

**A CHARITY AND COMPANY LIMITED BY GUARANTEE**  
*The companies acts 1985 and 1989*

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**OF THE ERNEST FOUNDATION**

*(Working for a healthy, safer community and with children and young people)*

**Clause 1.** The Company's name is THE ERNEST FOUNDATION (also known as "The Foundation")

**Clause 2.** The Foundation's registered office shall be situated in England and Wales and may establish branches elsewhere.

**Clause 3.** The Objects of the Foundation shall be to carry out activities and projects that will bring support and relief to people living with HIV/AIDS and related diseases and promote healthy living among the West Africa Community and others in England and Wales and elsewhere by

**Providing medication for Ghanaians and other West Africans living with HIV/AIDS who cannot afford the cost of treatment**

**Promoting research into causes, detection, prevention and treatment of HIV/AIDS and disseminate the results of research for the benefit of the public**

**Providing counselling, support and care for people living with HIV/AIDS and related health conditions**

**Providing health education services among the Ghanaian community and others in England and Wales on the prevention and spread of HIV/AIDS**

**Supporting people living with HIV/AIDS on issues that will promote equal rights to treatment and living conditions**

**Addressing stigma and prejudice against people living with HIV/AIDS and provide a support group for people living with HIV/AIDS**

**Organising seminars, briefings, workshops and interventional programmes which address attitudes and behavioural change**

**Coordinating social care through outreach programmes for clients living with HIV/AIDS**

**Working with children and young people, empowering, building their confidence and getting them off the street**

**Encouraging compliance of treatment among those living with HIV and empower clients and their families to improve their lifestyle**

*Clause 4. Powers*

In furtherance of these objects, and not otherwise the Foundation shall exercise the following powers:

- 4.1. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Foundation;
- 4.2. to raise funds and invite and receive contributions: provided that in raising funds the Foundation shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- 4.3. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- 4.4. subject to any consents required by law to borrow money and to charge the whole or any part of the trust fund with repayment of the money so borrowed;
- 4.5. to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- 4.6. to establish or support any charitable trusts, associations or institutions formed for the objects or any of them;
- 4.7. to appoint and constitute such advisory committees as the trustees may think fit;
- 4.8. subject to clause 5 below to employ such staff (who shall not be trustees) as are necessary for the proper pursuit of the objects and to make all reasonable and

necessary provision for the payment of pensions and superannuation to staff and their dependants

4.9. to permit any investment comprised in the trust fund to be held in the name of any clearing bank, any trust corporation or any stockbroking company which is a member of the Stock Exchange (or any subsidiary of such a stockbroking company) as nominee for the trustees and to pay any such nominee reasonable and proper remuneration for acting as such;

4.10. to delegate to any one or more of the trustees the transaction of any business or the performance of any act required to be transacted or performed in the execution of the trusts of the Foundation and which is within the professional or business competence of such trustee or trustees: Provided that the trustees shall exercise reasonable supervision over any trustee or trustees acting on their behalf under this provision and shall ensure that all their acts and proceedings are fully and promptly reported to them;

4.11. to do all such other lawful things as are necessary for the achievement of the objects.

***Clause 5. Income and Property of the Foundation***

5.1 The income and property of the Foundation 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 Foundation.

5.2. No trustee 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 in this document shall prevent any payment in good faith by the Foundation:

(1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any

partner of his or hers, when instructed by the Foundation to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion.

- (2) of reasonable and proper remuneration for any services rendered to the Foundation by any member, officer or servant of the Foundation who is not a trustee;
- (3) of interest on money lent by any member of the Foundation or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
- (4) of fees, remuneration or other benefit in money or money's worth to any Foundation of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- (5) of reasonable and proper rent for premises demised or let by any member of the Foundation or a trustee;
- (6) to any trustee of reasonable out-of-pocket expenses.

***Clause 6. Trustees not to be Personally Interested***

Subject to the provisions of clause 5 above, no trustee shall acquire any interest in property belonging to the Foundation (otherwise than as a trustee for the Foundation or receive remuneration or be interested in any contract entered into by the trustees.

6.1 Any trustee who is a solicitor, accountant, doctor or a person engaged in any profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other trustees to act in a professional capacity on behalf of the Foundation: provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting of the trustees at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

***Clause 7. The Liability of the Members is Limited.***

7.1 Every member of the Foundation undertakes to contribute such amount as may be required (not exceeding £10) to the Foundation's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Foundation's debts and liabilities contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

***Clause 8. Dissolution***

8.1 If the Foundation is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Foundation but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Foundation by Clause 5 above, chosen by the members of the Foundation at or before the time of dissolution and if that cannot be done then to some other charitable object.

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*Signature, Names and Addresses of Subscribers.*

*Signature*.....

*Name:* **Ernest Nkrumah**

*Position:* **Chairman**

*Address:* **45 Cardiff House**

**Peckham Park Road**

**London SE15 6TT**

*Signature*.....

*Name:* .....

*Position* .....

*Address* .....

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*Signature*.....

*Name:*.....

*Position*.....

*Address*.....

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*Signature*.....

*Name:*.....

*Position:*.....

*Address:*.....

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*Witness*

*Signature*.....

*Name* .....

*Address* .....

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*Occupation:*

DATED this .... day of ..... 2008

THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

**ARTICLES OF ASSOCIATION  
OF  
THE ERNEST FOUNDATION**

*Article 1. Interpretation*

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 of the Foundation;

"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.

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

## ***Article 2. Members***

2.1. The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 22 shall be members of the Foundation. No person shall be admitted a member of the Foundation unless his application for membership is approved by the trustees.

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

## ***Article 3. General Meetings***

3.1. The Foundation shall hold an annual general meeting each year in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Foundation and that of the next: Provided that so long as the Foundation holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places, as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

3.4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, 3 or more trustees can request for a meeting in a written document.

#### ***Article 4. Notice of General Meetings***

4.1. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing 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 but a general meeting may be called by shorter notice if it is so agreed:

- (i) in the case of an annual general meeting, by all the members entitled to attend and vote;
- (ii) 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.

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.

#### ***Article 5. Proceedings at General Meetings***

5.1 No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation 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, but 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 numbers to be chairman.

5.5. A trustee shall, notwithstanding that he is not a member, 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, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not take 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 unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (i) by the chairman; or
- (ii) by at least two members having the right to vote at the meeting; or

- (iii) 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, 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 scrutinisers (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.

5.13. 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.

5.14. 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.

### ***Article 6. Votes of Members***

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 tendered, 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.

***Article 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 first trustees shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

***Article 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 trustees who may exercise all the powers of the Foundation shall manage the business of the Foundation.

8.2 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.

8.3 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.

8.4. 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:

- (i) to expend the funds of the Foundation in such manner as they shall consider most beneficial for the achievement of the 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 transportation of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Foundation;

- (ii) to enter into contracts on behalf of the Foundation.

### ***Article 9. Appointment and Retirement of Trustees***

9.1. At the first annual general meeting all the trustees shall retire from office and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but if there is only one trustee who is subject to retirement by rotation, he shall retire.

9.2. Subject to the provision of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last re-appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

9.3. If the Foundation at the meeting at which a trustee retires by rotation does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.

9.4. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:

- i) he is recommended by the trustees; or
- ii) not less than fourteen and not more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meet has been given to the Foundation of the intention to propose that person for appointment or reappointment stating the particulars which would,

if he were so appointed or reappointed, be required to be included in the Foundation's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

9.5. No person may be appointed as a trustee:

- (i) unless he has attained the age of 18 years; or
- (iii) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 10.

9.6. Not less than seven or more than twenty-eight clear days before the date appointed for holding a general meeting notice will be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Foundation of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Foundation's register of trustees.

9.7. Subject as aforesaid, the Foundation may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.

9.8. The trustees may appoint a person, who is willing to act, to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees.

9.9 A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

9.10. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

#### ***Article 10. Disqualification and Removal of Trustees***

10.1. A trustee shall cease to hold office if he

- (i) 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 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (ii) becomes incapable by reason of mental disorder, illness or injury or of managing and administering his own affairs;
- (iii) 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
- (iv) 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.

#### ***Article 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.

***Article 12. Trustees' Appointments***

12.1. Subject to the provisions of the Act and to Clauses 5 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.

12.2. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.

12.3. Except to the extent permitted by clause 5 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.

***Article 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 one third of their number or two trustees, whichever is the greater.

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.

13.5 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.

13.6. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making an 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.

13.7. 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.

13.8. A resolution in writing, signed 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.

13.9. 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 by at least two trustees.

***Article 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.

***Article 15. Minutes***

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

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

***Article 16. The Seal***

16.1. The seal 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.

***Article 17. Accounts***

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

***Article 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.

***Article 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.

***Article 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 sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address.

20.3. 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.

20.4. A member present in person at any meeting of the Foundation shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

20.5. 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.

***Article 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.

***Article 22. Rules***

22.1. (a) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Foundation and for the purposes of prescribing classes and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may be such rules or bye laws regulate:

- (i) the admission and classification of members of the Foundation (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by member;
- (iii) the conduct of members of the Foundation in relation to one another, and to the Foundation's servants;

- (iv) the setting aside of the whole or any part or parts of the Foundation's premises at any particular time or times or for any particular purpose or purposes;
  - (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
  - (v) generally, all such matters as are commonly the subject matter of company rules.
- (b) The Foundation in general meetings shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Foundation all such rules or bye laws, which shall be binding on all members of the Foundation: provided that no rule or bye laws shall be inconsistent with, or shall affect or repeal anything contain in the memorandum or the articles.

***Article 23. Amendment of this Constitution***

23.1 The Trustees may amend the provisions of the Memorandum and Articles of Association, provided that

- (a) no amendment may be made to Clause 1 (the name clause) and Clause 3 (the Objects clause), unless it appears to the trustees that the objects can no longer provide a suitable and effective method of using the trust fund;
- (b) no amendment may be made to Clause 6 (the trustees not to be personally interested clause) and the clauses listed in (a) above or this clause without the prior consent in writing of the Charity Commissioners or the Registrar Companies; and
- (c) no amendment may be made which has the effect of the charity ceasing to be a charity at law.

23.2 Any amendment shall be made under the authority of a resolution passed at a special meeting of the trustees.

23.3 The trustees should promptly send to the Charity Commissioners and Registrar of Companies a copy of any amendment made under this clause.

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*Signature, Names and Addresses of Subscribers.*

*Signature*.....

*Name:* **Ernest Nkrumah**

*Position:* **Chairman**

*Address:* **45 Cardiff House**

**Peckham Park Road**

**London SE15 6TT**

*Signature*.....

*Name:* .....

*Position* .....

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*Name:* .....

*Address* .....

.....

.....

*Occupation:*

DATED this .....day of.....2008

The following are not part of the Constitution:

Yours request for amendments:

Make provision for amendments to the constitution.

further input will be made.

NOTE:

The amendments you requested have been made: see

1. Memo of Assoc. Clause 3.(b) I made a serious omission - it should have read "(b) harnessing human resources from the community and the public at large, i.e. doctors, nurses and others in health and social care and the medical profession who specialise in this area of health care to ....." Now DONE as Article 23.

2. Provisions have been made for amendments. In addition a missing provision "***Trustees not to be interested***" has been inserted as clause 6 of the Memorandum of Association,.