct.
25. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll has been demanded.

#### VOTES OF MEMBERS

26. On a show of hands and on a poll every Member present in person or by proxy shall have one vote.
27. At any General Meeting a Member may vote by any proxy or duly authorised representative, who shall be entitled to speak, demand a poll, vote, act as proxy and in all other respects exercise the rights of a Member and shall be reckoned as a Member for all purposes.
28. No objections shall be raised as to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting, whose decision shall be final and conclusive.
29. On a poll votes may be given either personally or by proxy.
30. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a member of the Company.
31. The instruments appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, within forty-eight 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, within 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.

32. An instrument appointing a proxy may be in the following form or in any other form which the Governors may approve:

*“I, \_\_\_\_\_, of \_\_\_\_\_*  
*being a Member of the above named Company, hereby appoint*  
*, of \_\_\_\_\_*  
*as my proxy to vote for me and on my behalf at the Annual General*  
*Meeting (or General Meeting as the case may be) of the*  
*Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_, and at any*  
*adjournment thereof. As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_.”*

33. 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 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.

#### GOVERNORS

34. The number of the Governors shall not be less than two, nor unless otherwise determined by the Company in General Meeting, more than eight. The Head of Department of Chemistry of the University of Cambridge from time to time (or if the Head is unwilling to act, by agreement between the Department of Chemistry of the University of Cambridge and the Governors, any other willing member of the Department of Chemistry of the University of Cambridge) shall be automatically appointed as a Governor of the Company unless the Governors in their absolute discretion shall resolve otherwise.

#### THE EXECUTIVE DIRECTOR

35. The Governors shall appoint, upon such terms as to the Governors shall appear proper, a Executive Director who shall have the executive function of conducting the day to day affairs and administration of the Company in accordance with the policy and directions from time to time of the Governors.
36. The Executive Director shall be a person of suitable academic qualifications and expertise and standing to direct the activities of the Company towards the attainment of its objects and to represent the Company at Meetings of academic bodies and conferences.

37. The Executive Director shall not be a Governor, but shall be entitled to be present at Meetings of the Governors without having any vote at such Meetings. The Executive Director shall have the right to require the Secretary to convene meetings of the Governors whenever the same shall in the Executive Director's opinion be necessary, and to raise matters for consideration by the Governors.

#### APPOINTMENT OF GOVERNORS

38. Subject to Articles 40, 41 and 43 below, Governors shall be appointed by the Members of the Company at an Annual General Meeting (or General Meeting as the case may be). If a Governor remains eligible he or she may be reappointed for a second term, following which he or she will not be eligible for re-appointment for one year.
39. No person shall be appointed a Governor at any General Meeting unless either
- (a) he is recommended by the Governors; or
  - (b) not less than fourteen days before the date appointed for the General Meeting, notice executed by at least two Members qualified to vote at the General Meeting has been given to the Company of their intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed
40. Subject to Articles 38 and 39 above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Governor, either to fill a vacancy or as an additional Governor.
41. The Governors may appoint a person who is willing to act to be a Governor, either to fill a vacancy or as an additional Governor, provided that the appointment does not cause the number of Governors to exceed any number determined in accordance with Article 34 as the maximum number of Governors and for the time being in force.
42. No person shall be appointed a Governor unless he is already a Member of the Company.
43. A Governor's term of office will be four years unless:
- (a) he or she is appointed under Articles 40 or 41 above in which case he or she will serve an initial term until the General Meeting following his or her appointment, following which he or she is only eligible to be re-appointed for two further terms before standing down for one year;

- (b) the Governors decide otherwise either in relation to an individual Governor or all Governors, and either for a particular term or for such other period of time not exceeding four years as they decide.

#### DISQUALIFICATION AND REMOVAL OF GOVERNORS

44. A Governor shall be removed from office if:
- (a) on the assumption that he was a Governor of the Company, he would have ceased to be a Governor by virtue of any provision of the Act or the Charities Acts or he would have been prohibited by law from being a Governor; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he is, or may be, suffering from mental disorder and either
    - (i) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or admittance to hospital or for the appointment of a receiver, legal guardian or other person to exercise powers with respect to his property or affairs; or
    - (ii) in the opinion of all other Governors he either becomes incapable by reason of mental disorder of carrying out his duties as a Governor or engages in activities inconsistent with his duties; or
  - (d) he resigns his office by notice to the Company; or
  - (e) he shall for more than six consecutive months have been absent without permission of the Governors from meetings of the Governors held during that period and the Governors resolve that his office be vacated; or
  - (f) he becomes incapable by reason of illness or injury of managing and administering his property and affairs; or
  - (g) he ceases to be a Member of the Company.

#### PROCEEDINGS OF THE GOVERNORS

45. The Governors may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it shall think fit. Unless and until otherwise determined by the Governors, questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. The Chairman of the

Governors may and the Secretary on the requisition of not less than two Governors or on the requisition of the Executive Director shall at any time summon a meeting of the Governors.

46. Seven days' notice at least (inclusive of the day on which the notice is served or deemed to be served but exclusive of the day for which the notice is given) specifying the place, the day and the hour of the meeting and enclosing the agenda of the business to be discussed at the meeting shall be given of every meeting of the Governors unless in the opinion of the Chairman or failing him the Vice Chairman it shall be expedient to call a meeting on short notice for the discussion of urgent business, in which case the meeting may be called on three days' notice if the notice is sent through the post or on twenty-four hours' notice if the notice is given by telephone or facsimile or other form of instantaneous communication equipment (whether in use when these Articles are adopted or developed subsequently).
47. A meeting of the Governors may consist of a conference between Governors some or all of whom are in different places provided that each Governor who participates is able:
  - (a) to hear each of the other participating Governors addressing the meeting; and
  - (b) if he so wishes, to address all of the other participating Governors simultaneously;

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these Articles are adopted or developed subsequently) or by a combination of such methods. A quorum is deemed to be present if these conditions are satisfied in respect of at least the number of Governors required to form a quorum. A meeting held in this way is deemed to take place at the place where the largest group of participating Governors is assembled or, if no such group is readily identifiable, at the place from where the Chairman of the meeting participates.

48. The Governors shall initially appoint from among its members a Chairman and a Vice Chairman, each to serve for a period of two years. At the expiration of that two-year term, and every two years thereafter, the Chairman shall resign, the sitting Vice-Chairman shall be appointed as the new Chairman and a new Vice-Chairman shall be appointed, unless otherwise resolved by the Governors.
49. The quorum necessary for the transaction of the business of the Governors shall be three or one third of the Governors, whichever is the greater.
50. Business that is not mentioned in the agenda mentioned in Article 46 shall not be transacted at any meeting of the Governors unless in the opinion of the Chairman of the meeting, supported by a majority of the other Governors present at the meeting, such business arises directly out of an item included

in the agenda or out of the minutes of the last preceding meeting or is a matter of urgency.

51. If at any meeting of the Governors neither the Chairman nor the Vice Chairman be present within fifteen minutes after the time appointed for holding the meeting, the Governors present shall choose one of their number to be Chairman of the meeting.
52. A resolution in writing signed by all the Governors for the time being shall be as effective as if it had been passed at meeting of the Governors duly convened and held.
53. The Governors may delegate any of its powers (other than the power to admit or expel Members of the Company) to Committees as it may think fit. The Executive Director shall be entitled to be a member of any such Committee without having any vote at such meeting. A Committee shall be entitled to seek the views of any expert or other party as it deems appropriate provided that such expert or third party shall not be entitled to vote on any resolution at a meeting of any such Committee. In the exercise of the powers so delegated any Committee so formed shall conform to any regulations which may be imposed on it by the Governors PROVIDED THAT all acts and proceedings of such sub-committee shall be reported back to the Governors as soon as possible and PROVIDED FURTHER THAT no expenditure shall be incurred by such Committee other than in accordance with a budget set by the Governors.
54. A Committee may elect a Chairman of its meetings; if no such Chairman be elected, or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the same, the members of the Committee present shall choose one of their number to be the Chairman of the meeting.
55. A Committee may meet and adjourn as it shall think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, but in case of an equality of votes the Chairman shall not have a second or casting vote, and the resolution shall be considered as lost. A Committee shall have the power to fix its own quorum, but except to such extent the meetings and proceeding of a Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Governors so far as the same are applicable thereto and are not superseded by any regulations imposed by the Governors under or by the provisions of the preceding Articles.
56. All acts done at any Governors or Committee meeting or by any person acting as a Governor, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Governor or person acting as aforesaid or that he or any of them was ineligible or had vacated office shall be as valid as if every such person had been duly appointed and was eligible and had continued to be a Governor.

57. Whenever a Governor has a personal interest in a matter to be discussed at a meeting of the Governors or a committee this must be dealt with in accordance with Articles 59 to 64.
58. The Governors shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the Governors or any committee of the Governors or General Meetings of the Company or in connection with the business of the Company. The Governors may from time to time issue guidance on what constitutes reasonable travel expenses for the purposes of this Article.

#### GOVERNORS' CONFLICTS OF INTEREST

59. A Governor who has an Interest in any matter to be discussed at a meeting of the Governors must declare this Interest before the matter is discussed by the Governors.
60. A decision of the Governors will not be invalid because of the subsequent discovery of an Interest which should have been declared.
61. Subject to Article 63 a Governor who has an Interest must be in relation to that matter:
  - (a) withdraw from the meeting for that item unless expressly invited by the other Governors to remain in order to provide information;
  - (b) not count towards the quorum for that part of the meeting;
  - (c) not vote on the item in which he has an Interest.
62. Whenever a Governor declares an Interest, the other Governors may authorise the Governor to have that Interest, provided that the Governor who has declared an Interest:
  - (a) withdraws from the meeting during the discussions on authorisation; and
  - (b) is not to be counted in the quorum during those discussions and does not vote on the question as to whether authorisation will be granted.
63. If authorisation is granted by the other Governors under Article 62, the other Governors may allow the Governor who declared the Interest to remain in the meeting for the item concerned and to be counted in the quorum and vote on the issue.
64. If any question arises at a meeting of the Governors as to whether an Interest exists in relation to a Governor or as to the entitlement of a Governor to vote, be counted in the quorum or remain at the meeting it shall be referred to the Chairman of the meeting whose ruling shall be final and conclusive as between the Governors. If the question relates to the Chairman of the

meeting, it shall be decided by a resolution of the Governors (for which purpose the Chairman shall be counted in the quorum but may not vote).

#### POWERS AND DUTIES OF THE GOVERNORS

65. The business and affairs of the Company shall be managed by the Governors, which may pay all expenses incurred in promoting and registering the Company and (subject as hereinbefore provided) may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or 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 Governors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Governors by any other Article.
66. The Governors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking and property, and to issue debentures and other securities, and any such debentures and other securities may be issued at par or at a premium or at a discount.
67. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable 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 Governors shall from time to time by resolution determine.

#### MINUTES

68. The Governors shall cause minutes to be made in books provided for the purpose:
  - (a) of all appointments of officers made by the Governors, and
  - (b) of all the names of the Governors present at every meeting of the Governors and of any Committee of the Governors, and
  - (c) of all resolutions and proceedings at all meetings of the Governors and of all Committees of the Governors.

Every Governor present at any meeting of the Governors or any Committee shall sign his name in a book to be kept for that purpose.

#### THE SEAL

69. The Seal (if the Company has one) shall not be affixed to any instrument



except by the authority of a resolution of the Governors and shall be so affixed in the presence of at least one Governor and of the Secretary or such other person as the Governors may from time to time appoint for the purpose, and such Governor and Secretary or other person aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

#### ACCOUNTS

70. The Governors shall cause true accounts to be kept:
  - (a) of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and
  - (b) of the property, credits and liabilities of the Company, and
  - (c) of all sales and purchases of goods by the Company.
71. The books of account shall be kept at the Office, or at such other place or places as the Governors may think fit, and shall always be open to inspection of the Governors.
72. The Company in General Meeting may at any time or from time to time make conditions and regulations as to the time and manner of inspection by Members of the accounts of the Company, and subject to any such conditions and regulations such accounts shall be open to the inspection of Members at all reasonable times during business hours.
73. At least once in every year the Governors shall lay before the Company in General Meeting an income and expenditure account made up to date not more than six months before the meeting and a balance sheet made up as at the same date containing all such particulars with regard to the capital, the assets and the liabilities of the Company as are required by the Act.

#### ANNUAL REPORT AND RETURN

74. Every such balance sheet as aforesaid shall be signed on behalf of the Governors by two Governors and shall be accompanied by a report of the Governors as to the state of the Company's affairs, and it shall also have attached to it the Auditors' report.
75. A copy of every income and expenditure account, balance sheet and report which is to be laid before the Company in General Meeting shall be sent to all persons entitled to receive notice of General Meetings of the Company not less than seven days before the date of the Meeting.
76. The Governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and its transmission to the Charity Commissioners.

## AUDIT

77. Auditors shall be appointed and their duties regulated in accordance with the provision of the Act.

## MEANS OF COMMUNICATION TO BE USED

78. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
  - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
  - (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
  - (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a working day.

79. In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

## WINDING UP

80. If upon the winding up or dissolution of the Company there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Company but shall be given or transferred to such other charitable Institution or Institutions having objects similar to the objects of the Company 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 Company under or by virtue of Article 2 hereof, or shall be applied to such charitable object or objects, as may be determined by the Ordinary Members of the Company at or before the

time of dissolution or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then shall be applied to some charitable object or objects.

#### INDEMNITY

81. The Company may indemnify any Governor, Auditor, Reporting Accountant or other officer of the Company against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.

#### INTERPRETATION

82. In these Articles, if not inconsistent with the subject or context, the following expressions shall bear the meanings set opposite to them respectively.

<u>Expressions</u>	<u>Meanings</u>
“the Act”	The Companies Act 2006
“these Articles”	these Articles of Association as originally framed or as from time to time altered by special resolution
“Charities Acts”	The Charities Act 1993 and the Charities Act 2006 to the extent it is in force from time to time
“Interest”	any situation where a Governor will or may be affected directly or indirectly by a decision of the Governors owing to the existence of that situation
“the Office”	the registered office of the Company
“the Seal”	the Common Seal of the Company
“the Governors”	the Directors from time to time of the Company, who are also the trustees of the charity, and accordingly references to “a Governor” shall be reference to any such director
“he”	he or she

“the Secretary”    any person appointed to perform the duties of the  
Secretary

Save as aforesaid, any words or expressions defined in the Act, if not inconsistent with the subject or context, shall bear the same meanings in these Articles.

Reference herein to any provision of the Act shall be a reference to such provision as modified by any Statute for the time being in force.