

AL335

THE FLORENCE NIGHTINGALE
INTERNATIONAL FOUNDATION.

CONSTITUTION & BY-LAWS

HEADQUARTERS:
FLORENCE NIGHTINGALE INTERNATIONAL HOUSE,
15, MANCHESTER SQUARE, LONDON, W.1.

PRINTED IN ENGLAND.

FLORENCE NIGHTINGALE INTERNATIONAL
FOUNDATION.

With Compliments.

15, MANCHESTER SQUARE,
LONDON, W.1.

TRUST DEED OF THE FLORENCE NIGHTINGALE INTERNATIONAL FOUNDATION.

Stp. £12 10s.
Adjudged
duly
stamped.

THIS DECLARATION OF TRUST is made the 17th day of October 1934 BETWEEN THE BRITISH RED CROSS SOCIETY (incorporated by Royal Charter 1908) whose address is No. 14 Grosvenor Crescent in the County of London (hereinafter called "the Settlers") of the one part and WESTMINSTER BANK LIMITED whose registered office is situate at 41 Lothbury in the City of London (hereinafter called "the Trustees") of the other part.

WHEREAS :—

1. The Settlers are seized of the leasehold property and other assets short particulars of which are set out in the First Schedule hereto which leasehold property and other assets it is desired to settle for the establishment and maintenance of a Trust known or to be known as "The Florence Nightingale International Foundation" (hereinafter sometimes called "the Foundation").

2. The said leasehold property has by assignment of even date herewith been assigned by the Settlers to and vested in the Trustees and the said other assets have been delivered to the Trustees upon such Trusts and with and subject to such powers and provisions as should be declared and contained concerning the same in a deed intended to bear even date with but to be executed after the said assignment.

3. It has accordingly been agreed between the parties hereto that such trusts should now be declared in favour of the Foundation as are hereinafter contained.

NOW THIS DEED WITNESSETH that the Trustees hereby declare (with the approval of the Settlers) that they and the survivors and survivor of them and all other the Trustees or Trustee for the time being of this deed (all of whom are hereinafter included in the expression "the Trustees") will stand possessed of the said leasehold property and other assets and all moneys investments securities and property which may hereafter be given collected or acquired for the general purposes of the Foundation or which may be received by the Trustees hereunder (all of which moneys investments securities and property are hereinafter included in the expression "the Trust Fund") UPON TRUST to pay and apply the same or the proceeds thereof and the income resulting therefrom in establishing and maintaining in perpetuity in accordance with the Rules and Regulations set out in the Second Schedule hereto and with and subject to the powers and provisions in the said Rules and Regulations contained The Florence Nightingale International Foundation for promoting Post Graduate Educational Courses for Nurses and for any or all other the purposes set out in the said Rules and Regulations or the Rules and Regulations of the Foundation for the time being in force.

IN WITNESS whereof the parties hereto have caused their Common Seals to be hereunto affixed the day and year first before written.

THE FIRST SCHEDULE.

PARTICULARS OF LEASEHOLD PROPERTY AND ASSETS.

PROPERTY OR ASSETS.	PRESENT VALUATION.
1. ALL THAT plot of land and dwellinghouse known as No. 15 Manchester Square in the Parish of Saint Marylebone in the County of London comprised in and demised to the Settlers by a Lease dated the fourth day of June One thousand nine hundred and twenty eight for the term of twenty-four years from the twenty-fifth day of March One thousand nine hundred and thirty one at the annual rent of Two hundred pounds subject to the lessors covenants and conditions in the said lease contained.	
2. Furniture fittings and equipment in the dwellinghouse No. 15 Manchester Square aforesaid	£1,158 14 10
3. Library books in the dwellinghouse No. 15 Manchester Square aforesaid.	

THE SECOND SCHEDULE.

RULES AND REGULATIONS OF THE FLORENCE NIGHTINGALE INTERNATIONAL FOUNDATION.

1. NAME.—The name of the Trust shall be “ The Florence Nightingale International Foundation.”
2. OBJECTS.—The objects of the Foundation are :—
 - (1) To establish and maintain a permanent International Memorial to Florence Nightingale in the form of an endowed trust for Post Graduate nursing education either in continuation of the post graduate courses for Nurses hitherto organised by the League of Red Cross Societies and conducted in conjunction with the College of Nursing by Bedford College for Women (University of London) or otherwise.
 - (2) The maintenance and development of facilities for post graduate education for selected nurses from all countries.
 - (3) To establish and maintain Scholarships of the annual value of £250 or of such greater or less sum as the Grand Council (hereinafter mentioned) shall determine.
 - (4) Generally to promote the post graduate education of the Nursing profession.

- (5) To provide endow furnish fit out with all necessary equipment and maintain and manage Residential and Educational Centres for nurses and to employ officers and attendants for the purposes thereof.
- (6) To purchase or otherwise acquire land (to the extent permitted by law) for any estate or interest.
- (7) To build and maintain houses and alter and improve the same including existing buildings and to provide the same with light water drainage and all other necessaries.
- (8) To raise money for any of the above purposes by mortgaging charging all or any such hereditaments or tenements as may legally be mortgaged or charged with capital sums or with terminable annuities for lives or years.
- (9) To accept subscriptions or donations (whether of real or personal estate and property) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of or to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and generally to manage invest and expend all moneys and property belonging to the Foundation.
- (10) To do all such other lawful things as are incidental or conducive to the attainment of any of the above subjects in any part of the world.

3. HEADQUARTERS.—The Headquarters of the Foundation shall be 15 Manchester Square London W.1, or such other place as the Grand Council shall determine.

4. MANAGEMENT.—

- (1) *Grand Council*.—The Foundation shall be governed by a Grand Council comprising five representatives of the International Council of Nurses, five representatives of the League of Red Cross Societies and two representatives of the National Florence Nightingale Memorial Committee of each country contributing to the Foundation, one at least of whom shall be a trained nurse. The Grand Council shall meet at least once every two years and shall be responsible for the General Policy of the Foundation and shall have absolute discretion and control of all matters of and in connection with the Foundation.
- (2) *Committee of Management*.—There shall be set up a Committee of Management for the purpose of carrying on the work of the Foundation between the meetings of the Grand Council. The Committee of Management shall be appointed by the Grand Council and shall consist of three representatives of the International Council of Nurses, three representatives of the League of Red Cross Societies, two representatives of the National Council of

Nurses of Great Britain, two representatives of the British Red Cross Society, one or more representatives of the Educational Bodies co-operating in the scheme, and one representative of the Association of Old Students. The Committee of Management shall have such powers as may be delegated to it by the Grand Council. The Committee of Management may constitute sub-committees for any specific purposes and sub-committees shall have such powers as are delegated to them by the Committee of Management. The Committee of Management shall make arrangements with appropriate educational bodies for the provision of courses of instruction under such conditions and direction as may be agreed upon between the Committee and the educational bodies concerned and may delegate any of its powers to any existing committee or body associated with the Foundation.

- (3) *National Florence Nightingale Memorial Committees.*—The National Florence Nightingale Memorial Committees which have been set up or which may with the approval of the Grand Council be set up hereafter in any country to co-operate with the General Scheme of the Foundation shall by the raising of funds and propaganda promote the interests of the Foundation. Such Committees shall be at liberty to make representations and recommendations to the Grand Council.

5. TRUSTEES.—

- (1) The first Trustees of the funds moneys investments securities and property of the Foundation shall be Westminster Bank Limited. The said Bank shall be entitled to remuneration in addition to the customary share of brokerage in accordance with its scale of fees now in force. The said Bank may without being liable to account for any profit made thereby and as Bankers and transact any banking or allied business on behalf of the Foundation in the same terms as would be made with a customer in the ordinary course of business.
- (2) The number of the Trustees of the Foundation shall not be less than three nor more than five provided that a Trust Corporation may be appointed by the Grand Council in place of private trustees.
- (3) Any Trustee may be removed by the Grand Council and vacancies among the Trustees shall be filled up by the Grand Council. Upon every appointment of a Trustee and upon every retirement of a Trustee all such deeds and other acts as the Grand Council may prescribe for the purpose of vesting all properties of the Foundation then vested in any surviving or continuing or retiring Trustees or Trustee or the personal representatives of any last surviving Trustee, in the Trustees for the time being, jointly, shall be executed and done.

(4) All the funds investments securities and all the real and leasehold properties belonging to the Foundation shall be vested in the Trustees and they shall have the custody of all deeds and documents of title relating to the property of the Foundation and shall be responsible for the same and shall deal with and dispose of all the property of the Foundation whether real or personal for the time being vested in them and the income thereof in accordance with the directions of the Grand Council Provided that the income and property of the Foundation wheresoever derived shall be applied solely towards the objects of the Foundation and no portion thereof shall be transferred or paid directly or indirectly by way of profit to any person or persons save that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Foundation or other person in return for services actually rendered to the Foundation.

(5) The Trustees may at any time and from time to time set apart as a Reserve Fund the whole or any part of the surplus income produced by the Trust Fund in any year not required to meet any costs payments and expenses payable in accordance with the directions of the Grand Council or to keep down the current payments of any scholarships directed by the Grand Council and may invest any sums so set apart and also (if and when thought fit) the resulting income thereof in the names of the Trustees with power to vary such investments Provided the Trustees may at any time sell any investments representing the capital or income of the Reserve Fund and apply the proceeds thereof and may at any time apply any moneys forming part of the capital or income of the Reserve Fund as though the same were income produced by the Trust Fund during the then current year.

(6) The Trustees shall invest all moneys not required for current use in their names in any investments permitted by English law or by the law of any country associated with the Foundation for the investment of Trust Funds and may at any time and from time to time vary any such investments for others of a like nature Provided that the Trustees may allow any securities or property transferred to be acquired by them upon the trusts of the Foundation to remain in the actual state of investment in which such securities or property are at the time they are so transferred or acquired for so long as the Trustees shall think fit.

(7) The Trustees shall only be responsible for such moneys securities property and investments as shall actually come into their hands.

6. DISCRETIONARY POWER.—In the event of the Funds investments and securities of the Foundation being at any time in the absolute discretion of the Grand Council insufficient for the due and proper performance of the objects hereinbefore set out

or any of them the Grand Council may from time to time in its discretion by resolution certified by the Chairman of the Grand Council wholly or partially revoke or alter all or any of the purposes for which the Trust Fund and the income thereof is directed to be applied under these Rules and Regulations or any purposes for which the Trust Fund and the income thereof or any part thereof may be rendered applicable under this Clause and may declare that in lieu thereof the Trust Fund and the income thereof or any part thereof shall be applicable and the Trust Fund and the income thereof or any part thereof shall thereupon become applicable for such other purpose or purposes (being a purpose conducive to the promotion or encouragement of post-graduate nursing education or a purpose of a like nature) as the Grand Council shall in its absolute discretion think fit.

7. ACCOUNTS.—Full accounts shall be entered in proper books of account to be provided for the purpose of all money received and paid respectively on account of the Foundation. Such books of account shall be audited by a duly qualified Chartered Accountant each year and shall be examined and passed by the Trustees and a proper Balance Sheet thereof shall be furnished to the Grand Council each year.

8. POWER TO MAKE FURTHER RULES AND REGULATIONS.—The Grand Council may at any time and from time to time wholly or partially revoke or alter all or any of these Rules and Regulations and may at its discretion make fresh or supplemental Rules and Regulations and shall in particular make By-laws for the conduct and procedure of the meetings of the Grand Council and for the nomination of the officers of the Foundation and shall make any supplemental Rules necessary in connection with the Scheme for the Post-Graduate Education of Nurses and for prescribing the terms and conditions of the said Scholarship.

THE COMMON SEAL of THE BRITISH }
RED CROSS SOCIETY was hereto affixed } (L.S.)
in the presence of :—

ARTHUR STANLEY, *Chairman, Executive Committee.*

F. C. DAVIES, *Secretary, British Red Cross Society.*

THE COMMON SEAL of WESTMINSTER }
BANK LIMITED was hereunto affixed in the } (L.S.)
presence of :—

A. D'ALERTO, *Director.*

J. H. ARNOLD, *Assistant Secretary.*

BY-LAWS OF THE FLORENCE NIGHTINGALE INTERNATIONAL FOUNDATION.

INTERPRETATION.

- I. Any words defined in the Trust Deed of the Florence Nightingale International Foundation, either expressly or by reference, shall, it not inconsistent with the subject of context, bear the same meaning in those By-Laws.

The " Member bodies " of the Grand Council shall be the International Council of Nurses, The League of Red Cross Societies, and the National Florence Nightingale Memorial Committee of every Country contributing to the Foundation.

HONORARY OFFICERS.

- II. The Honorary Officers of the Florence Nightingale International Foundation shall consist of :—

- i. Two Honorary Presidents who shall remain in office for life, unless they voluntarily resign and shall not be replaced. These two officers to be Mrs. Bedford-Fenwick, Founder President of the International Council of Nurses, and Miss M. Adelaide Nutting, A.M., Emeritus Professor of Nursing, Columbia University, U.S.A. They shall be entitled to attend all meetings of the Grand Council but shall have no vote.
- ii. A President to be appointed by the Grand Council on the nomination of any two member bodies of the Council.
- iii. Vice-Presidents to the number from time to time decided by the Grand Council shall be appointed by them from eminent persons who have rendered signal service to the Foundation. They shall hold office for four years and shall be eligible for re-appointment. They shall be entitled to attend all meetings of the Grand Council but shall have no vote.
- iv. A Treasurer to be appointed by the Grand Council on the nomination of any two member bodies of the Council.

- III. The number of Honorary Officers shall at no time exceed 30.

- IV. The President and Treasurer of the Foundation shall be *ex-officio* members of all Committees and Sub-Committees.

- V. At the Ordinary General Meeting of the Grand Council to be held in 1937 and at every succeeding biennial meeting, the President and Treasurer shall retire from office, but shall be eligible for re-election.
- VI. Nominations for election to any Honorary Office must be made by two member bodies of the Grand Council, and must be received by the Secretary at least 60 days before the date of the meeting of the Grand Council at which the election is to take place.
- VII. Before a nomination is sent in for any office, the consent of the nominee to serve, if elected, must have been obtained by the proposer.
- VIII. Whenever any election is to form part of the business at a General Meeting, the Secretary shall transmit to the members of the Council, together with the notice or summons convening such Meeting, the following documents, that is to say:—
- i. A list of the offices to be filled at such Meeting and the names of the persons who then hold or have last held such offices.
 - ii. A list of the persons (if any) nominated for such offices, with their respective nominators, which shall be arranged alphabetically according to the names of the candidates in the case of each office.

MEETINGS OF THE GRAND COUNCIL.

- IX. The Ordinary General Meetings of the Grand Council shall be held at least every two years, at a date to be fixed by the Committee of Management. The Committee of Management may, whenever they think fit, and shall, upon a requisition made in writing and signed by not less than 5 member bodies of the Grand Council, convene a Special General Meeting.
- X. A preliminary notice, giving the date of the Ordinary General Meeting when so fixed, and also the date before which nominations under By-Laws VI, XII and XXVI and notices of motion under By-Law XI must be sent in, shall be issued by the Secretary to the member bodies of the Grand Council and others concerned, 6 months before the date of the Meeting.
- XI. Notice of the terms of any resolution to be moved otherwise than arising out of the Agenda at the Ordinary General Meeting of the Grand Council must be sent in to the Secretary 60 clear days at least before the date of such Meeting, and the Secretary shall insert such notice, with the name of the mover, in the summons convening the Meeting, after the announcements of the ordinary business.

XII. The member bodies of the Grand Council shall send to the Secretary at least 14 clear days before the date of each Ordinary General Meeting of the Grand Council the names of those persons appointed to represent them at that Meeting.

XIII. The order of business at the Ordinary General Meetings of the Grand Council shall be as follows :—

- i. Minutes of the last Ordinary General Meeting and of any intervening Special General Meeting.
- ii. Report of the Committee of Management on the condition and affairs of the Foundation during the then last preceding period, to be submitted for consideration together with the Account of Receipts and Expenditure, the Balance Sheet, and the report (if any) of the Auditors.
- iii. Elections to be held to the offices of President, Vice-President, Treasurer and Member of the Committee of Management.
- iv. Appointment of Auditors.
- v. Other business announced on the summons convening the Meeting to be taken in order of announcement unless otherwise determined by the Members at the Meeting. No business that is not announced on the summons shall be brought forward unless with the consent of the Chairman and at least two-thirds of the Members present and voting.
In case a ballot is demanded and scrutineers are appointed, the remaining business may be proceeded with until the scrutineers are ready with their report.

XIV. Fifty-six clear days' notice of every Ordinary General Meeting, specifying the place, the day, the hour of the meeting, and the general nature of the business to be transacted, shall be given to the Members of the Grand Council, but the accidental omission to give such notice to, or the non-receipt of such notice by any member shall not invalidate the proceedings.

XV. Nine members of the Grand Council shall be a quorum, and no business, except of a formal character, shall be transacted at any Meeting, unless such a quorum is present or unless the meeting is adjourned as provided for by By-Law XVI.

XVI. If within one hour from the time appointed for the Meeting of the Grand Council a quorum is not present, the Meeting shall stand adjourned to some time and place to be then fixed by the members present. If at such adjourned meeting a quorum of members is not present the members present shall be a quorum.

- XVII. The President of the Foundation, if present, shall preside at the Meeting of the Grand Council.
- XVIII. In the absence of the President the members present shall choose one of their number to be Chairman of such Meeting.
- XIX. The Chairman may, with the consent of the Meeting, adjourn any 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.
- XX. Each National Florence Nightingale Memorial Committee which is a member body of the Grand Council shall have two votes on the Grand Council. The International Council of Nurses and the League of Red Cross Societies shall each have five votes.
- XXI. The Chairman of any Meeting shall have, as well as her own vote, a second or casting vote in case the votes of the members present are equal.
- XXII. If any member body is not represented at the meetings of the Grand Council by its full number of representatives, those representatives present may register the number of votes to which that member body is entitled.
- XXIII. Any member body unable to send an official representative may appoint some other person to attend the meetings as a visitor but such person shall not be entitled to vote.

SPECIAL GENERAL MEETING OF GRAND COUNCIL.

- XXIV. If a requisition, calling upon the Committee of Management to convene a Special General Meeting, is made by the prescribed number of Member Bodies it shall express the object of the meeting proposed to be called and shall be sent to the Secretary. The meeting must be convened for the purposes specified in the requisition and for those purposes only.
- XXV. Upon receipt of such requisition, the Committee of Management shall forthwith proceed to convene a Special General Meeting of the Grand Council, and if they do not within three weeks after such receipt convene a meeting to be held within two months after such receipt, the requisitionists may themselves convene a meeting to be held within three months of such receipt.

COMMITTEE OF MANAGEMENT.

XXVI. Members of the Committee of Management shall be appointed by the Grand Council on the nomination of the body whom they represent. They shall hold office for two years.

The first Members of the Committee of Management shall remain in office until the Grand Council Meeting in 1937.

All members of the Committee of Management shall be eligible for re-appointment on nomination by the body whom they represent.

XXVII. Nominations for appointment to the Committee of Management must be received by the Secretary at least 60 clear days before the date of the Ordinary General Meeting of the Grand Council at which the appointment is to be made.

XXVIII. The Ordinary Meetings of the Committee of Management shall be held at least every four months and such other times as the Committee may direct. The Committee, at their first meeting after the Ordinary General Meeting of the Grand Council, shall elect a Chairman from among their members. The Chairman may at any time, and the Secretary shall, on the request of any three members, summon a Special Meeting of the Committee of Management. Twenty-eight clear days' notice of a meeting shall be given, except that eight days' notice shall suffice when in the opinion of the Chairman there is a case of urgency and she so directs. Notices shall be given in the manner provided by By-Laws with regard to all Foundation Notices and should as far as practicable give a short summary of the Agenda.

XXIX. Five members shall be a quorum.

XXX. In all questions the votes of the majority shall decide. In case of an equality the Chairman of the Meeting shall have a casting vote in addition to her own.

XXXI. On the request of any member of the Committee present at the Meeting the Chairman may adjourn until the next meeting the consideration of any subject not specifically mentioned in the notice convening the meeting.

XXXII. The Committee of Management shall conduct the general business of the Foundation subject to such resolution as may from time to time be passed by the Grand Council consistently with the provisions of

the Trust Deed and these Presents, and shall supervise the expenditure of all moneys on account of the ordinary business of the Foundation, and shall have power to fix the fees or other charges payable by students of the Foundation and to do all such other things as are necessary for the transaction of the business of the Foundation: but no resolution passed by the Grand Council shall invalidate any prior act of the Committee which would have been valid if such resolution had not been passed.

XXXIII. The Committee of Management shall, at every Ordinary General Meeting of the Grand Council, furnish an account of the income and expenditure of the Foundation and a report on the state of the Foundation.

XXXIV. The Committee of Management shall also appoint the Secretary and other officers of the Foundation upon such terms and conditions as the Committee may think reasonable and shall have power to remove the same.

XXXV. Any Member of the Committee of Management may at any time resign his membership by sending his resignation in writing to the Secretary, but the resignation shall not take effect until the Meeting of the Committee of Management subsequent to the notice of resignation. A member so resigning shall be re-eligible at any time after his resignation. A casual vacancy in the Committee may be filled at any time by the Committee of Management; but the Committee may act notwithstanding any vacancy or vacancies. The person appointed to fill such vacancy shall retire from office at the following meeting of the Grand Council but shall be eligible for re-appointment.

SUB-COMMITTEES.

XXXVI. The Committee of Management may delegate any of their powers to Committees consisting of not less than seven and not more than twelve members; which shall include:—

- i. The President and Treasurer who shall be *ex-officio* members of all Sub-committees.
- ii. Not less than three and not more than eight members of the Committee of Management.
- iii. Not more than two co-opted persons not Members of the Committee of Management.

WAYS AND MEANS COMMITTEE.

- XXXVII. There shall be a Ways and Means Committee appointed by the Committee of Management for the regulation and control of the Finances of the Foundation. No payment shall be authorised or liability incurred, exceeding £50 (otherwise than for ordinary periodic payments) except upon a resolution of the Committee of Management passed after the receipt of a report from the Ways and Means Committee.
- XXXVIII. The Ways and Means Committee shall make preliminary examination of draft budgets, draft financial reports and other similar documents relating to finance before submission to the Committee of Management. They shall formulate for the consideration of the Committee of Management proposals as to :—
- i. The administration of the property of the Foundation and, in particular, financial investments and real property transactions.
 - ii. The action to be recommended to National Florence Nightingale Memorial Committees in order to secure the necessary funds for carrying on and ultimately endowing the Foundation work.

THE EDUCATION COMMITTEE.

- XXXIX. There shall be an Education Committee appointed by the Committee of Management which shall consist of not less than seven and not more than twelve members and shall include :—
- i. The *ex-officio* members of the Committee.
 - ii. Those Members of the Committee of Management who represent the Educational Bodies co-operating in the scheme.
 - iii. Not more than two others, not Members of the Committee of Management co-opted by the Education Committee.
- XL. The Education Committee shall prepare for presentation by the Committee of Management to the Grand Council, proposals regarding the educational programme of the Foundation and particularly the Courses to be provided by the Foundation. The Education Committee shall consider and formulate recommendations regarding :—
- i. The terms and conditions of the scholarships.
 - ii. The educational and professional qualifications of candidates applying to be admitted to the Courses for which the Foundation makes arrangements or provides facilities.

THE HOUSE COMMITTEE.

- XLII. There shall be a House Committee appointed by the Committee of Management for the regulation and control of the residence or residences of the students. The House Committee shall supervise the Management of "Florence Nightingale International House," 15, Manchester Square, as a residence for students of the Foundation, receive the Warden's reports and report to the Committee of Management. They shall administer the funds provided in the Budget for this purpose.

NOTICES.

- XLIII. A notice may be served by the Foundation on any member of the Grand Council or Committee of Management either personally or by sending it through the post by a prepaid letter, addressed to such member at his last known address or at a place which he has given to the Secretary as his address.

Any notice if served by post, shall be deemed to have been served on the date on which the envelope or wrapper containing the same is dated, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post-office.

MINUTES OF PROCEEDINGS.

- XLIV. All the proceedings of the Grand Council and of meetings of the Committee of Management, and of sub-committees shall be recorded in minute books to be kept for that purpose, which shall be laid on the table at each Meeting of the Grand Council. Any Member of the Grand Council or Committee of Management shall be entitled, on making application to the Secretary, to examine any minute book and to make extracts therefrom.

AMENDMENT OF BY-LAWS.

- XLV. Subject to these Presents and to any resolution passed by the Grand Council in General Meeting, the Committee of Management may, from time to time, make, alter and revoke By-Laws for the regulation of the business affairs of the Foundation. A By-Law or an alteration thereof shall not be in force until it has been passed at one Meeting of the Committee of Management and confirmed at the next subsequent Meeting, pending approval by the Grand Council.