

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE SICK KIDS FRIENDS FOUNDATION

INTERPRETATION

1. The regulations contained in The Companies (Model Articles) Regulations 2008 or any statutory modification or re-enactment thereof shall not apply.

In these presents, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act	The Companies Act 2006 and every other Act for the time being in force concerning companies and affecting the Foundation.
These presents	These Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
Seal	The Common Seal of the Foundation.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Year	Calendar year.
In writing	Written or produced by any substitute for writing, including by electronic means, or partly one and partly another.

The expression "Secretary" shall include any person appointed in accordance with these presents.

The expression "Trustees" shall mean the Directors.

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

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

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

References to any Act include references to any statutory modification or re-enactment thereof.

COMPANY NAME

2. The Company's name is "The Sick Kids Friends Foundation" (hereinafter "the Foundation").

REGISTERED OFFICE

3. The Foundation's Registered Office is to be situated in Scotland.

OBJECTS AND POWERS OF THE FOUNDATION

- 4.1 The objects of the Foundation are:-
 - (a) to support the aims and work of the Royal Hospital for Sick Children, Edinburgh on its present or any other site on which it may operate in the future ("the Hospital") and to relieve the sickness, ill health, distress and suffering of children who are patients in the Hospital and in the community and in pursuit of this object (without prejudice to the foregoing generality):-

- (i) to supplement the resources provided under the National Health Service by purchasing or assisting in the purchase or provision of extra comforts and luxuries for patients and families at the Hospital and health facilities within the community;
 - (ii) to supplement the resources provided under the National Health Service by purchasing or assisting in the purchase or provision of extra medical equipment for patients at the Hospital or in the community;
 - (iii) to supplement the resources provided under the National Health Service by purchasing or assisting in the purchase or provision of extra child and family friendly facilities, amenities and the refurbishment and upgrading of the same in the Hospital and Community;
 - (iv) to promote, encourage, foster and maintain the interest and support of the public in the work of the Hospital and health services in the community;
 - (v) to participate in the consultation, planning and designing of future health services in the Hospital and the community;
 - (vi) to help relieve distressed and needy patients and their families through provision of funding to the local authority Social Work Departments; and
 - (vii) to assist with the provision for funding for extra research and specialist training for departments, staff and parents attending the Hospital and community clinics; and
- (b) to promote such similar charitable purposes, objects or institutions and in such proportions and manner as the Trustees shall think fit. The expressions “charitable purpose” or “charitable object” shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts and a “charitable institution” shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts.

4.2 The Foundation shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- 4.2.1 to accept, whether or not subject to any trust purposes or conditions, subscriptions, donations, legacies and bequests of any heritable or moveable, real or personal property;
- 4.2.2 to invest and deal with the monies of the Foundation not immediately required upon such investments, securities or property in such manner as may from time to time be determined;
- 4.2.3 to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Foundation's property or assets (whether present or future), and also by a mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Foundation of any obligation or liability it may undertake or which may become binding on it; power also to lend and advance money or to give credit on any terms and with or without security;
- 4.2.4 to draw, accept, endorse, and issue cheques and to operate bank accounts;
- 4.2.5 to employ or otherwise engage such officers and staff as may be thought fit and to pay reasonable remuneration to such staff and any technical and professional advisers;
- 4.2.6 to issue appeals, hold public meetings, co-operate with commercial participators (as defined in section 79 of the Charities and Trustee Investment (Scotland) Act 2005) and take such other steps as may be required for the purpose of procuring contributions to the funds of the Foundation in the shape of donations, subscriptions or otherwise;
- 4.2.7 to advertise the Foundation and undertake any other marketing or fundraising strategies that may seem appropriate;
- 4.2.8 to make any charitable donation either in cash or assets for the furtherance of the objects of the Foundation;
- 4.2.9 to undertake and execute charitable trusts;
- 4.2.10 to subscribe to, become a member of, or amalgamate or co-operate with, any other charitable organisation, institution, society or body not formed or established for the purposes of profit (whether incorporated or not) in the United Kingdom whose objects are wholly or in part similar to those of the Foundation and which by its constitution prohibits or restricts the distribution

of its income and property amongst its members to an extent at least as great as is imposed on the Foundation;

- 4.2.11 to establish and support or aid in the establishment and support of any charitable trust, association or institution and to donate, subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Foundation;
 - 4.2.12 to receive, allocate and administer grants, gifts or bequests made available to the Foundation for any or all of its objects whether from public funds or from private sources under the terms and conditions referable to such grants, gifts or bequests;
 - 4.2.13 to insure and arrange insurance cover for and to indemnify its office bearers, employees and all others acting within the authority of the Foundation against all such risks as the Foundation shall think fit and which are incurred in the course of the performance of official duties;
 - 4.2.14 subject to the provisions of Article 63 hereof, to pay reasonable annual sums or premiums for or towards the provision of pensions for such employees for the time being of the Foundation or their dependants as may be so nominated and as may from time to time be determined;
 - 4.2.15 to enter into any arrangements with any Government or authority that may seem conducive to the attainment of the Foundation's objects or any of them and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Foundation may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions;
 - 4.2.16 to pay out of the funds of the Foundation the costs, charges and expenses of and incidental to the formation and registration of the Foundation;
 - 4.2.17 to delegate the administration and management of the Foundation or of any asset owned by the Foundation or in which it has an interest;
 - 4.2.18 to do all such other lawful things as are necessary for or as shall further the attainment of the objects of the Foundation or any of them.
5. The income and property of the Foundation shall be applied solely towards the promotion of its objects as set out in these presents and no part of such income and

property shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of the Foundation. Any Trustee appointed to any office of the Foundation paid by salary or fees or receiving any remuneration or other benefit in money or money's worth from the Foundation shall do so only in accordance with the provisions of the Charities and Trustee Investment (Scotland) Act 2005.

MEMBERS

6. Each member of the Foundation shall be known as a Member.
7.
 - (a) The subscribers to the Memorandum of Association of the Foundation and all persons that are appointed as Trustees of the Foundation in accordance with these presents shall be Members of the Foundation. A person shall not be admitted as a Member of the Foundation unless permitted by these presents.
 - (b) Membership of the Foundation, other than the initial subscribers, shall consist of only the Trustees of the Foundation.
 - (c) A person will be deemed to have been admitted as a Member with effect from the date on which he or she formally consents to his or her appointment as a Trustee of the Foundation by signing Companies House Form AP01 (or its electronic equivalent or replacement for the time being in force).
 - (d) Each Member shall be a natural person. Institutions, organisations or other bodies shall not be eligible to become a Member of the Foundation.
 - (e) Subject to these presents and the provisions of any Rules or Bylaws made pursuant to these presents:-
 - (i) a Member may at any time resign from Membership of the Foundation only when he resigns as a Trustee of the Foundation in accordance with Article 34(A); and

- (ii) a Member will cease to be a Member of the Foundation if he is removed as a Trustee in accordance with Article 31 or disqualified as a Trustee by reason of any of the events listed in Article 34.
- (f) Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

8. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Foundation and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place in Scotland as may be determined by the Trustees. All other General Meetings shall be called General Meetings.
9. The Trustees may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene a General Meeting.
10. An Annual General Meeting and any General Meeting, including any General Meeting at which it is proposed to pass a Special Resolution, shall be called by fourteen days' notice in writing at the least, exclusive in every case of the day on which the notice is served or deemed to be served and of the day for which it is given. Provided that a General Meeting shall, notwithstanding that it is called by shorter notice than as aforesaid, be deemed to have been duly called if it is so agreed:-
 - (A) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (B) in the case of a General 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 90 per cent of the total voting rights at that meeting of all the Members.

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

11. Every notice calling a General Meeting shall specify the place and the day and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If other than routine business is to be transacted, the notice shall specify the general nature of such business and, if any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect. The notice must also contain a statement setting out the right of Members to appoint a proxy under Section 324 of the Act and Articles 24 to 29 inclusive of these presents.
12. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-
 - (a) considering and adopting the balance sheet and income and expenditure account and reports of the Trustees and the Auditors or Independent Examiners, as appropriate, and other related documents;
 - (b) appointing Auditors or Independent Examiners, as appropriate;
 - (c) appointing Trustees in the place of those retiring.

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any General Meeting unless a quorum is present in person or by proxy when the meeting proceeds to business and remains present throughout the meeting; save as herein otherwise provided a majority in number of the Members entitled to receive notice of and vote at meetings present in person or by proxy shall be a quorum.
14. If within half an hour from the time appointed for the meeting a quorum is not present or if, during the 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 other day and at such other time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

15. The Chairman of the Foundation shall preside as Chairman at every General Meeting but, if there is no such Chairman of the Foundation or if at any meeting such Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to preside. If at any meeting 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 shall choose one of their number to be Chairman of the meeting.
16. 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. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting (except where the meeting has been adjourned for 30 days or more when notice of the adjourned meeting shall be given as in the case of an original meeting).
17. 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 by:-
 - (A) the Chairman; or
 - (B) not less than two Members present in person or by proxy having the right to vote at the meeting; or
 - (C) any Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) 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 minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

18. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude to vitiate the resolution.
19. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
20. 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 not in any circumstances be entitled to a second or casting vote.
21. A poll demanded on the election of a Chairman or on the question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.
22. Subject to the provisions of the Act, a written resolution shall be as valid and effective as if the same had been passed at a General Meeting duly convened and

held. Any resolution that may be passed validly at a General Meeting may be passed as a written resolution except:

- (a) a resolution to remove a Trustee before his period of office expires; and
- (b) a resolution to remove an auditor before his period of office expires.

23. A written resolution is passed when:-

- (a) a copy of the proposed resolution has been sent to every eligible Member; and
- (b) in the case of an Ordinary Resolution, a simple majority of the Members have signified their agreement to the resolution in an authenticated document which has been received at the Registered Office within the period of 28 days from the circulation date; or
- (c) in the case of a Special Resolution, at least 75% of the Members have signified their agreement to the resolution in an authenticated document which has been received at the Registered Office within the period of 28 days from the circulation date.

VOTES OF MEMBERS

24. Where in Scotland or elsewhere a curator bonis, guardian, trustee or receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any Member on the ground (however formulated) of mental disorder, or incapacity the Trustees may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Trustees may require, permit such curator bonis, guardian, trustee or receiver or other person on behalf of such Member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by Membership in relation to meetings of the Foundation.

25. On a poll votes may be given either personally or by proxy. A proxy appointed to attend and vote at any meeting in place of a Member shall have the same right as the Member who appointed him to speak at the meeting and need not be a Member of the Foundation himself.

26. An instrument appointing a proxy shall be in writing and shall be signed by the appointor or his attorney. The Trustees may, but shall not be bound to, require evidence of the authority of any such attorney.
27. An instrument appointing a proxy must be left at the Registered Office or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting (or, in the case of a poll, before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.
28. An instrument appointing a proxy may be in the usual common form, or in such other form as the Trustees may accept, and shall be deemed to confer authority to demand or join in demanding a poll. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
29. A vote given by 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 instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Foundation at the Registered Office before the commencement of the meeting or adjourned meeting or poll at which the vote is given.

APPOINTMENT AND RETIREMENT OF TRUSTEES

30. (1) Subject as hereinafter provided, the minimum number of Trustees shall be 8, of whom at least one shall be resident in Scotland. The maximum number of Trustees shall be 15. A Trustee may only be appointed, following recruitment through recommendation or appropriate publicity, if he has been nominated by a Member and that nomination has been seconded by another Member.
- (2) Subject to these presents, at each Annual General Meeting of the Foundation, one-third of the Trustees (or, if their number is not a multiple of three, the number nearest to one-third) shall retire from office. If there is only one

Trustee, he shall retire. The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustees became or were appointed Trustees on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. If a Trustee is required to retire at an Annual General Meeting by a provision of these presents, the retirement shall take effect upon the conclusion of the meeting.

- (3) Retiring Trustees shall be eligible for re-appointment for consecutive periods not exceeding in aggregate nine years from the date of their original appointment but thereafter Trustees shall then stand down for a period of at least three years.
 - (4) The Foundation may by Ordinary Resolution from time to time increase or reduce the number of Trustees.
31. Subject to these presents, the Foundation may by Ordinary Resolution, for which special notice shall not be required, remove a Trustee at any time and may by a like resolution appoint another person in his place. The Foundation may also by Ordinary Resolution appoint any person to be a Trustee either to fill a vacancy should one arise for any reason or as an additional Trustee but so that the maximum number of Trustees fixed by or in accordance with these presents is at no time exceeded.
32. Subject to these presents and, in particular, the requirement that a Trustee may only be appointed if he has been nominated by a Member and that nomination has been seconded by another Member in accordance with Article 30, the Trustees shall have power at any time and from time to time to appoint any person to be a Trustee either to fill a vacancy should one arise for any reason or as an additional Trustee, but so that the total number of the Trustees shall not at any time exceed the maximum number fixed by or in accordance with these presents.

ALTERNATE TRUSTEES

33. A Trustee may not appoint an alternate Trustee or anyone to act on his behalf at meetings of the Trustees.

DISQUALIFICATION OF TRUSTEES

34. The office of a Trustee shall be vacated in any of the following events, namely:-
- (A) if he resigns by notice in writing to the Foundation at the Registered Office;
or
 - (B) if he shall enter into an arrangement with his creditors or become apparently insolvent; or
 - (C) if in Scotland or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a curator bonis or guardian or a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or
 - (D) if he is prohibited by law from being a Trustee or ceases to be a Trustee by virtue of any provision of the Act, or if he is disqualified from acting as a charity trustee in terms of the Charities and Trustee Investment (Scotland) Act 2005 or in any other circumstances under which the Office of the Scottish Charity Regulator requires his removal from office;
 - (E) if he shall for more than nine months have been absent without permission of the Trustees from meetings of the Trustees held during that period and the Trustees resolve that his office be vacated; or
 - (F) if in the sole opinion of the other Trustees he shall have acted in such a way as would bring the Foundation into disrepute and that in all the circumstances his removal from office is justified to preserve the reputation of the Foundation.

PROCEEDINGS OF THE TRUSTEES

35. The Trustees 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 determined by a majority of votes, and in the case of an equality of votes the Chairman shall have a second or casting vote. Any member of the board of Trustees may, and the Secretary (if one is appointed) on the requisition of a Trustee shall, at any time summon a meeting of the Trustees. It shall not be necessary to give notice of a meeting of the board of Trustees to any member thereof for the time being absent from the United Kingdom.
36. The quorum necessary for the transaction of the business of the Trustees may be fixed by the Trustees and unless so fixed at any other number shall be a majority of the Trustees present in person. A Trustee shall not be counted in the quorum when any decision is made about a matter upon which that Trustee is not entitled to vote. A meeting of the Trustees at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Trustees for as long as a quorum remains present.
37. The continuing Trustees may act notwithstanding any vacancies, but, if and so long as the number of Trustees is reduced below the minimum number fixed by or in accordance with these presents, the continuing Trustee or Trustees may act for the purpose of filling up such vacancies or of summoning General Meetings of the Foundation, but for no other purpose. If there be no Trustee or Trustees able or willing to act, then any two Members of the Foundation may summon a General Meeting for the purpose of appointing Trustees.
38. The Trustees will elect a Chairman of the board of Trustees and such other office bearers (if any) as they consider appropriate and may at any time revoke such appointment or appointments. The Trustees may elect a Treasurer of the Foundation who shall not be the same person as the Chairman. Such Chairman shall be known as the Chairman of the Foundation. If no Chairman of the Foundation shall have been appointed, or if at any meeting the Chairman shall not be present within fifteen

minutes after the time appointed for holding the same, the Trustees present may choose one of their number to be Chairman of the meeting.

39. A resolution in writing signed by a majority of the Trustees for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Trustees duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Trustees.
40. The Trustees may delegate any of their powers to a committee consisting of such number of Trustees and/or of such other persons as the Trustees shall at a meeting of Trustees think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Trustees. Any regulations imposed under this Article may be revoked or altered.
41. The meetings and proceedings of any committee shall be governed by the provisions of these presents regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees; provided that no resolution of any committee shall be effective unless a majority of the members (as members of the relevant committee) at the meeting are Trustees or unless such resolution is approved by the Trustees.
42. All acts done by any meeting of the Trustees or any committee, or by any person acting as a Trustee or as a member of a committee, shall as regards all persons dealing in good faith with the Foundation, notwithstanding that there was some defect in the appointment or continuance in office of any Trustee or member of a committee or person acting as such or that any such member or person was disqualified or had vacated office or was 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 or a member of a committee and had been entitled to vote.
43. Any one or more (including without limitation, all) of the Trustees or any committee may participate in a meeting of the Trustees or such committee:-

- (a) by means of a conference telephone or similar communications equipment or any other suitable electronic means allowing all persons participating in the meeting to communicate with all the other participants ; or
- (b) by a succession of telephone calls to Trustees from the Chairman of the meeting following disclosure to them of all material points.

Participating by such means shall constitute presence in person at a meeting. Such meeting shall be deemed to have occurred either (i) at the place where most of the Trustees participating are present or (ii) at the place where the Chairman of the meeting is present.

CONFLICTS OF INTEREST

44. A Trustee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Foundation or in any transaction or arrangement entered into by the Foundation which has not previously been declared and must re-declare the nature and extent of any interest (direct or indirect) at a Trustees' or committee meeting at or before the time discussion begins on the matter. Unless expressly invited to remain in order to provide information, a Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Foundation and any personal interest (including but not limited to any personal financial interest).

45. (1) If a conflict of interests arises for a Trustee and the conflict is not authorised by virtue of any other provision in these presents, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

(a) The conflicted Trustee takes no part in deliberations on any arrangement or transaction to which the conflict of interest relates;

(b) the conflicted Trustee does not vote on any such matter and is not to

be counted when considering whether a quorum of Trustees is present at the meeting;

(c) the unconflicted Trustees consider it is in the interests of the Foundation to authorise the conflict of interests in the circumstances applying; and

(d) the terms of Section 66 of the Charities and Trustee Investment (Scotland) Act 2005 are not thereby contravened.

(2) For the purposes of this Article, a Trustee shall be deemed to have an interest in an arrangement if there is a direct or indirect benefit of any nature to that Trustee or to a connected person as defined in section 252 of the Act.

46. Subject to Article 47, all acts done by a meeting of Trustees, or by a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by these presents to vacate office; or

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

(d) the vote of that Trustee; and

(e) that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

47. Article 46 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him by a resolution of the Trustees or of a committee of Trustees if, but for Article 46, the resolution would have been void, or if the Trustee has not complied with Article 44.

POWERS OF THE TRUSTEES

48. The business of the Foundation shall be managed by the Trustees who may pay all expenses incurred in promoting and registering the Foundation, and may exercise all such powers of the Foundation as are not, by the Act or by these presents, required to be exercised by the Foundation in general meeting, subject nevertheless to the provisions of the Act or these presents and to such regulation being not inconsistent with the aforesaid provisions as may be prescribed by the Foundation in general meeting; but no regulation made by the Foundation in general meeting shall invalidate any prior act of the Trustees which would have been valid if that regulation had not been made.
49. All cheques, and all receipts for moneys paid to the Foundation, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine.
50. The Trustees shall cause minutes to be made in books provided for the purpose:-
- (A) of all appointments of officers made by the Trustees;
 - (B) of the names of the Trustees present at each meeting of the Trustees and of any committee of the Trustees or established by the Trustees;
 - (C) of all resolutions and proceedings at all meetings of the Foundation, and of the Trustees and of the committees of or established by the Trustees.

SECRETARY

51. If it is desired that a Secretary shall be appointed by the Trustees, the Secretary shall be so appointed for such term, at such remuneration and upon such conditions as they may think fit.
52. Any Secretary appointed may be removed by the Trustees.

PRESIDENT AND PATRONS

53. The Trustees shall have the power to appoint a President and to appoint Patrons. The President shall be an individual who is committed to the aims of the Foundation and who wishes to be associated with the Foundation and who in the opinion of the Trustees should be appointed as the President. The Patrons shall be individuals, non-profit making organisations or charitable bodies, commercial or other organisations who wish to be associated with the Foundation and who in the opinion of the Trustees should be appointed as Patrons. Neither the President nor the Patrons shall be Trustees of the Foundation merely by virtue of their admission as President or as a Patron. The President and the Patrons may attend general meetings of the Foundation but may not vote at such meetings. The President and the Patrons shall not be eligible for appointment as Trustees.

THE SEAL

54. The Foundation shall not have a Seal.

ACCOUNTS

55. Accounting records sufficient to show and explain the Foundation's transactions and otherwise complying with the Act shall be kept at the Registered Office, or at such other place within Scotland as the Trustees think fit, and shall at all times be open to inspection by the Trustees. Subject as aforesaid no Member of the Foundation or other person shall have any right of inspecting any account or book or document of

the Foundation except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the Trustees.

AUDIT/INDEPENDENT EXAMINATION

56. Auditors or Independent Examiners, as appropriate, shall be appointed and their duties regulated in accordance with the provisions of the Act and of the Charities and Trustee Investment (Scotland) Act 2005.

NOTICES

57. Any notice or document may be served by the Foundation on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member, or by sending it by email to such Member, at the registered address as appearing in the Register of Members or to such other address or email address as he may supply to the Foundation for the giving of notices to him, or may be sent or supplied in any way in which the Act provides for documents or information to be sent or supplied by the Foundation, and any notice so served by post or by email or otherwise in accordance with the Act shall be deemed (i) to have been duly served notwithstanding that such Member be then dead or bankrupt and whether or not the Foundation have notice of his death or bankruptcy, and (ii) to have been duly served on him as both Trustee and Member of the Foundation as required by the Act.
58. A Member whose address in the Register of Members is outside the United Kingdom and who has not supplied to the Foundation either an address for service within the United Kingdom or an email address, shall not be entitled to receive any notice from the Foundation.
59. Any notice or document served by post shall be deemed to have been served at the expiration of 24 hours (or, where second class mail is employed, 48 hours) after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted. Any notice or document served by email shall be deemed to

have been served at the expiration of 24 hours after the email containing the same has been sent, and in proving such service it shall be sufficient to show that the email containing the notice or document was properly addressed and sent. In calculating a period of hours for the purposes of this clause, no account shall be taken of any part of a day that is not a working day.

60. Subject to these presents, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

INDEMNITY

61. Subject to the provisions of the Act and of these presents, a Trustee, Auditor, Independent Examiner, Secretary or other officer of the Foundation shall be entitled to be indemnified by the Foundation against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

LIABILITY OF MEMBERS

62. The liability of the Members is limited.
63. Every Member of the Foundation undertakes to contribute to the assets of the Foundation in the event of the same being 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 contributories themselves, such amount as may be required, not exceeding £1.

WIND UP OR DISSOLUTION

64. 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 Foundation and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Foundation under or by virtue of Article 5 hereof such institution or institutions to be determined by the Members of the Foundation at or before the time of the dissolution, and if and so far as effect cannot be given to the foregoing provisions, then to some charitable object.