



UNITED KINGDOM MATHEMATICS TRUST

The Companies Act 1985

A company limited by guarantee
and not having a share capital.

**Memorandum and Articles of Association
of the
United Kingdom Mathematics Trust**

as amended 27th March 2002, 16th April 2003,
4th April 2007, 20th April 2011, and 27th March 2013.

Incorporated in England and Wales on 30th October 1996

Company Number 3271283

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of
United Kingdom Mathematics Trust

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Memorandum of Association of United Kingdom Mathematics Trust

1. The name of the company (“Charity”) is “United Kingdom Mathematics Trust”.
2. The registered office of the Charity is to be situated in England and Wales.
3. The Charity is established to advance the education of children and young people in mathematics and in particular but without prejudice to the generality of the forgoing by organising and running mathematics competitions.
4. In furtherance of the said objects, but not further or otherwise, the Charity shall have the following powers.
 - (a) To establish and organise mathematics competitions and to charge fees to participants to the said competitions;
 - (b) To collect, document, preserve, exhibit and maintain items of educational value for display to the public;
 - (c) To bestow prizes and to make awards;
 - (d) To collect and disseminate information relating to the forgoing objects and exchange such information with other bodies having similar objects and specifically, but not exclusively:
 - (i) To cause to be written and printed and otherwise originated and reproduced, and to be published or circulated or made available (whether gratuitously or not) (in each case in any form and by any means whatsoever, including but not limited to electronic form or means) any newspapers, periodicals, magazines, books, pamphlets, leaflets, or other documents or films or recorded tapes;
 - (ii) To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
 - (iii) To bring together in conferences, representatives of voluntary organisations, government departments, statutory authorities and individuals;
 - (iv) To provide evidence for government and other enquiries;

- (v) To promote and encourage organised research and to disseminate the useful results of such research;
- (e) To take all necessary steps to protect any intellectual property rights in connection with mathematical competitions or other publications owned by the Charity;
- (f) To loan any document, exhibit or item of educational value upon such terms as the Council of the Charity (who shall be the Charity trustees within the meaning of Section 97 of the Charities Act 1993) (the “Council”) think fit to museums, exhibition centres, institutes, schools, universities, galleries and similar institutions which are open to the general public;
- (g) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, cheques and other instruments, and to operate bank accounts which shall be operated at all times by two members of the Council other than in respect of such notes, bills, cheques and other instruments below such amount as the Council may from time to time by resolution determine which may be signed or executed by any one member of the Council.
- (h) To provide financial assistance, to make grants and donations and to provide equipment and apparatus in each case for the furtherance of the objects of the Charity;
- (i) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary for the promotion of its objects, and to construct, maintain and alter and demolish (where necessary) any buildings or erections;
- (j) Subject to such consents as may be required by law, to manage, mortgage, sell, dispose of or otherwise deal with all or any part of the property of the Charity;
- (k) To accept any gifts, subscriptions (whether or not under deed of covenant), donations, bequests or devises of lands, moneys, securities or other real or personal property or assets;
- (l) To take such lawful steps by personal or written appeals, public meetings or otherwise as may be deemed expedient for the purpose of procuring contributions to the funds of the Charity in the form of donations, annual subscriptions or otherwise and for that purpose to appoint such collectors as may be considered expedient;
- (m) To undertake, accept, execute and administer any charitable trust;
- (n) Subject to such consents as may be required by law, to borrow and raise money in such manner and on such security as the Council may think fit, and to issue debentures and other securities;
- (o) To invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought

fit, subject nevertheless to such conditions (if any) and consents (if any) as may for the time being be imposed or required by law;

(p) To engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Charity and, subject to clause 5 hereof, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;

(q) To subscribe to, support, affiliate become a member of, amalgamate with, or cooperate with any other charitable organisation, institution, society or body not formed for or established for purposes of profit (where incorporated or not and whether in the United Kingdom or elsewhere) whose objects are wholly or partly similar to those of the Charity and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Charity;

(r) To purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Charity of any one or more charitable organisation, institution, society or body having objects altogether or in part similar to those of the Charity;

(s) To pay out of the funds of the Charity, the costs, charges and expenses of and incidental to the formation and registration of the charity on the companies register and charities register;

(t) To establish, where necessary, branches, being committees consisting of at least one member of Council and such other persons or persons, if any, as the Council think fit;

(u) To pay the cost of any premium in respect of insurance to cover the liability of any member of the Council which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Charity provided that any such insurance shall not extend to any claim arising from any act or omission which that member knew, or ought reasonably to have known, was a breach of trust or which was committed by that member in reckless disregard of whether it was a breach of trust or not;

(v) To give, enter into and/or accept any guarantees or contracts of indemnity or suretyship and to guarantee, support or secure, whether by direct obligations or covenant and/or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Charity and/or by issuing and security by way of mortgage, or by any or more of all such methods or by any other method, and in each case whether or not it receives any consideration or advantage thereof, the performance and discharge of any obligations or commitments and the repayment or payment of any monies (including but not limited to premiums, interest, dividends and other monies secured by or payable under any obligations or securities) by any person, firm or company (including

but not limited to any company which is directly or indirectly associated with the Charity);

- (w) To purchase or otherwise acquire, plant and machinery (including but not limited to premiums, interest, dividends and other monies secured by or payable under any obligations or securities) by any person, firm or company (including but not limited to any company which is directly or indirectly associated with the Charity);
- (x) To make any donation in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions;
- (y) To do all such other lawful and charitable things as shall further the attainment of the above objects provided that:
 - (i) Where the charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (ii) The objects of the Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
 - (iii) Where the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council shall be chargeable for all such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects, defaults and for the due administration of such property, in each case in same manner and to the same extent as the Council would have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish nor impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over the Council but the Council shall as regards any such property be subject jointly and separately to such control or authority as if the Charity was not incorporated.

5.1. The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association (as now framed or altered from time to time) and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Charity and no member of the Council shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity provided that nothing herein shall prevent any payment in good faith by the Charity:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Charity (in each case not being a member of the Council) for any services rendered to the Charity and of travelling expenses necessarily

incurred in carrying out the duties of any member, officer or servant of the Charity (regardless of whether or not he is a member of the Council);

- (b) of interest on money lent by any member of the Charity or any member of the Council at a rate per annum not exceeding 2 per cent less than the base lending rate of a bank to be selected by the Council which is a member of the Committee of London and Scottish clearing Banks, or 3 per cent whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let to the Charity by an member of the Charity or any member of the Council;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Charity or a member of the Council is a member holding not more than 1/100th part of the capital of that company;
- (e) of fees, remuneration or other benefit in money or money's worth directly or indirectly to a member of the Charity or a member of the Council for goods and services provided that such member was prior to his election or appointment already supplying goods or services to the Charity and further that such goods or services are supplied at a price not exceeding the fair market price on normal trade terms, and further that such member should absent himself from any meeting during the discussion of such supply and shall refrain from voting on the matter;
- (f) to any member of the Council of reasonable out-of-pocket expenses in connection with the management and administration of the Charity in connection with the furtherance of its objectives;
- (g) of a benefit, in reasonable and proper furtherance of its charitable objectives, to a member of the Charity;
- (h) of all usual professional charges for work done by a member of the Council being a solicitor or other person engaged in any profession or his firm when instructed by the other members of the Council so to act in their capacity on behalf of the Charity provided that at no time shall a majority of the members of the Council benefit from this provision and a member of Council shall withdraw from any meeting of the Council at which his or her own instruction or remuneration or of that of his or her firm is under discussion;
- (i) of reasonable fees or reasonable remuneration to persons, whether a member of the Council or not, for devising mathematical competitions, setting or revising problems, examining and marking scripts and entries, contributing to the publications and for lecturing, tutoring, demonstrating or teaching mathematics: Provided that that person withdraws from any meeting whilst his or her remuneration is being discussed.
- (j) of reasonable remuneration to any person, whether a member of the Council or not, holding office as Secretary or Treasurer as defined in the

Articles of Association of the Charity for work done whilst holding that office: Provided that he or she withdraws from any meeting whilst his or her remuneration is being discussed;

- (k) of reasonable remuneration to the director of Olympiad training, whether a member of the Council or not, for the preparation, selection and training associated with the participation of the British Olympiad Team in the International Mathematical Olympiad: Provided that he or she withdraws from any meeting whilst his or her remuneration is being discussed;
- (l) of a benefit, in reasonable and proper furtherance of its charitable objects, to a member of the Council, provided that in the case of a new benefit or an existing benefit that is being reviewed:
 - (i) that member is absent and does not participate in the Council's consideration of that benefit and does not, as such member, vote upon the matter; and
 - (ii) the Council in the absence of such member passes a resolution (which matter may not be delegated in pursuance of any provision contained in this Memorandum of Association or the Articles of Association of the Charity to any branch or person) that provision of the benefit is in reasonable and proper furtherance of the Charity's charitable objects.

5.2 At no time shall a majority of Council Members concurrently receive any remuneration or benefit from the Charity other than reasonable out-of-pocket expenses.

6. The liability of the members of the Charity is limited.

7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1 (one pound)) to the assets of the Charity if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Charity contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves.

8. If, upon the winding-up or dissolution of the Charity, there remains, 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 Charity but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property to an extent as great as is imposed on the Charity under or by virtue of clause 5 thereof, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, and insofar as effect cannot be given to such provision, then to some other charitable object.

We, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum.

Names and addresses of subscribers

1. Roger William Bray
Street Cottage
The Hill
Polstead
Colchester
CO6 6AH
2. Anthony David Gardiner
77 Farquhar Road
Birmingham
B15 2QP
3. Peter Michael Neumann
403 Meadow Lane
Oxford
OX4 4ED
4. Alan Benjamin Slomson
20 Grosvenor Park Gardens
Leeds
LS6 2PL
5. Peter Alfred Thomas
1 Southbrooke Close
Cambridge
CB2 2HX

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Articles of Association of United Kingdom Mathematics Trust

Interpretation

1.1 In the articles unless the context otherwise requires the words in the first column of the table below shall bear the meanings set opposite to them in the second column:

| Words | Meanings |
|---------------------------|---|
| Act | The Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force. |
| Articles | These articles of association as now framed or altered from time to time. |
| Branch | Any branch formed by the Council, being a committee consisting of at least one member of Council and such other person or persons, if any, as the Council thinks fit. |
| Charity | United Kingdom Mathematics Trust |
| Clear Days | In relation to the period of notice, that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect. |
| Council | The Council of the Charity who shall be the Charity trustees within the meaning of section 97 of the Charities Act 1993. |
| Member | A member of the Charity |
| Memorandum of Association | The memorandum of association of the Charity as now framed and altered from time to time. |
| Month | Calendar month |
| Office | The registered office of the Charity |
| Parent Body | Subject to article 74, the Royal Institution of Great Britain. |

| | |
|--------------------|--|
| Participating Body | Subject to article 75, any person which has agreed to be such a body and which has been approved to be such a body by the Council, the Parent Body, if any, and each other Participating Body for the time being |
| Represented Branch | A Branch designated as such by the Council |
| Seal | The common seal of the Charity |
| Secretary | The secretary of the Charity or any other person appointed to perform the duties of secretary of the charity, including a joint assistant or deputy secretary |
| Supporting Body | Subject to article 76, any person which has agreed to be such a body and which has been approved to be such a body by the Council and the Parent Body, if any |
| United Kingdom | Great Britain and Northern Ireland |
| Year | Calendar year. |

1.2 In the articles

- (a) words in the singular include the plural and vice-versa;
- (b) words importing the masculine gender include the feminine and neuter and in each case vice-versa;
- (c) words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles became binding on the Charity;
- (d) reference to a “person” includes a reference to any institution, society, association, foundation, body corporate, partnership, government, individual, joint venture, partnership or state or agency of a state and in each case whether or not a separate legal entity.

1.3 The regulations contained in Table C in the schedule to the Companies (Tables a to F) Regulations shall not apply to the Charity.

Objects

2. The Charity is established for the objects expressed in the Memorandum of Association.

Members

3. The following persons shall be Members:

- 3.1 the subscribers to the Memorandum of Association; and

- 3.2 such other persons as the Council shall admit to membership in accordance with rules and by-laws made by the Council under article 37.
4. The Council shall have the right (in its sole discretion and without giving reasons) to reject an application for membership.
 5. If 75 per cent or more of the members of the Council present at a duly convened and quorate meeting of the Council so resolve, the Council shall have the right (in its sole discretion and without giving reasons) to terminate the membership of any Member (other than any Member who is at that time the Parent Body, a Participating Body or a Supporting Body) provided that that member shall have the right to be heard by the Council before any decision is made.
 6. No paid employee whether in full or part-time appointment of the Charity shall be eligible for membership of the Charity or for membership of the Council provided always that this restriction shall not apply to any person referred in clauses 5.1 (j) and 5.1 (k) of the Memorandum of Association and the Council may suspend the operation of this article in individual cases but only in respect of membership of the Charity.
 7. The charity shall keep a register of Members in accordance with the Act. Every person nominated as or invited to become a Member shall sign and deliver to the Secretary a form of consent in such form as the Council may approve but such person shall not become a Member until that person's name has been entered in the register of Members.
 8. A Member may at any time withdraw from the Charity by giving at least 7 Clear Days notice to the Charity. Membership shall not be transferable and shall cease on death.

General Meetings

9. The charity shall hold an annual general meeting not more than 18 months after its incorporation and subsequently once each Year at such time and place as may be determined by the Council. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. The Council 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 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of Council to call a general meeting, any member of Council or any Member or the Secretary may call a general meeting.
11. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days; notice but a general meeting may be called by shorter notice if it is so agreed:
 - 11.1 in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and

- 11.2 in the case of any other meeting, by a majority in number of the Members having the right to attend and vote being a majority together holding not less than 95 per cent of the totals voting rights at the meeting of all the Members.
12. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. If any resolution is to be proposed as an extraordinary resolution or as a special resolution the notice shall contain a statement to that effect. The notice shall be given to all the Members and to the Members of Council and to the auditors.
13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

14. The business to be transacted at an annual general meeting shall include the consideration of the audited financial statements and the report of the Council and the appointment of and the fixing of the remuneration of the auditors.
15. No business shall be transacted at any general meeting unless a quorum is present. A quorum shall be constituted when X persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, are present. For the purpose of this article X is equal to the number of members of the Council that is required from time to time for there to be a quorum necessary for the transaction of the business of the Council. If such a quorum is not present within half an hour from the appointed for the meeting, or if during a meeting such 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 Council may determine.
16. The chairman, if any, of the Council shall preside as chairman at every general meeting of the Charity, but if there is no such chairman, or he shall not be present within 5 minutes of the time appointed for the holding of the meeting or if he is unwilling to act, the members of the Council present shall elect one of their number to be chairman and, if there is only one member of Council present and willing to act, he shall be chairman. If no member of the Council is willing to act as chairman, or if no member of Council is present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
17. [deleted]
18. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least 7 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.

19. 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 Act, a poll may be demanded:

19.1 by the chairman; or

19.2 by at least two Members having the right to vote at the meeting; or

19.3 by a Member or Members representing not less than 10 per cent of the total voting rights of all the Members having the right to vote at the meeting

and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

Unless a poll is demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman, and a demand so withdrawn shall not be taken to have invalidated the result of the show of hands declared before the demand was made.

A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll.

20. In 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.
21. 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 either forthwith or at such time and place as the chairman of the meeting directs not being more than 30 days after the poll is demanded and any business, other than that upon which a poll has been demanded, may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was 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 has not been made.
22. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
23. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at

which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

Votes of members

24. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Charity have been paid. Subject as aforesaid, on a show of hands every Member present in person shall have one vote and on a poll every member present in person or by proxy shall have one vote. 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. An objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
25. A Member in respect of whom an order has been made by any court having jurisdiction (either within the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
26. Any member entitled to attend to vote at a general meeting is entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of him.
27. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):

“United Kingdom Mathematics Trust

I, [...], being a member of the above-named Charity hereby appoint [...] of [...], or failing him [...] of [...], as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the Charity to be held on [...], and at any adjournment thereof. This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No. 1 *for *against

Resolution No. 2 *for *against

* strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this [...] day of [...].”

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may:
- 29.1 be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any notice of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 29.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or
 - 29.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or Secretary or to any member of the Council; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
30. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation 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 Charity at the Office or at such other place at which the instrument of proxy was duly deposited 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 day of the meeting or adjourned meeting) the time appointed for taking the poll.

Corporations acting by representatives at meetings.

31. Any member which is not an individual may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity and the person so authorised shall be entitled to exercise the same powers on behalf of the Member which he represents as that Member could exercise if it were an individual member.

Membership of Council

32. Unless otherwise determined by ordinary resolution, the number of members of Council shall be subject to the maximum ascertained under article 33 but shall not be less than 3.
33. At any time there should be not more than:
- 33.1 three members of the Council appointed by the Parent Body;
 - 33.2 one member of the Council appointed by each Participating Body from time to time;
 - 33.3 five members of the Council appointed by each Represented Branch [i.e. Subtrust] which appointments shall be in accordance with articles 41.1 and 41.2;
 - 33.4 five members of the Council appointed by the Council;
 - 33.5 two members of the Council elected by the members at a General Meeting.

Powers and Duties of the Council

34. Subject to the provisions of the Act, the Memorandum of Association and the Articles and to any direction given by special resolution, the business of the Charity shall be managed by the Council who may exercise all the powers of the Charity. No alteration of the Memorandum of Association or the Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council. The members of the Council shall be treated as directors for the purposes of the act.
35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Charity shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.
36. The Council shall cause minutes to be made in books provided for the purpose:
- 36.1 of all appointments of officers made by the Council;
 - 36.2 of the names of the members of the Council present at each meeting of the Council and each meeting of a Branch;
 - 36.3 of all resolutions and proceedings of all meetings of the Charity, of the Council and of the Branches.
37. The Council may from time to time make such rules or bye-laws which are not inconsistent with, or affect or repeal anything contained in the Memorandum of Association or the Articles as it may deem necessary or expedient or convenient for the proper conduct and management of the Charity and in particular but not exclusively it may by such rules or bye-laws regulate:
- 37.1 the admission of Members, the rights and privileges of such Members, the conditions of membership including any payments to be made by Members, and the terms on which Members may resign or have their membership terminated provided that such rules or bye-laws may not amend articles 5 or 8 which may only be amended by a special resolution of the Charity;
 - 37.2 the co-operation of Members with each other, and the Charity's paid and voluntary staff;
 - 37.3 the setting up, membership of and operation of Branches;
 - 37.4 the procedure at general meetings and meetings of the Council and meetings of the Branches in so far as such procedure is not regulated by the Articles;
 - 37.5 the management of any property that may be acquired.

38. The Council shall adopt such means as it may deem sufficient to bring to the notice of Members all such rules and bye-laws, which so long as they shall be in force shall be binding on all Members. The Charity in general meeting shall have power to alter or repeal the rules or bye-laws and to make additions thereto but shall not have the power to make any alteration, repeal or addition if it would be inconsistent with, or affect or repeal anything contained in the Memorandum of Association or the Articles unless the Charity passes a special resolution to that effect.

Investment Management

39. The Council may delegate upon such terms and at such reasonable remuneration as the Council may think fit to professional investment managers (hereinafter called “the Managers”) the exercise of all or any of their powers of investment provided that:
- 39.1 the Managers shall be persons who are entitled to carry on investment business under the provisions of the Financial Services Act 1986;
 - 39.2 the delegated powers shall be exercisable only within the policy guidelines drawn up in advance by the Council and within the powers of investment conferred by the Articles;
 - 39.3 the Managers shall be under a duty to report promptly to the Council any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Council within 14 days and to report on the performance of investments managed by them at last every 6 months;
 - 39.4 the Council shall be entitled at any time to review or determine the delegation or its terms;
 - 39.5 the Council shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Council to undertake such reviews within the period of 12 months shall not invalidate the delegation;
 - 39.6 the Council shall be liable for any failure to take reasonable care in choosing the Managers, fixing or enforcing the terms upon which the Managers are employed, requiring the remedying of any breaches of those terms and otherwise supervising the Managers but otherwise shall not be liable for the acts and defaults of the Managers;
 - 39.7 the Council may (subject to such consents as may be required by law) take or hold or transfer any property into the name or under the control of any person as nominee of or custodian for the Charity.

Expenses

40. The members of the Council may be paid such amounts as are permitted under clause 5 of the Memorandum of Association.

Appointment and retirement of members of the Council

- 41.1 In addition to the deemed appointment under article 41.2 each Represented Branch [Subtrust] shall be entitled at any time and from time to time to appoint any person as a member of Council (but so that there shall not be more than four such members of Council appointed by each Represented Branch (or such lesser number as the Council may from time to time determine)) and to remove any such person from office and any such appointment or removal pursuant to this article shall be by notice in writing given to the Charity and shall be effective on being given.
- 41.2 Any person appointed under article 53 to be chairman of a Represented Branch shall be deemed to have been appointed by that Represented Branch as (and shall be) a member of Council whilst he is chairman of that Represented Branch, eligible to be a member of the Council under the terms of article 47, and willing to act as a member of Council. When that person ceases to be a chairman of that Represented Branch he shall also cease to be a member of the Council unless he is then holding the office of member of the Council otherwise by virtue of his having been chairman of that Represented Branch.
42. Whilst a member, the Parent Body shall be entitled at any time and from time to time to appoint any person as a member of the Council (but so that there shall not be more than three such members of the Council appointed by the Parent Body) and to remove any such person from office and any such appointment or removal pursuant to this article shall be by notice in writing given to the Charity and shall be effective on being given.
43. Whilst a member, each Participating Body shall be entitled at any time and from time to time to appoint any person as a member of the Council (but so that there shall not be more than one such members of the Council appointed by each Participating Body) and to remove any such person from office and any such appointment or removal pursuant to this article shall be by notice in writing given to the Charity and shall be effective on being given.
- 44.1 Subject to article 44.2, the Council shall be entitled at any time and from time to time to appoint any person as a member of the Council (but so that there shall not be more than five such members of the Council appointed by the Council) and to remove any such person from office and any such appointment or removal pursuant to this article shall be by notice in writing given to the Charity and shall be effective on being given.
- 44.2 Before appointing any person as a member of the Council pursuant to article 44.1, the Council shall give not less than 14 Clear Days' notice to each Participating Body and each Supporting Body for the time being requesting each such body to nominate any person that such body would like the Council to consider appointing as a member of the Council. In making any nomination the Council shall be provided with the particulars of the nominee which would, if he were appointed as a member of the Council, be required to be included in the Charity's register of directors and such other information as the Council may have requested in the notice. After the expiry of the 14 Clear days' notice period the Council shall be entitled to appoint any person as a member of the Council and

that person need not have been nominated by a Participating Body or a Supporting Body.

45. A general meeting shall be entitled at any time and from time to time to appoint any person as a member of the Council (but so that there shall not be more than two such members of the Council appointed by a general meeting) and to remove any such person from office and any such appointment or removal pursuant to this article shall be effective forthwith.
- 46.1 Subject to earlier removal or cessation under articles 41.1, 41.2, 42, 43, 44.1, 45, 46.2, 46.3, 46.4, 48 and 49 (as the case may be) and notwithstanding the terms of his appointment, each member of the Council shall retire at the annual general meeting following the third anniversary of the date of his appointment as a member of the Council and, subject to article 47, he may be reappointed (an in the case of a chairman of a Represented Branch shall be deemed to have been reappointed) by the person he was appointed by (or deemed to be appointed by) pursuant to articles 41.1, 41.2, 42, 43, 44.1 and 45 (as the case may be).
- 46.2 Any person who is appointed as a member of the Council by the Parent Body shall automatically cease to be a member of the Council when the Royal Institution of Great Britain ceases to be the Parent Body or the Parent Body ceases to be a member.
- 46.3 Any person who is appointed as a member of the Council by a person who is a Participating Body shall automatically cease to be a member of the Council when the person who is the Participating Body ceases to be a Participating Body.
- 46.4 Any person who is appointed as a member of the Council by a Represented Branch shall automatically cease to be a member of the Council when the Council removes the designation of "Represented Branch" from that Branch pursuant to article 53.
- 46.5 No person may be (nor shall any person be deemed to be) appointed as a Member of the Council if :
- (a) he is prohibited by law from being or acting as a member of the Council; or
 - (b) he is disqualified from being a charity trustee by reason of section 72 of the Charities Act 1993; or
 - (c) he is or may be suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission under the Mental Health Act 1983 or, in Scotland, an application for admission under the terms of the Mental Health (Scotland) Act 1984; or
 - (ii) 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 for the appointment of a receiver, curator bonis, or other person to exercise powers with respect to his property or affairs.
- 46.6 Any person who is appointed as a member of the Council and who is not already a Member shall become a Member.

47. Membership of the Council by any person must be interrupted by a gap between one AGM to the next at least once within every period from one AGM to the tenth following AGM.

Removal and disqualification of members of the Council

48. Subject to the provisions of the Act, the Charity may by ordinary resolution, of which special notice has been given in accordance with section 303 of the Act, remove any member of the Council before the expiration of his term of office notwithstanding anything in the Articles or in any agreement between the Charity and such member of Council.
49. The office of a member of the Council shall be vacated if
- 49.1 he ceases to be a Member of Council by virtue of any provision of the Act or he becomes prohibited by law from being or acting as a member of the Council; or
- 49.2 he is disqualified from being a charity trustee by reason of Section 72 of the Charities Act; or
- 49.3 he is or may be suffering from mental disorder and either
- 49.3.1 he is admitted to hospital in pursuance of an application for admission under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental; Health (Scotland) Act 1984; or
- 49.3.2 an order is made by a court having jurisdiction (either in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis, or other person to exercise powers with respect to his property or affairs; or
- 49.4 he resigns his office by notice to the Charity; or
- 49.5 he is absent from more than half the meetings of the Council in any period of 12 consecutive Months and the Council resolve that his office be vacated; or
- 49.6 he ceases to be a Member.

Proceedings of the Council

50. Subject to the Act, the Council may meet together for the despatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Council may, and the Secretary at the request of a member of the Council, shall at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.
51. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be the smallest whole number

greater than half the number of members of the Council for the time being. The continuing members of the Council or a sole continuing member of the Council may act notwithstanding any vacancies in their number but, if the number of members of the Council is less than the number fixed as the quorum, the continuing members of or member of the Council may act only for the purpose of filling vacancies or of calling a general meeting. Without prejudice to the obligation of any member of the Council to disclose his interest in accordance with section 317 of the Act, a member of the Council may vote at a meeting of the Council or of a Branch on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty. The member of the Council shall be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote shall be counted.

- 52.1 Whilst a Member, the Parent Body shall be entitled at any time and from time to time to appoint any person appointed by it under article 42 who is then holding office as a member of the Council to be the chairman of the Council and may at any time remove him from that office. If the Parent body ceases to be a Member or if the Royal Institution of Great Britain ceases to be the Parent Body, the members of the Council may appoint one of their number to be the chairman of the Council and may at any time remove him from that office. Unless he is unwilling to do so, the person so appointed shall preside at all meetings of the Council at which he is present but if at any meeting the chairman is not present within 5 minutes of the appointed time, or if present is unwilling to preside, the members of the Council present shall choose one of their number to be chairman of the meeting.
- 52.2 Chairmanship of the Council by any person must be interrupted by a gap from one AGM to the next at least once within every period from one AGM to the sixth following AGM. This article shall first come into operation at the AGM in 2002 and shall not act retrospectively.
53. The Council may delegate its powers to Branches provided that any Branch so formed shall in the exercise of powers so delegated:
- 53.1 conform to any regulations that may be imposed on it by the Council;
- 53.2 report all acts and proceedings to the Council as soon as reasonably practicable;
- 53.3 incur no expenditure other than in accordance with a budget approved by the Council or with specific prior approval of the Council.

The Council may designate any branch as a Represented Branch [i.e. Subtrust] and may at any time remove that designation (and the right conferred by it) by notice in writing to that Branch. The Council may at any time and from time to time appoint any member of a Branch as chairman of that Branch and may at any time remove him from that office and any such appointment or removal pursuant to this article shall be by notice in writing given to the relevant Branch and shall be effective on being given. The members of each Branch shall be appointed by the Council who may at any time remove them from membership and

membership shall be subject to such other conditions as the Council may from time to time impose.

54. The meetings and proceedings of any branch shall be governed by the provisions of the Articles for regulating meetings and proceedings of the Council as far as applicable. The Chairman of the Council and the Honorary Officers elected under article 60 shall by virtue of being Chairman of the Council or elected Honorary Officers be given notice of and be entitled to attend and speak at all meetings of the branches but shall not be entitled to vote thereat unless they are members of the relevant Branch.
55. All acts done by any meeting of the Council or of a Branch, or by any person acting as a member of the Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid 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 member of the Council and had been entitled to vote.
- 56.1 A resolution in writing signed by all the members of the Council entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held and may consist of several documents in like form each signed by one or more members of the Council.
- 56.2 If the Chairman, or, if the Chairman is unavailable, one of the Vice-Chairmen, deems that a matter is urgent and needs to be determined before it would be possible to convene a meeting of the Council, then a resolution which has been assented to, either by a written signature, or by an e-mail message, by at least two thirds of the members of the Council entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.
- 56.3 A resolution in writing signed by all the members of a Branch entitled to receive notice of a meeting of that Branch shall be as valid and effectual as if it had been passed at a meeting of the Branch duly convened and held and may consist of several documents in like form each signed by one or more members of the Branch.
57. Where proposals are under consideration concerning the appointment of two or more members of the Council to offices or employments with the Charity or any body corporate in which the Charity is interested the proposals may be divided and considered in relation to each member of the Council separately and (provided he is not for other reason precluded from voting) each of the members of the Council concerned shall be entitled to vote and shall be counted in the quorum in respect of each resolution except that concerning his own appointment.
58. If a question arises at a meeting of the Council or a Branch as to the right of a person present to vote the question may be before the conclusion of the meeting be

referred to the chairman of the meeting and his ruling in relation to that person shall be final and conclusive.

Honorary Officers

59. Subject to the Act, the Council shall have the power to appoint and remove such person or persons (whether or not a Member or Members) as it shall think fit to be the president and one or more Vice-Presidents and such person or persons (whether or not a Member or Members) as it shall think fit to be a Patron or Patrons of the Charity. Such persons shall not by virtue only of such appointment be members of the Council.
60. The Council shall elect annually from amongst its members one or more Vice-Chairmen, Treasurers, and such other Honorary Officers as the Charity shall decide, each of whom shall hold office until commencement of the first meeting of the Council after the annual general meeting next following the appointment when he shall retire. No member may hold more than one office simultaneously. An Honorary Officer so retiring shall be (so long as he remains a member of the Council) be eligible for re-election.

Secretary

61. Subject to the Act, the Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit; and any Secretary so appointed may be removed by the Council.
62. A provision of the Act or Articles requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as, or in place of, the Secretary.

The Seal

63. The seal shall be used only by the authority of the Council or of a Branch authorised by the Council. The Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and by the Secretary or a second member of the Council.

Accounts

64. The Council shall cause accounting records to be kept in accordance with the Act and the charities legislation in force and regulations made thereunder from time to time.
65. The accounting records shall be kept at the Office or at such other place or places as the Council thinks fit and shall always be open to the inspection of the Secretary and members of the Council.
66. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Charity or any of them shall be open to the inspection of Members, and no Member shall (as such) have any right of inspecting any account or book or document of the Charity except as conferred by statute or authorised by the Council or by the Charity in a general meeting.

67. The Council shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Charity in general meeting any income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act and charities legislation and regulations made thereunder from time to time.
68. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Charity in general meeting, together with a copy of the auditor's report, and the Council's report, shall not less than 21 days before the date of the meeting be sent to every Member of, and every holder of debentures of, the Charity provided that this article shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware or to more than one of the joint holders of any debentures.

Audit

69. Auditors shall be appointed and their duties regulated in accordance with the Act.

Notices

70. Any notice to be given to or by any person pursuant to the Articles shall be sent on paper except that it may be sent by e-mail or other electronic means to members who have given their explicit consent to this.
71. The Charity may give any notice to a Member either personally or by e-mail to his registered e-mail address or by fax to his registered fax number or by sending it by post in a prepaid envelope addressed to the Member at his registered postal address or by leaving it at that address. A Member whose registered postal address is not within the United Kingdom and who gives to the Charity postal 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 Charity. A notice sent by post shall be deemed to be given at the expiration of 72 hours after the envelope containing it was posted, and a notice sent by fax or e-mail shall be deemed to be given at the expiration of 72 hours after it was sent.
72. A member present, either in person or by proxy, at any meeting of the Charity, shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

Indemnity

73. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Council may otherwise be entitled, every member of the Council or other officer of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement 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 Charity.

Parent Body

74. The Royal Institution of Great Britain shall cease to be the Parent body on the earlier of:

74.1 such date as may be agreed with the Council;

74.2 the first anniversary of the earlier of the date on which it:

(a) receives notice to that effect signed by not less than 75 per cent. of the members of the Council; or

(b) gives notice of its resignation as the Parent Body to the Council.

Participating Body

75. A person shall cease to be a Participating Body on the earlier of:

75.1 such date as may be agreed by that person and the Council;

75.2 the first anniversary of the earlier of the date on which that person:

(a) receives notice to that effect signed by the Council, the Parent Body, if any, and each other person that is then a Participating Body; or

(b) gives notice of its resignation as a Participating Body to the Council.

Supporting Body

76. A person shall cease to be a Supporting Body on the earlier of:

76.1 such date as may be agreed by that person and the Council;

76.2 the first anniversary of the earlier of the date on which that person:

(a) receives notice to that effect signed by the Council, the Parent Body, if any; or

(b) gives notice of its resignation as a Supporting Body to the Council.

Names and addresses of subscribers

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