

A copy of the will of the late Sir H S Wellcome, and the memorandum for the guidance of his trustees : with extracts from amending orders and schemes of the Court of Appeal, the High Court and the Charity Commissioners.

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**A COPY OF THE WILL
OF THE LATE SIR H S WELLCOME,
AND THE MEMORANDUM FOR THE
GUIDANCE OF HIS TRUSTEES,**

**with extracts from amending Orders and Schemes
of the Court of Appeal, the High Court and the
Charity Commissioners**

CAMERON MARKBY HEWITT
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A Copy of the Will of the Late Sir H S Wellcome, and the Memorandum for the guidance of his Trustees, with extracts from amending Orders and Schemes of the Court of Appeal, the High Court and the Charity Commissioners

I, SIR HENRY SOLOMON WELLCOME LLD, of Number 6 Gloucester Gate Regents Park in the County of London and of Snow Hill Buildings Holborn Viaduct in the City of London HEREBY REVOKE all former Wills and testamentary dispositions made by me AND DECLARE this to be my LAST WILL AND TESTAMENT which I make this twenty-ninth day of February One thousand nine hundred and thirty-two I DECLARE that I am a British subject and for the greater part of my life and for many years past have been domiciled in England and that my Will shall be construed and my estate administered according to English law I DESIRE that my funeral shall be very simple and inexpensive.

1. I APPOINT GEORGE HENRY HUDSON LYALL MBE of 5 Bishopsgate in the City of London Solicitor SIR WALTER FLETCHER KBE of 15 Holland Street W8 in the County of London Sir HENRY HALLETT DALE Knight, CBE, MD, FRCP, FRS, MA of Mount Vernon House Hampstead in the County of London LANCELOT CLAUDE BULLOCK of 5 Bishopsgate aforesaid Solicitor and MARTIN PRICE of Empire House, St Martin's-le-Grand in the City of London Chartered Accountant to be my EXECUTORS and TRUSTEES and they and the survivor of them or other the Trustees or Trustee for the time being of this my Will are hereinafter called "my Trustees" And after the death or retirement of either the said Sir Walter Fletcher or the said Sir Henry Hallett Dale or should either of them predecease me or for any reason be unfit unable or unwilling to act in the capacities aforesaid then I appoint Thomas Renton Elliot CBE, DSO, MD, FRCP, FRS of 8 Cheyne Walk Chelsea in the County of London to be a Trustee and Executor in his place I GIVE AND BEQUEATH the sum of One thousand Pounds a year free of duty and tax to each Trustee for the time being of my Will so long as he shall continue to act as Trustee and shall not be in receipt of remuneration from the Foundation (other than remuneration for professional services of the character referred to in Clause 18 hereof) or from any of the organisations associated therewith.

2. AND WHEREAS I have converted my various Scientific Research and other Institutions and my Industrial Organisations into a limited liability company under the style of The Wellcome Foundation Limited (hereinafter called "The Foundation") in which I hold in effect the whole of the issued capital and by the Articles of Association of The Foundation I am empowered to appoint a Director in succession to myself as

Appointment of Executors and Trustees.

A trust corporation was appointed by a Court Scheme, see Appendix p. 49, paragraph Q.

Remuneration of Trustees augmented, see Appendix p. 23, paragraph B and p. 24, paragraph C.

Subsequent variation, see Appendix p. 26, paragraph I.

Remuneration now paid to officers of trust corporation, see Appendix p. 49, paragraph Q.

Appointment of Directors of The Wellcome Foundation Limited.

Chairman in such manner and upon such terms as therein mentioned NOW THEREFORE in exercise of the said power as from the date of my death and subject always to the general control of my Trustees I APPOINT George Edward Pearson to be Life Governing Director of The Foundation and to act as Chairman Director and also as Managing Director thereof AND I DIRECT the said George Edward Pearson in conjunction with my Trustees to appoint a Deputy Governing Director of The Foundation and after the death retirement or incapacity to act through ill-health or otherwise of the said George Edward Pearson I EMPOWER my Trustees to remove the Acting Governing Director and/or Deputy Governing Director and any other Director or Directors of The Foundation or of any company or concern in which I have power of control and at their discretion to appoint and remove Directors of The Foundation or from time to time to fill vacancies in the directorate of The Foundation or to appoint additional Directors and also to fix and determine from time to time the remuneration to be paid to the Directors of The Foundation according to their discretion and the circumstances for the time being AND I DECLARE that it is my express wish that so long as they shall live and be able and willing to act the said George Edward Pearson and Gerald Leslie Moore shall continue to be Directors of The Foundation or of any other company connected therewith in which they shall occupy such position at the time of my death AND I DECLARE that every person acting as Director shall enter into a covenant not to carry on or be engaged in any competitive or rival industry or business within fourteen years after ceasing to be a Director of The Foundation such covenant to be made with my Trustees or some or one of them or otherwise as my Trustees shall require.

THE Trustees shall have full power to inspect and demand production of all documents books of account and papers and of all information concerning the affairs of The Foundation or of any of the organisations associated therewith and the finance thereof and shall be entitled at any time to attend meetings of the Directors of The Foundation and to require the Directors to give them any explanation that they may desire. In the event of any difference of opinion arising between the Directors of The Foundation or of any of the organisations associated therewith the matter in disagreement shall be referred to the Trustees whose decision shall be final.

Wellcome Pension Fund.

3. PURSUANT to the power given to me by Clause 9 of The Foundation Deed of the Wellcome Pension Fund dated tenth of June One thousand nine hundred and twenty I NOMINATE AND APPOINT my Trustees as the persons in whom the power to appoint new Trustees of that Deed shall be vested.

Staff Welfare Fund.

Appropriation of profits, see Appendix p.25, paragraph D.

Article 52 no longer applicable as it was deleted, see Appendix p.25.

4. AND WHEREAS by Article 52 of the Articles of Association of the Foundation provision is made for the setting aside after my death in case my Trustees so require of a percentage of the yearly profits of The Foundation for the purpose of a Staff Welfare Fund for the benefit of the staff and employees of The Foundation or any individual members thereof and otherwise as therein mentioned the payment and application of and any grants made out of such moneys and income to be in accordance with any directions contained in my Will and so as to give effect to the policy and objects stated in my will. NOW I HEREBY DIRECT AND DECLARE that all the several percentages of moneys and income so from time to time to be set aside for the purposes of the said Welfare Fund shall go and be held and applied as a fund for the general welfare and development mentally morally and physically of the staff and others employed in the several organisations heretofore carried on by me or which may hereafter be established by my Trustees and/or in the Research Bureau Laboratories Museums Libraries and other institutions associated with the several organisations I DESIRE that such amounts from the Welfare Fund be divided annually or at such times or periods as my Trustees shall think fit among all or such as my Trustees shall think fit of the aforesaid staff and others employed who for the time being are and/or who shall have been so employed for not less than ten years in shares proportionate to the salaries and wages of such persons and so

that any of such persons who have been in the employment of any of the several institutions and organisations for twenty-five years and upwards shall be eligible to receive a double share or in any other manner or proportion which my Trustees may think fit But in no case shall any person who occupies a position as a Director of or manager in any department of any section of The Foundation or of any of the industrial organisations thereof or who is a Director of any of the Scientific or Research Organisations and Museums or Libraries connected with The Foundation receive any payment from this Fund. Out of the said Welfare Fund the Directors of the Foundation may at any time under the control of my Trustees make payments to any member of the staff or other persons employed in any of the Institutions or Organisations not being a Director as above mentioned in recognition of or as reward for special meritorious services. Furthermore the Directors of The Foundation may with the approval and under the control of my Trustees make grants or contributions out of the Welfare Fund for the relief of cases of serious illness or distress which may rise among the staff or others employed as aforesaid and their families and appear deserving and also for the establishment and furthering and maintenance of plans for the physical social and moral betterment of the staff and employees including grants for the maintenance extension and development of The Wellcome Club and Institute and any other Clubs or Institutions for similar purposes which my Trustees in their absolute discretion may establish in England or elsewhere associated with the several organisations and/or Research Bureaus and Laboratories Industries and other Institutions of The Foundation as aforesaid and grants to persons formerly employed in any of the several organisations and/or in any of my Research Bureaus and Laboratories or other Institutions as aforesaid for a term of not less than ten years and who the said Directors may deem to be deserving and in need of assistance. But in case any person employed or formerly employed or the wife or any child of any such person who is to receive any benefit from The Welfare Fund should directly or indirectly engage in or become associated with any business or industry of a like or competitive character such person or persons so engaged as aforesaid shall cease to receive any such benefit as aforesaid AND as regards the amount of the percentages to be set aside by The Foundation for the above purposes I leave the matter in the absolute and uncontrolled discretion of my Trustees but my wish is that unless they see good reason to the contrary the percentages set aside shall be the full percentages provided for by the said Articles of Association for the purposes aforesaid.

5. I CONFIRM the Settlement dated the nineteenth day of April One thousand nine hundred and twenty-one and made by me in favour of my son Henry Mounteney Wellcome and his wife (if any) and children (if any) AND I DIRECT my Executors to carry the same into effect by handing over to the Trustees of such Settlement the necessary moneys or securities and I hereby place on record that the existence of such Settlement explains why I have not thought it necessary to make pecuniary provision for my said son by this Will.

Henry Mounteney Wellcome.

6. I GIVE AND BEQUEATH the following legacies free of duty namely to Myrtle daughter of my brother the late Reverend George Theodore Wellcome and now the wife of Edward Arthur De Blois of Long Beach California the sum of Two Thousand Dollars and to Ethel daughter of my said brother and widow of the late Myron D Winter of Brawley California the sum of Two Thousand Dollars such legacies to be paid as soon as possible after my death and to the Institution known as "Dr Barnardo's Homes" the sum of Five Hundred Pounds also free of duty.

7. I GIVE AND BEQUEATH the following annuities free of duty and payable half-yearly namely:

- (i) The sum of Five Thousand Dollars a year to the said Myrtle De Blois for life and after her death the said sum of Five Thousand Dollars shall be paid in equal shares to her child or children during their respective lives but I direct that this annuity shall

not commence to accrue until the expiration of twelve months from my death.

(ii) The sum of Five Thousand Dollars a year to the said Ethel Witter for life and after her death the said sum of Five Thousand Dollars shall be paid in equal shares to her child or children during their respective lives but I direct that this annuity shall not commence to accrue until the expiration of twelve months from my death.

(iii) The sum of One Thousand Dollars a year to Mrs Louise Heinke the daughter of the late Dr Frederick Belding Power PhD, LLD of Leavenworth Kansas USA but I direct that this annuity shall not commence to accrue until the expiration of twelve months from my death.

(iv) The sum of One Thousand Dollars a year to Oscar Fall of North Newburg Maine USA for life and on his death to his widow for life.

(v) The sum of Two Thousand Dollars a year for five consecutive years after my death to Evelyn Fall the daughter of Oscar Fall of North Newburgh Maine United States of America and thereafter the sum of One Thousand Dollars a year during her life.

(vi) The sum of One Thousand Dollars a year to The Reverend Mark A Matthews DD, LLD of Seattle Washington United States of America during his life.

(vii) The sum of Five Hundred Dollars a year to Mrs Matilda Minthorn (Missionary Pastor of Metlakatla Alaska) the widow of Dr H J Minthorn during her life.

(viii) The sum of One Thousand Dollars a year for life to Edward Patten a son of the late William Patten of Hermond Pond Maine aforesaid and after his death to his widow during her life.

(ix) The sum of Five Hundred Dollars a year to Mrs Francis Curtis known to the family as "Frankie" widow of Reverend Walter Curtis of Paulet Vermont USA.

(x) The sum of One Thousand Dollars a year to Frank O Wellcome of Yarmouth Maine United States of America son of the late I C Wellcome.

(xi) The sum of Five Hundred Dollars a year to Mrs Robert Kries daughter of the late Reverend Michael Wellcome and now residing at Los Angeles California.

(xii) The sum of One Hundred Pounds a year to Joan Ferreira of Funchal Madeira for many years my faithful courier and interpreter for his life and after his death one-half thereof videlicet Fifty Pounds to the present wife of the said Joan Ferreira for life.

(xiii) The sum of Four Hundred Pounds a year to Major Julius S Uribe my acting Camp Commandant at Gebel Moya in the Sudan for his life and in case of his death the sum of Two Hundred Pounds a year to his present wife during her life and so long as she shall remain unmarried.

(xiv) The sum of Two Hundred Pounds a year to the said Dr Gordon Lane of London for many years my personal medical attendant.

8. I DECLARE that all the foregoing gifts and bequests shall in the administration of my estate have priority to all the gifts and payments hereinafter made or directed to

Priority of Legacies and Annuities.

be made.

9. I GIVE all my personal effects and collections of paintings prints books manuscripts historical objects and furniture in my personal residence and residences and storehouses (if any) and not otherwise by me specifically given unto my Trustees in trust that all the same shall be utilised for the furnishings and equipment of the museums libraries or research bureaux and/or laboratories and/or other scientific institutions and/or museums in England or elsewhere connected with the organisations of The Foundation.

Bequest of Personal Effects.

10. AND WHEREAS I have placed in the hands of my friend Mr George M Palmer of Mankato Minnesota the sum of Ten Thousand Dollars part of which has already been expended by him in the purchase of land at Garden City Blue Earth County Minnesota in the United States of America as a portion of the land which I have indicated to him and all of which I have requested him to acquire for the site for a Library and Auditorium with Assembly Rooms park and sports field and children's playground located on the site I have indicated to Mr Palmer in the centre of Garden City and which I wish to bequeath as a gift from and in the name of my brother the late Reverend George Theodore Wellcome and myself as a memorial to the memory of our Father and Mother and which I hope will be carried through within twenty-five years after my death the same to be presented to the State or to the County or Local Authorities whichever should be the best calculated to carry out my purpose and to ensure the greatest benefits for the people of that region NOW I HEREBY DIRECT AND AUTHORISE my Trustees within such period of twenty-five years to pay over to the said George M Palmer Judge Lorin Cray of Mankato aforesaid and Chelsea Rockwood Attorney-at-Law now residing at Minneapolis Minnesota aforesaid the sum of Two Hundred and Fifty Thousand Dollars as special Trustees for the purposes hereinafter mentioned AND I DECLARE that the purposes for which such moneys are provided are to complete the acquisition of the entire site which I have indicated to Mr Palmer for the said memorial and to erect a suitable building for the purposes mentioned (my desire as to this building is that it should be of a strictly pure classical type of Greek or Ionic order of architecture and constructed of the most practical and enduring material suitable for resisting the very severe cold winter weather such as best quality of steel frame white brick or stone of the best suitable quality) and to lay out the remainder of the site as a sports field and playground and park for the benefit of the inhabitants of the region and to furnish and equip the library with works which while not excluding standard or other good works of fiction shall in the main consist of books of standard literature of an informative character and also books of reference and books of periodicals chosen with a view to the dissemination of scientific and practical knowledge in arts natural and applied sciences and craftsmanship in various practical vocations practised in that region and whether of a general or technical nature and also books of history research exploration travel and biography And so soon as the Memorial including the equipment of the library is ready to be open for use then I DIRECT AND AUTHORISE my Trustees to pay over to the said Special Trustees of the Memorial Fund the further sum of One Hundred and Fifty Thousand Dollars to be invested and held with the income thereof as an Endowment Fund to cover the maintenance and upkeep of the Memorial including additions to the library and for the payment of the salaries of the staff employed there AND I DECLARE that the receipt of the said George M Palmer Judge Lorin Cray and Chelsea Rockwood or the survivor of them for the said sums so to be handed over shall be an effectual discharge to my Trustees for such sums not shall my Trustees be bound in any way themselves to see the application of such moneys not to the carrying into effect of my wishes above expressed. I wish the above Memorial to be known as "The Wellcome Memorial" AND it is my special desire that the remains of my father the late Reverend Solomon Cummings Wellcome now interred at Montecello Minnesota and my mother the late Mary Curtis Wellcome now interred at Mendota Illinois United States of America may be removed to Garden City and be reinterred in a suitable mausoleum which I desire shall be erected within the precincts

Memorial to Father and Mother.

Complied with pursuant to a Court Order, see Appendix p.27, paragraph G.

For declaration as to validity of gift as charitable, see Appendix p.26, paragraph E.

of the Memorial Building and I should wish that my brother the Reverend George Theodore Wellcome and his first wife Cevilla Wellcome and my late uncle Dr J W B Wellcome (Senior) who died at Sleepy Eye Minnesota should also be buried in the said mausoleum I desire that tablets with suitable inscriptions shall be placed in the mausoleum and in the library building to the memories of the persons so buried. I request my Trustees to seek the assistance in these matters of my nieces Mrs Myrtle De Blois and Mrs Ethel Witter AND I DIRECT my Trustees to defray out of my residuary estate all the expenses of carrying out these my wishes AND in the event of all of them the said George M Palmer Judge Lorin Cray and Chelsea Rockwood being dead at the time when any of the moneys aforesaid become payable to my Trustees or refusing to accept or act in the trust committed to them or having retired therefrom I EMPOWER my Trustees to appoint such other person or persons or corporation as they may think proper to act in the place of the said George M Palmer Judge Lorin Cray and Chelsea Rockwood and the receipt to my Trustees of any such appointee or appointees shall be as effectual as the receipt of the said George M Palmer Judge Lorin Cray and Chelsea Rockwood.

11. AND I DECLARE that the gifts and provisions aforesaid for the purposes of The Wellcome Memorial shall by no means operate or be deemed to operate in priority to but only pari passu with the purposes and objects to which my residuary trust estate hereinafter mentioned is hereinafter made applicable and accordingly I declare that my Trustees (notwithstanding that I have named a fixed period) shall have an absolute and unfettered discretion to determine the date or time in the administration of my estate when provision should be made or commence to be made for giving effect to the two purposes aforesaid or either of them it being my will and intention that the payments for these purposes shall be made out of the income (whether accumulated or current) of my estate and not out of the capital in the manner suggested by Clause 13 hereof.

12. I GIVE DEVISE AND BEQUEATH all my estate real and personal whatsoever and whosoever situated and not hereby or by any Codicil otherwise effectually disposed of unto my Executors and Trustees Upon trust thereout and by means thereof to pay and discharge my funeral and testamentary expenses and debts (and so that for the purposes aforesaid my Executors and Trustees shall have full power if necessary in the way of administration to sell and convert into money a sufficient part of my said estate) and subject to and after providing for all the legacies bequests and payments hereinbefore (elsewhere than in Clause 10) referred to and making such other provisions as are hereinbefore directed to stand possessed of the residue of my said real and personal estate (hereinafter called "my Residuary Trust Estate") and the income thereof upon the trusts and subject to the powers and provisions hereinafter declared and contained that is to say Upon trust both as to capital and income and subject as hereinafter mentioned to be allotted paid and applied in such shares as my Trustees in their absolute and uncontrolled discretion shall from time to time decide (with full power to revoke and vary any such decision at any time and from time to time) to and between and for the purposes of the following charitable objects as hereinafter defined namely: (a) The Research Undertaking Charity and (b) The Museum and Library Charity. Provided always that until the purposes referred to in Clause 10 are accomplished so far as the law permits I direct that my Trustees shall out of the income of my estate whether current or accumulated from time to time as they shall find convenient occasion set aside and pay over or if desired invest and accumulate (but not for a longer period than twenty-one years from my death) such sums as they in their absolute discretion shall think fit in order to satisfy the purposes of the said Clause 10 and shall from time to time apply the funds thus arising in or towards the satisfaction of such purposes in the manner therein indicated or as near thereto as may be bearing in mind that my hope and wish is that the fixed period of years named in Clause 10 may as far as possible be adhered to.

Discretion to determine date of establishing Memorial.

Disposal of Residuary Trust Estate.

For Charity Commissioners' Scheme, see Appendix p.34, paragraph K.

For Regulations made thereunder, see Appendix p.34, paragraph L.

13. AND WHEREAS by the said Article 52 of the Articles of Association of The Foundation provision is made for the setting aside after my death of a percentage of the yearly profits of The Foundation for the purposes of scientific research and other kindred purposes if and so far as my Trustees shall so require and a testamentary power is thereby conferred upon me of appointing such appropriate funds in such manner and for such purposes as therein mentioned (not being inconsistent with the general scientific purposes aforesaid) including charitable purposes NOW I HEREBY DIRECT AND DECLARE that such moneys and the income thereof to be set aside by The Foundation (including any moneys set aside during my lifetime and remaining unapplied at my death) as also that part of my residuary trust estate which is hereinbefore or may for the time being be dedicated to the Research Undertaking Charity shall go and be held and applied as one aggregate fund under the title of "The Research Fund" as and for a fund for the advancement of research work bearing upon medicine surgery chemistry physiology bacteriology therapeutics materia medica pharmacy and allied subject and any subject or subjects which have or at any time may develop an importance for scientific research which may conduce to the improvement of the physical conditions of mankind and in particular for the discovery invention and improvement of medicinal agents and methods for the prevention and cure of disorders and the control or extermination of insect and other pests which afflict human beings and animal and plant life in tropical and other regions and elsewhere whether such researches are carried on in the existing institutions known as The Wellcome Bureau of Scientific Research The Wellcome Entomological Research Laboratories The Wellcome Physiological Research Laboratories The Wellcome Chemical Research Laboratories The Wellcome Museum of Medical Science including Tropical Medicine and Hygiene and The Wellcome Historical Medical Museum or otherwise or in any other research Laboratories or Museums which I or my Trustees may establish in any part of the world or for grants to individuals and/or institutions for the purpose of research work in the directions above indicated or for the organisation equipment and expenses of special research expeditions and commissions sent out from The Wellcome Bureau of Scientific Research or any other like institution or towards the funds of such research expeditions and commissions organised by others The Research Fund shall bear the cost and expenses of the publication and distribution of scientific publications devoted to the records and reports of the results of such scientific research work as aforesaid and such records and reports should be of such high technical standard and literary quality of text and be produced in such a practical and effective manner in respect to printing illustrations and binding as to render them of real and enduring value to all scientific workers concerned in the subjects dealt with. Sums may also be granted from The Research Fund for the purpose of the "Henry S Wellcome China Publication Fund" founded by me in the year One thousand nine hundred and eight and under the conditions of the Deed of Trust dated the eleventh day of November One thousand nine hundred and ten and executed by me in favour of The China Medical Missionary Association for providing through the said China Medical Mission at a moderate price translations into the Chinese language of such European American Colonial and other medical anatomical surgical chemical bacteriological and pharmaceutical works as may be approved by my Trustees as desirable for educational purposes amongst the native students of these subjects in China I desire my Trustees out of the Research Fund to continue the money grants which I am now making to the University of Edinburgh for the award of medals already designed and founded by me and money prizes for historical medical researches and to the Council of the Association of Military Surgeons of the United States of America Washington DC for medical researches. Sums may also be granted for the gold and silver medals already designed and founded by me and awarded by the Council of the African Society for distinguished services to Africa and by the Council of the Royal Society of Anthropology and for any other medals or prizes for similar purposes which have been founded by me in my lifetime or may be founded after my death by my Trustees The direction and amount of all such expenditure shall be always at the absolute discretion of my Trustees but I wish them to confer with the Directors of The Foundation

The Research Fund.

Article 52 no longer applicable as it was deleted, see Appendix p.25.

before coming to any decision which may involve payments out of funds set aside by The Foundation AND I AUTHORISE my Trustees out of the Research Fund to make grants after the first five years after my death of a sum not exceeding Three Thousand Pounds a year and after ten years after my death of a sum not exceeding Three Thousand Pounds a year to the Trustees of The Gordon College at Khartoum under the supervision of such Trustees in conjunction with the Government of the Sudan for the exclusive use of the Wellcome Tropical Research Laboratories at the said Gordon College for so long only as such Laboratories shall be conducted on the lines and for the purposes indicated in my letter of gift of the said Laboratories dated the twenty-eighth day of September One thousand nine hundred and one addressed by me to the Governor General of the Anglo Egyptian Sudan and accepted by him in writing and so long only as the conditions of such letter of gift are observed by the said Trustees and the Sudan Government and that the said Government fully maintains and supports with an adequate and efficient staff the said Laboratories for the purpose indicated in the letter of gift and so long only as such Laboratories shall bear and be called by the official name of "The Wellcome Tropical Research Laboratories" which name was given to them by the express desire and direction of the Sudan Government and the Trustees of the Gordon Memorial College Khartoum and to be used exclusively for the purpose of providing the cost of the publication of Reports similar to the Reports issued at my expense from these Laboratories and edited by Dr Andrew Balfour during his Directorship recording the new and original research and other work conducted by The Wellcome Tropical Research Laboratories at Khartoum and in the auxiliary Wellcome Floating Research Laboratories on the River Nile and its tributaries or elsewhere or during land expeditions by caravan or otherwise to the outlying regions whether such work is done by the permanent or auxiliary staff AND I AUTHORISE my Trustees out of the Research Fund to provide for each of the following Institutions namely The Pharmaceutical Society of Great Britain The Philadelphia College of Pharmacy and Science and The School of Pharmacy of the University of Illinois formerly known as The Chicago College of Pharmacy and such other Institutions as may be selected by my Trustees in accordance with the foregoing provisions a gold Scientific Research Medal to be awarded annually as a prize to students who show the greatest proficiency in Research in the branches of science under instruction in the said institutions such medal to be of a distinctive incentive design which if not completed and executed during my lifetime is to be executed to the approval of my Trustees I suggest that the reverse of each such medal should bear the names and coats of arms of the respective Institutions and the obverse should bear such design and inscription as may be approved of by my Trustees It is my desire that the Archaeological excavations which I have been conducting in the Upper Nile Regions of the Anglo Egyptian Sudan at Gebel Moya Gebel Segadi and Alloua (near Abgeli) Sennar Province since 1910 under Special Licence from the Anglo Egyptian Sudan Government which work is now temporarily suspended on account of after war conditions shall be completed on my behalf by some competent archaeologist I would prefer that this should be done by Dr G A Reisner the distinguished archaeologist who is familiar with my work and who has greatly assisted me by his advice and otherwise If for any reason Dr Reisner is not personally able to undertake this then I would like it to be carried out by someone recommended by Dr Reisner and immediately under his guidance and directly responsible to him I would also like all my Sudan archaeological material now stored in London and elsewhere to be studied and the archaeological anatomical anthropological and pathological results published under the joint editorship of Dr Reisner and Professor Sir Arthur Keith of the Royal College of Surgeons and a highly qualified ethnologist respectively and that a suitable staff should be employed by them to carry out the details of the work under their direction and at the expense of my estate AND I HEREBY EXPRESS THE DESIRE that except during periods of unsatisfactory financial conditions National or International which may for the time being cause serious diminution of the income of The Wellcome Foundation my Trustees shall in each and every year utilise for the various purposes set out in this Clause 13 of my Will the full percentage referred to in

the said Article 52 of the Articles of Association of The Foundation.

14. AND WHEREAS by the said Article 52 of the Articles of Association of The Foundation provision is also made for the setting aside after my death of a percentage of the yearly profits of The Foundation for the purpose of establishing endowing maintaining and extending Research Museums and Libraries whether open to the public or not and a testamentary power is thereby conferred upon me of appointing such appropriated fund in such manner and for such purposes as therein mentioned (not being inconsistent with the general purposes of Research Museums and Libraries) including charitable purposes and of regulating the conduct of any Research Museum and Library NOW I HEREBY DIRECT AND DECLARE that such moneys and income so set aside by The Foundation (including all moneys set aside for the said purposes during my lifetime and remaining unapplied at my death) as also that part of my residuary trust estate which is hereinbefore dedicated for the purposes of the Research Museum and Library Charity shall go and be held and applied as one aggregate fund under the title of "The Research Museum and Library Fund" as and for a fund for the maintenance equipment and/or extension of any of my Research Museums or Libraries now in existence and founded by me and/or for the establishment and endowment and future maintenance of any new Research Museum or Library and for the purchase and acquisition of books manuscripts documents pictures and other works of art and other objects and things for such Research Museums or Libraries and for conducting researches and collecting information connected with the history of medicine surgery chemistry bacteriology pharmacy and allied sciences which in the opinion of my Trustees would be desirable for the purposes of such Research Museums or Libraries and so that any such Research Museum or Library may be opened and maintained in any part of the world as my Trustees may think best AND I DIRECT that my Trustees shall in their discretion make all such arrangements as may in their opinion from time to time be fitting and convenient for the establishment endowment and maintenance extension equipment and carrying on of any such Research Museums or Libraries and shall defray out of the Research Museum and Library Fund all the cost and expenses incurred and to be incurred in connection with any of the purposes to which that Fund is dedicated and the maintenance of any such Research Museum and Library but so nevertheless that every Research Museum or Library for the time being maintained out of the Research Museum and Library Fund shall be carried on under the title of "The Wellcome Research Museum" or "The Wellcome Research Library" or such other title including the name "Wellcome" as my Trustees may deem most appropriate and shall be managed and carried on under such rules and regulations as my Trustees for the time being think fit and shall be open at all reasonable times at the discretion of my Trustees to all such research workers students and other persons as may be specially interested in the subjects and purposes of such Research Museums and Libraries and who may desire to resort thereto as a place of education and instruction and for the carrying on of studies and the intellectual improvements of the persons who use them.

15. AND I HEREBY EXPRESSLY DECLARE that my purpose and object in thus founding the Research Undertaking Charity and the Museum and Library Charity respectively is that the same respectively shall be constituted as and carried on as charities in the sense in which that word is employed in law and accordingly that if any of the purposes or objects or provisions hereinbefore prescribed indicated or authorised as being within the purview of either of such charities is not in law a good charitable object purpose or provision and would (if given effect) invalidate or prejudice the due effectuation of any other and legally valid purposes objects or provisions hereunder then the same by the very fact shall stand expunged from and be deemed never to have formed part of this my Will to the intent and effect that the said objects and purposes and provisions in every respect shall be limited to those which are charitable in the sense aforesaid. Howbeit unless and until the same be questioned or impeached my Trustees shall have the fullest power and authority

The Research Museum and Library Fund.

Conceded, see Appendix p.25, paragraph 1.

Article 52 no longer applicable as it was deleted, see Appendix p.25.

Charitable Direction.

which I am capable of giving them for effectuating all things which fall within the letter of this my Will and in the event of any act done by them bona fide in reliance upon my Will being held to be ultra vires or otherwise unjustifiable they shall be entitled to the fullest indemnity out of my estate against all the consequences of such act.

16. I AUTHORISE AND REQUEST the said George Henry Hudson Lyall and/or Lancelot Claude Bullock and if for any reason one of such persons shall not so act I AUTHORISE AND REQUEST my Trustees to appoint a competent and trustworthy person to go through all my private letters papers manuscripts and other documents including all corresponding of and other papers letters and documents connected with persons of importance and also manuscripts and papers and documents of historical archaeological scientific or other technical or special interest and to retain and properly arrange all such as in the opinion of the said George Henry Hudson Lyall and/or Lancelot Claude Bullock or my Trustees as the case may be ought to be retained and to permit the same to go into the archives of The Foundation And in particular I DESIRE that the letters of my Father and Mother my grandfather Timothy Wellcome and of his wife and of my brother the late Reverend George T Wellcome and of my uncle the late Dr J W B Wellcome (Senior) and such other papers manuscripts and other documents of a strictly family character as shall be selected shall be preserved with great care and held by my Trustees in trust to place the same among the Historical and Medical Museum archives to be preserved as historical matters AND I AUTHORISE the said George Henry Hudson Lyall and/or Lancelot Claude Bullock or my Trustees as the case may be to destroy any such letters papers manuscripts and other documents as he or they may think fit and in case of doubt in any such matter as aforesaid I/REQUEST the said George Henry Hudson Lyall and/or Lancelot Claude Bullock as the case may be to consult with my other Trustees in regard thereto.

17. I HEREBY DECLARE my Will to be that my shares in The Foundation or in any reconstruction thereof shall be held and retained unsold by my Trustees as and for a permanent investment of my estate howbeit in any special circumstances at present unforeseen by me should arise in the future which in the opinion of my Trustees furnish a good and unavoidable reason for sale of a part thereof then it shall be lawful for my Trustees with the consent and approval of the Chancery Division of the High Court of Justice in England to sell and convert the same or such part thereof as may be expedient and in such an event I AUTHORISE my Trustees to make any necessary application to the Court for such purposes AND I DECLARE that any moneys liable to be invested at any time under this my Will may be invested in the name or names of my Trustees or under their legal control as to them shall seem expedient in any manner for the time being authorised by law for trustees or upon the security of first mortgages or real or leasehold estate in the United Kingdom the United States of America British Dominions Colonies or Dependencies or elsewhere but in lending on mortgages of real or leasehold estate anywhere my Trustees shall not lend more than two-thirds of the actual value of such securities as certified by some competent and responsible valuer or valuers employed by my Trustees AND I DIRECT my Trustees as a condition of their advancing moneys upon the security of leasehold property to require the borrower to effect with some first-class insurance Company and maintain a suitable leasehold redemption policy as additional security PROVIDED ALSO that if considered convenient any investment whether in the United Kingdom or abroad may be taken in the name or names of such one or more of my Trustees as may be domiciled in England or in the case of investments on the security of real property in the United States of America may be taken in the name or names of such one or more of my Trustees as may by the law of the State in which such real property is situate be qualified to hold such security with an undertaking to transfer or vest the same to and in my Trustees when required so to do AND I EXPRESSLY EMPOWER my Trustees from time to time to determine what moneys shall be regarded as capital and what as income and if thought

Private papers, etc.

Investment Clause.
For Charity Commissioners' Scheme, see Appendix p.38, paragraph M.

For Order made in connection with the above Scheme, see Appendix p.39, paragraph N.

Power given to sell all the shares in Wellcome plc by further Court Schemes, see p.45, paragraph P and p.51, paragraph R.

Investment powers augmented, see Appendix p.36, paragraph I and p.41, paragraph O.

fit to apply income for any capital purposes under this my Will whether with or without subsequent adjustment as between capital and income.

18. I DECLARE that my Executors and Trustees may instead of acting personally employ and pay a solicitor or other professional person to transact any business or do any act required to be done in connection with the administration of my estate including the receipt and payment of money and that any Executor or Trustee being a solicitor or other professional person as aforesaid may be employed for the purposes aforesaid and shall be entitled to charge and be paid all usual professional charges for business transacted and acts done by him or any partner of his in connection with the administration of my estate or the execution of any of the trusts powers and provisions therein contained including acts which a Trustee not being in any profession or business could have done personally.

19. I DESIRE that the number of my Trustees shall not remain longer than is possible at less than five and that if at any time there shall be fewer than five of such Trustees then a new Trustee or new Trustees shall as soon as practicable be appointed I consider that five is the ideal number of Trustees. Under no circumstances do I desire my Trustees to be more than five in number. I DESIRE that as far as possible at all times two of my Trustees shall be men who have had experience and be well qualified in medicine and allied sciences and that two shall be men of wide practical business experience one or both of whom should be of high standing and ability in the practice of law and with exceptional experience and qualifications in the conduct and administration of large and important estates.

20. I DIRECT that all appointments of New Trustees may be made by the surviving or continuing Trustees domiciled in England for the time being including a retiring Trustee if willing to act in such appointment or by the executors or administrators of the last surviving or continuing Trustee domiciled in England AND in the event of its becoming necessary or expedient to appoint a responsible representative to act in the trust and for the purposes of my Will in America I SUGGEST to my Trustees the desirability of instructing John Foster Dulles or if he is dead or unable or unwilling to act his brother Allan Dulles both of New York City Attorneys-at-Law if willing to act in that capacity.

21. I DECLARE that every Trustee of this my Will who shall act in the trusts thereof shall enter into a proper Deed of Covenant with the other acting Trustees or Trustee that while acting as such Trustee or within ten years after he shall cease to act as such Trustee he shall not carry on either in his own name or in any other name or names or be concerned engaged or interested in or assist in any way in carrying on any business competing in any branch or to any extent with the business carried on by The Foundation or by any of the Companies or Corporations whose shares are mainly held by The Foundation.

Professional Trustee Clause.

Number of Trustees.
Qualitative appointments now amplified, see Appendix p.23, paragraph B. Also Appendix p.27, paragraph H. Single trust corporation appointed by Court Scheme and provision now applicable to effect of the trust corporation, see Appendix p.49, paragraph Q and Articles of Association of trust corporation.

Power to appoint New Trustees.

Future power of appointment now regulated by Court Order, see Appendix p.23, paragraph B and p.27, paragraph H.

Covenant by Trustees.

Covenant may include certain provisions, see Appendix p.23, paragraph A. Provision ceased to have effect pursuant to Court Scheme, see Appendix p.49, paragraph Q. See also Articles of Association of trust corporation.

IN WITNESS whereof I the said Sir Henry Solomon Wellcome have to this my Will contained in this and the six preceding pages set my hand the day and year first above written.

Signed by the said Sir Henry Solomon Wellcome the Testator as and for his last Will and Testament in the presence of us both being present at the same time who at his request in his presence and in the presence of each other have hereunto subscribed our names as witnesses.

HENRY F STAPLETON

FRANCIS WILLIAM GRAY

HENRY S WELLCOME

Clerks with Messrs
Markby, Stewart & Wadesons
5 Bishopsgate
London EC2
Solicitors

MEMORANDUM of my POLICY and AIMS for the GUIDANCE and ASSISTANCE of my Trustees

I DESIRE that this Memorandum shall not have any binding legal effect nor interfere with the absolute and uncontrolled discretions given to my Trustees by my Will and it is not to be or form any part of my Will but is simply intended to indicate my wishes to my Trustees.

1. MODEL WORKS VILLAGE ETC.

IT is my desire that the plan which I have long cherished of changing the location of my works and erecting new works which shall be as nearly perfect as possible and organising a Model Village for the Staff and other Employees shall be carried out at such future date (possibly in the far distant future) when in the opinion of my Trustees the present works have outgrown the limits of the present site and the available suitable grounds now owned by the Foundation. Dartford has already become somewhat overcrowded and is constantly extending its limits so far as almost to submerge our present property. I do not desire this scheme to be carried out until circumstances render it desirable and feasible and provided always that the finances of The Foundation will warrant it. The new site for the Works and Village should be so far as practicable outside the borders of any existing town or village and on a fair height above the sea level with gravel or chalk under-soil and as a reserve there should be an extensive area including park and pasture land and perhaps also some forest land. I estimate that about Two thousand acres would be a fair reserve, although if such area is not obtainable perhaps about One thousand might be sufficient. It is my desire in indicating this reserve to provide for expansion for hundreds of years to come. Until otherwise required any of the reserve land may be let or leased temporarily for pasture or farming purposes etc. but preferably not for building purposes at the discretion of my Trustees. I desire that such new works should be equipped in every respect with the most modern up to date and perfect plant and appliances. All new buildings that are erected for and in connection with the works should be planned and designed by duly qualified Architects and should be suitable for the purposes of the different Departments and Sections and of a dignified architectural character free from any impressionist or other freakish features. Each building should be so planned as to provide for ample expansion in future years of the operations conducted therein and of the use to which such buildings are put. Among the essentials in selecting the site are healthfulness of locality, freedom from nuisances, practicability for transport and shipments for home and abroad, convenience, expedition and moderate cost of transport within the premises and to and from London and other railway stations and shipping ports, an abundant supply of good pure suitable water from various reliable sources including artesian wells and general cheerfulness of surroundings. Plans of this kind have to be developed gradually and to be well thought out but ultimately the Village should include such clubs and institutions, sports fields, botanic and horticultural gardens and materia medica farms as would contribute to the material benefit of the Foundation and also afford beneficial entertainment to the staff and others employed which I desire shall always be held as one of the foremost points of policy of The Wellcome Foundation. At the same time such gardens and farms afford valuable opportunities for educative practical research and experimentation in botany horticulture and materia medica. Also as far as practicable I wish that suitable facilities shall be provided for the welfare and comfort of the Staffs and others connected with the Works and my various institutions and organisations elsewhere.

Model Works Village, etc.

With regard to the Works my views are that each section should be planned and organised with the special purpose of securing the following advantages:

- (a) The most efficient, practical, scientific and economic production.
- (b) The adoption of adequate methods and appliances for safeguarding life and property from all dangers.
- (c) The greatest security of life and property against fire by means and methods of construction, isolation, arrangement and positions of and considerable distance between all buildings, adequate exits, subterranean vaults, and various fireproof forms of structure and use of non-inflammable and non-conducting materials are recommended. The handling, storing or manufacturing of inflammable or ignitable materials in any building or room *not strictly fireproof* should be strictly prohibited.
- (d) The adoption of the most thorough safeguards for protection against every possible means of spontaneous combustion or ignition caused by the action of the sun or the reaction of chemicals or other substances including those which may be harmless in themselves but may cause ignition or explosion when brought into contact one with the other.
- (e) The most thorough measures should be taken to secure against dangers of handling, manipulating or manufacturing explosives either from ignition by flame or heat or percussion or by contact of two or more substances, and every other possible safeguard such as isolation etc.
- (f) It is equally important that every care and safeguard which we have for many years insisted upon in connection with poisons should continue without relaxation, but constant and vigilant study should be required on this subject to make certainties doubly certain so that no possible error or mishap can occur. I have always regarded it as one of our highest duties to enforce every possible measure to safeguard against the dangers of poisons of every kind and all other harmful substances, to protect all members of the staff and employees engaged in the production and handling of such harmful substances, and also to protect all into whose hands such substances may pass after they leave the works. Isolated poison rooms and cupboards should be controlled by responsible departmental heads with the use of safety control locks and there should be stringent regulations enforcing the control, checking and recording of all such materials handled at every step when supplies are issued for manipulation, production, packing, labelling, storing and issuing finished products to the medical profession and legitimate trade. Control specimens of every batch of the finished products containing poisonous substances must invariably be registered and preserved carefully locked and guarded for reference in accordance with our present practice. The utmost care should be taken to avoid contamination of the various products by means of isolation checking and control.
- (g) Highly qualified expert staffs of analytical chemists should control all operations of the Bureau of Standards especially the testing and standardising of all toxic and/or potent materials used in manufacture and the testing and standardising of all products manufactured and issued by the Works.

Beyond the above I shall not now attempt to go into further details in setting forth the manner in which the Model Works and Village should be organised but throughout the most practical ideas should be adopted for securing the best possible results economical working and the well-being of the staff and others employed in the several institutions and

organisations. It will be desirable that a study should be made of welfare schemes of other organisations for similar purposes already existing which though they may be very imperfect should greatly assist in drafting a suitable scheme and these should be studied for lessons as regards their faults and failures as well as their merits and successes. I may mention that some such Model Industrial Villages (which however in my view possess many defects and draw-backs in their rules and regulations) are Lever Brothers, Port Sunlight, Messrs Cadbury's and Messrs Rowntree's Model Settlements in England and the Town of Pullman near Chicago and The Cash Register Company, Toledo, Ohio. This slight memorandum covers all that is feasible for me to mention now. I hope to live to put this scheme into execution personally but I think it desirable to mention it to my Trustees in case of my demise.

2. BUREAU OF SCIENTIFIC RESEARCH AND HISTORICAL AND MEDICAL MUSEUMS AND LIBRARIES

I have during my life accumulated a very large number of books, manuscripts and various objects connected with the history of medical, surgical, dental, chemical, pharmaceutical, archaeological, ethnological and allied sciences and professions from the earliest times which collections are now the property of The Wellcome Foundation. I have found that the collection of these articles and the establishment of Museums and Libraries associated with the Research Work of my various Institutions has proved of the utmost value and has contributed greatly to the success of my industrial organisations as well as to the success of my various Research Institutions. It is my desire that when my Trustees find it practicable my scientific research library shall be associated with The Wellcome Research Institution. My original Museums and Research Library should be made as complete as possible or practicable. The rules regulating my Museums, Research Laboratories, Library and Research Institutions to be such as my Trustees may deem fit to adopt.

3. ANTIQUE FURNITURE AND CURIOS IN STOREHOUSES

I have during my life also collected a considerable quantity of antique furniture, antiquities, historical objects, etc., suitable and intended mainly for the Wellcome Historical Medical Museum and now the property of The Foundation. These objects include a quantity of special rare woods from Madeira, Spain and elsewhere for making and repairing furniture, interior fittings, etc.; much of the furniture and many of the objects require repair and restoration to make them suitable for use. It is my desire that when required these items should when necessary be properly repaired and restored by a skilled craftsman who has a thorough knowledge of the repair and restoration of antique furniture, antiquities and historical objects, under the direction of my Trustees or of some real reliable expert who can be depended upon not to destroy or impair the antique spirit and character of these things and who will have the knowledge and judgement to make up the exhibition cases, stands, tables and other furniture in perfect harmony with the special periods and styles of furniture and parts of furniture above referred to. Great care must be taken in this and in the selection of the right men as there are very few antique cabinet craftsmen and restorers whom I would care to rely upon for this work and I desire that my Trustees shall have absolute discretion in deciding in which of the Institutions such antique furniture, antiquities and historical objects shall be placed.

Most of the tables and stands with ball and claw feet and table and chair and other legs of various sizes with ball and claw feet (of which there are a large number) are intended to be adapted to support either Wellcome Historical Medical Museum exhibit cases (upright and horizontal) or cabinets for Wellcome Historical Museum and Library collections and the heavier ones for seats and other furniture for the Wellcome Historical Medical Museum. These things have been collected during many years for this express purpose and I most earnestly desire that my wishes in respect to them be carried out with the utmost fidelity and every care. In every instance where the legs with carved ball and claw feet are used

Bureau of Scientific
Research and Historical and
Medical Museums and
Libraries.

Antique Furniture and
Curios.

each foot should be supplied with a socheted disc to raise it about one inch from the floor to avoid wear and damage caused by the boots and shoes of visitors.

Successors to Trustees.

4. SUCCESSORS TO TRUSTEES:

I DESIRE that in the appointment of Trustees of my Will from time to time as the Successors to those appointed by me experienced broad-minded and highly intelligent men of good sturdy moral character having practical ideas and of progressive spirit should be chosen and appointed and that *persons of rash and speculative tendencies should be avoided.* There should I consider always be two Trustees with sound practical knowledge of finance and administration, one or both of them being of high standing and ability in the practice of law and having practical business experience and in all cases men who are in sympathy with my work and aims should be specially considered. One Trustee should be a Chartered Accountant of practical business experience and good standing preferably a partner in a well known firm of the highest repute and the remaining two Trustees should be men also of the highest repute and with the type of knowledge and experience like that which is possessed by Sir Walter Fletcher, KBE and Sir Henry Hallett Dale, CBE, MD, FRCP, FRS, MA whom I have appointed as two of the Trustees under my Will. I recommend my Trustees always to keep before them the importance of securing worthy successors and I suggest that they should constantly keep for ready reference a list of names of carefully selected persons whom they may consider best qualified to fill the office of Trustee.

Temperance amongst Staff.

5. TEMPERANCE AMONGST STAFF AND OTHERS EMPLOYED IN THE SEVERAL INSTITUTIONS AND ORGANISATIONS.

I DESIRE that the Directors and others having control of the several institutions and organisations shall use their best influence to secure total abstinence from wine, beer, spirits and other spirituous liquors and tobacco by the staff and others employed until such persons reach the age of twenty-six. Furthermore after reaching the age of twenty-six they shall either continue to abstain absolutely as aforesaid except when needed medicinally or be very moderate in the use of spirituous liquors and/or tobacco and I COMMEND the Lectures of Sir Frederick Treves on this subject. I WOULD STRONGLY URGE that when wine beer spirits and/or other spirituous liquors are taken by the staff and others employed they should not be taken during the working day or when there is any business matter to be attended to and not until the evening meal as from my observation the mind is less clear when alcoholic stimulant however weak is taken during the working day and before the evening meal when if at any time the nerve forces may require some stimulant my observations covering a wide range of conditions prove to me that no man however forceful and self controlled and however habituated to drink is so efficient in business matters after taking alcoholic stimulants at any time during the working day, even with luncheon, as he is when he abstains. I SUGGEST that the Directors and others in positions of authority should influence those under their control by good example even at a sacrifice or their own personal convenience and gratification. The stronger minds should consider the weaker and even if those in superior authority feel that they themselves are not rendered less efficient by taking wine beer or other alcoholic liquors during the working day they cannot expect those who are in any degree adversely affected to acknowledge that they have not an equal right to indulge. The force of example in respect to this habit is very great and the Directors and others in authority will find that their power of securing the highest efficiency amongst those under their control and indirectly throughout all of the Institutions and organisations will be greatly enhanced by their own strong self command and if need be by inconvenient sacrifices for a common good.

Mr George Edward Pearson.

6. AS TO MR GEORGE E PEARSON:

IT is my wish and expectation that Mr George E Pearson who is indicated in my Will as the first Governing Director of The Wellcome Foundation and General Manager of the industrial organisations thereof will continue to devote his whole time to the affairs of

these concerns and act as special adviser to my Trustees and the Directors. I hold the services of Mr Pearson, who has been appointed with me for many years and who has risen to his present position step by step by reason of his high abilities and qualifications, in the highest esteem and I desire that he should always be treated liberally by my Trustees and that his views should always receive full consideration. In the case of any successor to Mr Pearson proving himself very exceptionally efficient and qualified by reason of his high administrative abilities and the advancement which he may have caused in the development of the industrial organisations, Scientific Research Laboratories and Museums, then I wish my Trustees to use their absolute discretion as to providing for his remuneration in a manner somewhat similar to that of Mr Pearson. This must be understood not to be general but only to apply in cases of exceptional qualifications and unusual merit efficiency and experience in similar duties and responsibilities such as those of Mr Pearson.

7. AS TO THE DIRECTORS GENERALLY:

I DESIRE that so far as possible there shall at all times be a minimum of three Directors of the Foundation. I do not desire that the number should be increased beyond five unless in the opinion of the other Directors and my Trustees it is desirable so to increase them and I also desire that should the number of Directors at any time fall below five the necessary appointment to make up that number should be effected as speedily as is practicable.

Directors and Remuneration.

I SUGGEST to my Trustees that with a view of being in readiness to fill up vacancies which may occur by death or otherwise in the body of Directors of the Foundation or of the Institutions and organisations *at home or abroad* my Trustees shall with the aid of the Governing Director from time to time prepare a list to be revised half-yearly of persons whom they consider best qualified to act as Directors and Managers so that they may refer to such list when filling up vacancies which may occur as aforesaid.

I also must strongly urge that the right type of man should be selected and trained well in advance with the express view of filling the above posts and other definite important positions for which it may appear that they will be the most suitable and efficient. I further wish to impress on my Trustees the importance of maintaining a *high standard of technical and practical efficiency for the travelling representatives of the industrial organisations.* I consider it of paramount importance that the travelling representatives should have a complete mastery of the language of the countries in which they are expected to operate, and if need be funds and other facilities should be provided for the training in languages of suitable men.

IN all cases of appointments to fill such vacancies it is my EXPRESS DESIRE that preference be given when occasion shall arise to members of the staffs of any of my several organisations in the British Empire or abroad who are of good character and habits and have suitable abilities and qualifications attainments virility and a thorough knowledge of the policy and methods which I have long carried out. The principle of selection of the fittest must always prevail and if in the opinion of my Trustees no member of the respective staffs is sufficiently qualified or efficient then suitable men must be found outside. It is particularly desirable that the high standard of the administration of my several institutions and organisations should always be maintained and where possible constantly advanced both as regards the scientific administrative and general business qualifications and attainments of those selected and such changes only should be made in the personnel of the Directors as are deemed necessary by my Trustees. If however any Director either of The Foundation or of any of the Scientific Institutions or of any of the Industrial organisations at home or abroad shall prove himself inefficient or unworthy I hope my Trustees after due consultation with the Governing Director of The Foundation will not hesitate to remove him.

I cannot emphasise too strongly the importance of members of the Directorate recognising the necessity of establishing a feeling of mutual confidence in the qualifications efficiency reliability discretion and good judgement of each other, so that in their deliberations the opinions and recommendations individually expressed may carry confidence and respect, and thus lead to wise decisions being arrived at by the Directorate as a body.

Particularly, I wish the members of the Directorate when acting in their individual positions in The Foundation to be cautious when submitting to the Trustees administrative, technical, propaganda, financial and other business schemes for approval, to set forth any disadvantages of their projected plans or schemes just as prominently as they do any advantages which they may possess and to ensure that estimates of costs of all proposals are carefully compiled and their accuracy verified so far as it is possible to do so, with the object of detecting and remedying any faults, under estimates, etc., thereby avoiding misleading factors which in turn might lead to erroneous decisions and consequent losses.

I PARTICULARLY DESIRE that the several Institutions and Industrial Organisations shall continue the policy which I have always endeavoured to carry out and that fair and equitable treatment of all who are employed therein or with whom such institutions and industrial organisations shall have relations and dealings shall be scrupulously observed and that the high scientific standard, artistic and graceful appearance of products and packing, of publications and everything issued by the several institutions and industrial organisations shall be maintained and as far as is practicable carried to an even higher level. It should be the constant aim to improve and perfect the products, the methods of production and of marketing the same and in perfecting the publications issued by The Foundation and its institutions and industrial organisations.

Remuneration.

8. REMUNERATION

In the provisions for remuneration hereinafter contained I intimate the amounts which I wish to be provided for the holders of the several positions indicated but as time circumstances and conditions alter and men of greater or less experience and qualifications may be selected to fill the several positions I WISH to give to my Trustees absolute power and discretion after due consultation with the Directors of The Foundation to increase or modify such amounts in accordance with their judgement as to what may be right and fair and in the interest of the several organisations.

I have indicated in the private salary record book what remuneration I desire paid to Mr Pearson for his services as Governing Director and other positions and also to the other important officials of The Foundation but these indications are not in any way to limit the discretion of my Trustees.

My figures in the case of Mr Pearson are based on his exceptional ability qualifications and experience but the Trustees must use their discretion as to giving similar exceptional terms to any successor to Mr Pearson in the offices he holds, bearing in mind, however, that it is my express wish and desire that they shall aim at securing the services of the very best man possible with such qualifications as I have mentioned and with real length and breadth of vision and that the amount of remuneration should not be allowed to stand in the way of securing such a man.

It is my special desire that there shall be no material reductions in the proportional expenditure for publicity and other forms of propaganda of the several organisations as I wish my Trustees and the Directors continuously to develop and increase the output and sale of the products of the industrial organisations of The Foundation throughout the World. The consistent pursuance of this policy will ultimately result in greatly increased profits though the immediate results may be for a time to keep the profits within lower

limits. I consider it in the best interests of the several industrial organisations and of all concerned that the publicity advertising and other propaganda shall be steadily increased as the output is increased in volume and in profits, estimating always on an average of not less than three years. Ultimately there may come a time when the publicity advertising and other propaganda should be lessened but this is hardly probable, certainly not for many years to come. I consider the existing industrial organisations to be still in their early infancy and other organisations in various parts of the World on lines similar to those already in existence will become necessary in the course of time, and my Trustees are to use their absolute discretion in authorising the Directors to establish such other industrial organisations in any part of the World as they may consider desirable. The Directors are expected constantly to study the prospects and report to the Trustees their views as to the desirability of such additional industrial Establishments. With the enormous possibility of development in Chemistry Bacteriology Pharmacy and allied sciences if my desires and plans are carried out in the way of Research in co-operation with the several industrial organisations there are likely to be vast fields opened for productive enterprise for centuries to come. Increased income means increased power to carry out the great scientific work I have projected and entrusted to my Trustees and the Directors.

General Sphere of Research
Work.

9. SPHERE OF RESEARCH WORK, LABORATORIES AND MUSEUMS, UNDER THE GENERAL CONTROL OF MY TRUSTEES

IT IS particularly desirable that the general sphere of research work to be carried out under the Director in Chief of the Wellcome Bureau of Scientific Research and by the Directors of the affiliated Research Laboratories and Museums should as far as practicable be clearly defined by my Trustees after consultation with the Directors of the Foundation. I suggest that it is very desirable that the Director in Chief of the Wellcome Bureau of Scientific Research or the Directors of any other of my Research Institutions and Museums should not be required to direct or supervise operations carried out in the Experimental Laboratories and Manufacturing Departments of the Works but for these he and they should be relied upon only to give advice when consulted by the Trustees and Directors or the Managers or Superintendents of Works or authorised members of the staffs of the works of the several industrial organisations.

I also desire to emphasise that the Director in Chief of The Wellcome Bureau of Scientific Research shall not be required to supervise the operations of the Wellcome Chemical Research Laboratories or of the Wellcome Physiological Research Laboratories but that his functions should so far as possible be confined to a consultative, advisory and co-operative relationship.

I strongly recommend that there should be frequent consultations and a frank and harmonious exchange of views between all concerned; the Director in Chief of the Wellcome Bureau of Scientific Research, the Directors of the other research institutions and museums and the Directors of The Foundation should cordially and generously co-operate and bear and forbear so as to avoid friction and to secure prompt action in all matters and to ensure all proper and reasonable facilities being available for the carrying out of the projected research work and of my objects generally. In these matters delays are dangerous the right moment for new developments and discoveries should be seized and the work carried through as promptly as possible in the laboratories and on any research expeditions or commissions.

The research work contemplated and to be carried out in The Wellcome Bureau of Scientific Research as well as that carried out in the various other scientific research institutions and by research expeditions and commissions which may receive grants from the Research Fund is expected to yield much of purely technical interest which simply adds to the world's scientific knowledge, but at the same time a very large part of such research

work must have a very practical bearing on the great problems affecting the life, health and well being of mankind, such, for example, as the causes of disorders in human animal and plant life and the best methods of prevention of such disorders, it should also contribute to the discovery of remedies and curative agents and new methods of treatment which may be of practical interest and importance to the industrial organisations of The Foundation.

It is also desirable that the supervision of the research work carried out in the Experimental Laboratories and Manufacturing Departments of the Works connected with the several industrial organisations should (subject to the general supervision of my Trustees and the Directors) remain under the direction of the Manager of such Works.

The several organisations included in The Wellcome Foundation have been from the first built up on the basis of original scientific research, historical study and practical experimentation in the fields of chemistry, bacteriology, physiology, pharmacology, therapeutic and allied branches working in co-operation with medical, surgical and other scientific investigators with the view of not only keeping abreast with the times in the latest developments but actually leading and always being first in the field, especially in creating or discovering new products and methods for prevention and cure and in improving those already known and in preparing medicaments and appliances suitable and of uniform efficacy for use for civil and military expeditionary purposes, for pioneers and others in extreme climates, such as the tropics, sub-tropics and polar regions, and also to ensure the preservability of such medicaments and appliances unchanged for long periods. It has been my constant aim throughout to raise the standard of excellence and reliability by replacing the old vague and uncertain rule of thumb methods by the highest scientific methods of selection of natural or raw materials and by exactitude and precision in manufacture as well as by the production of chemical, bacteriological and galenical agents of the highest standard. This policy has during many years not only secured a unique reputation for the products issued from the works of my several industrial organisations but has also contributed to the financial success of my undertakings and it is my most earnest desire that the work which I have thus begun and which has gained world-wide recognition shall be perpetuated under the most practical and at the same time strictly ethical administration of the several industrial organisations in close and cordial co-operation with my Bureau of Scientific Research and my other Research Laboratories and such other institutions of a like character which may be established by my Trustees and any Institutions, Research Expeditions, Commissions and/or individual workers to which or to whom grants may be made from the aforesaid Research Fund. Having such opportunities and information my staff should promptly and assiduously utilise them and by research, experimentation or otherwise develop, produce or obtain the most suitable chemical, galenical, biological or natural agents for the purposes in view. The fruits of research work should constantly contribute to the effort to combat pain and disease and stay the hand of death and thus the world at large gain by added knowledge and by scientific discoveries and excellence and exactitude in production.

Organisation of Subsidiary
Companies.

10. ORGANISATION OF SUBSIDIARY COMPANIES

In case my Trustees should organise distinct and separate or subsidiary joint stock companies or other organisations or companies in any Dominion, Colony or Country where I have established industrial organisations or elsewhere as may appear to my Trustees to be desirable then I suggest that the constitution of such companies or other organisations might well be as follows: Each such separate or subsidiary Company or other organisation should, I suggest, be controlled and carried on by three Directors, two of whom should be Directors of The Foundation, including the Managing Director, and the remaining Director the Resident Manager of the separate or subsidiary Company in the respective Dominion, Colony or Country as aforesaid and to be known as "the Director Manager" or other suitable title. I know that my Trustees and the Directors of The Foundation will take

every possible care to select suitable men as Resident Managers of the subsidiary Companies. I recognise that for first class men it will be necessary to pay substantial salaries, but this should not be allowed to stand in the way. I would also suggest that such Resident Managers should be efficient, responsible and reliable men and be given the responsibility of conducting the local business.

If unforeseen circumstances should arise rendering it desirable my Trustees may find it expedient to remove the Headquarters of The Wellcome Foundation from England to some other country and may establish in its stead a subsidiary Company in England.

11. Wherever in this Memorandum I use the expression "industrial organisations" or "industrial institutions" it is my intention that these expressions should cover all manufacturing and business establishments at home or abroad in any way associated with The Wellcome Foundation.

Definition.

12. ARCHAEOLOGY AND TROPICAL MEDICINE

I specially recommend to my Trustees the completion of the Archaeological Research Work referred to in my Will and I wish them also to give very sympathetic consideration to the work carried out in the Wellcome Tropical Research Laboratories at Khartoum in which I take a very deep and abiding interest.

Archaeology and Tropical
Medicine.

The following is a copy of the letter of Gift referred to in my Will:

Snow Hill Buildings
London, E.C.
28th September 1901

Sir,

I beg to offer for the acceptance of the Gordon Memorial College, Khartoum, complete equipment for Chemical and Bacteriological Laboratories for Analytical and Research Work. The Laboratories would be designed:

To promote technical education.

To undertake the testing and assaying of agricultural mineral and other substances of practical interest in the industrial development of the Sudan.

To carry out such tests in connection with waters, food stuffs and sanitary matters as may be found desirable.

To aid criminal investigation in poisoning cases (which are so frequent in the Sudan) by the detection and experimental determination of toxic agents, particularly those obscure potent substances employed by natives.

To study bacteriologically and physiologically tropical disorders, especially the infectious diseases of both man and beast peculiar to the Sudan and to render assistance to the Officers of Health and to the Clinics of the Civil and Military Hospitals.

In order that the work of the Laboratories may be thorough and efficient it is very desirable that the Director shall be skilled and resourceful and be prepared to direct and carry out with zeal and energy all branches of work for which the Laboratories are equipped, and a

man who is willing to devote his life to the work of the Institution.

It is anticipated that the work in the Laboratories will prove beneficial to both the European and native population.

It is my desire that the Laboratories should be made, as far practicable, self-supporting, by the charging of such reasonable fees as will aid to covering the cost of maintaining them.

The only condition I stipulate in making this offer is that the Authorities are to maintain the Laboratories and appoint and maintain an efficient Director and Staff for conducting the work.

In the event of your doing me the honour of accepting my offer I propose that the equipments shall be delivered either at Alexandria or Port Said as you may prefer.

I have the honour to be, Sir,
Your Obedient Servant,
(Signed) HENRY S WELLCOME.

To Major-General Sir F Reginald Wingate,
KCMG, KCB, DSO, etc.,
Governor General of the Sudan,
19 Bryanston Square, W.

(Signed) HENRY S WELLCOME.

29 February 1932

APPENDIX

NOTE

Pursuant to an Order of the High Court dated 19 May 1992 (see p.49 of this Appendix), The Wellcome Trust Limited was appointed to act as the sole trustee of the Trust, in place of the then trustees, subject to the issue of a certificate of the Lord Chancellor that The Wellcome Trust Limited may act as a trust corporation for the administration of, inter alia, charitable trusts. This certificate was issued by the Lord Chancellor on 1 June 1992.

A. DEED OF COVENANT, PROVISOS [Clause 21]

Pursuant to an order of Mr Justice Bennett dated 21 December 1936 and made in the Chancery Division proceedings number 1936 W 3746 a deed of covenant entered into by a Trustee pursuant to Clause 21 of the Will may contain the following provision:

Clause 21 revoked, see p.51 of this Appendix.

THE JUDGE DOTH DECLARE that a Deed of Covenant entered into by a trustee of the Will of the Testator Sir Henry Solomon Wellcome (whether named by the said Will or to be hereafter appointed) in the language of Clause 21 of the said Will together with the addition of a proviso in the language set out in the Schedule hereto will be a proper deed of covenant within the meaning of the said Clause 21

THE SCHEDULE

PROVIDED that nothing in this Covenant shall be held to prevent me in the exercise of my proper function in any appointment held by me in the public service or under any publicly or privately endowed organisation for the promotion of medical research or under any University in Great Britain from giving advice on scientific matters to any person or persons solely for the purpose of rendering scientific discovery available for the general use and without pecuniary reward or other personal advantage to myself

B. APPOINTMENT AND REMUNERATION OF TRUSTEES [Clauses 1, 19 and 20]

Pursuant to an Order of Mr Justice Simonds dated 1 May 1939 and made in the Chancery Division proceedings number 1938 W 2583 regulations affecting the appointment and remuneration of Trustees were drawn up and set out in the manner following:

Varied, see p.49 of this Appendix, paragraph Q.

IT IS ORDERED that for the purpose of effectuating future appointments of new trustees of the said Will and of regulating the same and of remunerating the trustees thereof out of the trust estate of the testator or the income thereof the provisions of the Scheme set forth in the Schedule hereto be carried into effect by the trustees for the time being of the said Will

THE SCHEDULE SCHEME

1. The number of trustees shall not exceed five.
2. The statutory power of appointing a new trustee shall be exercisable by a majority of the trustees including a retiring trustee if willing to act In the exercise of such power the following provisions shall be complied with:
 - (a) (i) Where it is proposed to appoint a person as trustee immediately or mediately in place of Sir Henry Hallett Dale or Professor Thomas Renton Elliott the person appointed shall be a person of high scientific qualifications and no such appointment shall be made except after consultation with the Chairman for the time being of The Medical Research Council

This Scheme was varied from 1 June 1992, see p.49 of this Appendix, paragraph Q. In addition note that paragraphs 1 and 2 of this Scheme were incorporated from 13.5.68. See Scheme on p.27, of this Appendix, paragraph H.

(ii) Where it is proposed to appoint a practising member of the legal profession as trustee immediately or mediately in place of the late George Henry Hudson Lyall or Lancelot Claude Bullock the person appointed shall be a person who is possessed of wide practical business experience and of high standing and ability in the practice of law and with exceptional experience and qualifications in the conduct and administration of large and important estates and no such appointment shall be made except after consultation with the President for the time being of the Law Society

(iii) Where it is proposed to appoint a person as trustee immediately or mediately in place of Martin Price the person appointed shall be a Chartered Accountant of practical business experience and no such appointment shall be made except after consultation with the President for the time being of the Institute of Chartered Accountants

(iv) Subject as aforesaid no other person shall be appointed a trustee except after consultation with the Attorney General

(b) Where the person whom it is necessary to consult on the occasion of some proposed appointment expresses in writing to the trustees his formal disapproval of the appointment of some named person the trustees shall not on that occasion appoint such person to be a trustee

3. A trustee upon attaining the age of 75 years shall thereupon cease to be a trustee unless the other trustees prior to his attaining that age shall by a resolution passed by a clear majority of their number have requested him to continue in office for a definite period (not exceeding three years) specified in such resolution A trustee in respect of whom such a resolution has been passed shall cease to be a trustee upon the expiration of the period so specified or if any further like resolution or resolutions shall be passed by the like majority then at the expiration of the last of the definite periods (none of which shall exceed three years) specified in any such resolution provided always that no extension of office under this Clause shall have effect except with the sanction of a Judge of the Chancery Division

4. There shall be paid to each trustee remuneration at such a rate as after deducting income tax at the standard rate and after providing for that part of the surtax payable by the trustees which is attributable to his remuneration leaves a clear sum of £1000 a year or such other sums as may from time to time be fixed by an Order of the Chancery Division of the High Court of Justice In ascertaining the amount payable the surtax payable by the trustee shall be averaged over his whole income

5. Nothing herein contained shall prejudice the right of the present trustees to the remuneration payable to them under the Will of the Testator and such remuneration shall be accepted by each such present trustee in satisfaction of the remuneration provided for by this Scheme

C. REMUNERATION OF TRUSTEES (Clause 1)

Pursuant to an Order of Mr Justice Roshburgh dated 28 March 1957 and made in the Chancery Division, Group A, proceedings number 1956 W 137 the remuneration of Trustees was increased in the manner following:

THE JUDGE DOTH HEREBY APPROVE the Scheme set forth in the Schedule hereto relating to the trusts declared by the said Will of the Testator Sir Henry Solomon Wellcome

THE SCHEDULE SCHEME relating to the trusts declared by the Will of the Testator Sir Henry Solomon Wellcome, deceased

1. As from 6 April 1956 each trustee for the time being of the above-mentioned Will shall be entitled to receive remuneration at the rate of £2500 a year subject to tax and no more in lieu of any remuneration authorised by the said Will or by Paragraph 4 of the Scheme set forth in the Schedule to an Order dated 1 May 1939 and made in re Wellcome deceased Dale v His Majesty's Attorney-General 1938 W 2583

2. None of the trustees of the said Will (including the Defendant Thomas Renton Elliott) shall be liable to repay to the estate of the Testator any sum received by such trustee as remuneration in respect of any period before 6 April 1956 or obtained or obtainable by him in respect of any relief under any of the provisions of the Income Tax Act 1952 or any other Act relating to income tax

3. None of the trustees of the said Will (including the Defendant Thomas Renton Elliott) shall be entitled to receive any remuneration from the estate of the Testator in respect of any period before 6 April 1956 beyond the sums already actually received by him and such further sum (if any) as may be required to complete the payment of his remuneration down to 5 April 1956 on the footing hitherto adopted (as explained in the eighth paragraph of the affidavit of the Plaintiff Martin Price filed 23 January 1956)

D. APPROPRIATION OF PROFITS (Clause 4)

Pursuant to an Order of Mr Justice Morton dated 12 January 1944 and made in the Chancery Division, Group A, proceedings number 1943 W 793 it was declared that:

upon the true construction of the Will of the above named Testator Sir Henry Solomon Wellcome and having regard to the Articles of Association of the Wellcome Foundation Limited the Trustees of the said Will have an absolute and unfettered discretion either to require or not to require the percentages of profits mentioned in Article 52 or any of them to be set aside by the said Company

NOTE:

1. Article 52 was replaced by Article 104 of the Articles of Association of The Wellcome Foundation Limited adopted on the 18 July 1960 which provided as follows:

Article 104. The company shall in each year out of the moneys and income which would, but for this present Article, be available for dividend, pay and/or apply in connection with the objects mentioned below, or some or one of them, such sums (if any) as the trustees of the will of the late Sir Henry Solomon Wellcome shall direct so long as they continue to hold not less than one half of the issued share capital of the company, and shall out of the said moneys and income each year, if and so far as required so to do by the said trustees, pay and/or apply as aforesaid the following percentages for or towards the following several objects, namely:

(a) first, the sum of thirty-five per cent of such moneys and income for and towards the establishment and/or endowment and/or maintenance and/or equipment and/or development of institutions or organisations of scientific research and study or otherwise for the purposes of scientific research and exploration generally;

This Scheme was varied from 1 June 1952, see Court Scheme on p.49 of this Appendix, paragraph Q. In addition, paragraph 1 of this Scheme altered from 8.11.71. See Scheme on p.28 of this Appendix, paragraph 1.

- (b) secondly, the further sum of five per cent of such moneys and income for the purposes of the general welfare, physical or intellectual, of the staff and employees for the time being of the company or any individual members thereof or the dependants of any such member;
 - (c) thirdly, the further sum of ten per cent of such moneys and income for the purposes of establishing, endowing, maintaining, and/or extending libraries and museums, whether open to the public or not;
 - (d) fourthly, the further sum of twenty-five per cent of the said moneys and income for the purposes of and so as to form a general reserve fund as and for a capital and business expansion fund, and to be applied in such manner and for such purposes as the directors think proper.
2. By a Special Resolution of The Wellcome Foundation Limited passed on 9 January 1986 new Articles of Association were adopted by the Company. The provisions contained in, *inter alia*, Article 104 of the previous Articles were deleted.

E. VALIDITY OF GIFT AS CHARITABLE [Clause 10]

Pursuant to an Order of Mr Justice Morton dated 18 July 1944 and made in the Chancery Division, Group A, proceedings number 1944 W 570 it was declared that:

upon the true construction of the said Will of the Testator

- 1. that the gift made by clause 10 of the said Will of the Testator ending with the words "the Wellcome Memorial" is a good and valid charitable gift
- 2. that further provision in the said Clause prefaced by the words "it is my special desire" does not constitute a valid trust for charitable purposes
- 3. that the Trustees of the said Will have no valid power to expend any part of the Testator's estate for the purpose of a mausoleum in accordance with the desire of the Testator expressed in the said Clause

F. AUGMENTED INVESTMENT POWERS [Clause 17]

Pursuant to an Order of Mr Justice Upjohn dated 10 December 1956 and made in the Chancery Division, Group A, proceedings number 1956 W 1941 the investment powers of the Trustees under Clause 17 of the Will were augmented in the manner following:

THE JUDGE DOTH by way of Scheme and by way of addition to the powers of investment given to the Applicants as trustees of the Will of the above named Testator Sir Henry Solomon Wellcome by clause 17 of the said Will ORDER that the Applicants or other the trustees for the time being of the said Will be at liberty to invest trust money (other than any sums set aside from time to time to provide for the annuities bequeathed by the Will of the said Testator) requiring investment in

- (i) Government securities of the United States of America or of any State thereof or
- (ii) the debentures or debenture stock or preference ordinary or deferred shares or stock or other marketable security of any company incorporated in the United Kingdom under any general or special Act of Parliament or by Royal Charter or incorporated under the Laws of the United States of America or any State thereof or of any corporation established in the United Kingdom for public purposes by or under any Act of Parliament Provided always that

- (a) no trust money shall be invested in any investment not authorised by the Will of

the Testator which is not dealt in or quoted upon either the London Stock Exchange or the New York Stock Exchange

(b) no trust money shall be invested in any investment not authorised by the Will of the Testator if the aggregate value of the investments for the time being held on the charitable trusts of such Will which are so authorised is then or would thereby become less than one third of the aggregate value for the time being of all the investments and money held on the said trusts (all shares stock or other securities of The Wellcome Foundation Limited being left out of account)

(c) no trust money shall be invested in any shares or stock of any company (other than a company incorporated in the United Kingdom carrying on banking or insurance business in the United Kingdom) which by reason of not being fully paid up or otherwise carry a liability to contribute by way of calls either in the event of the company being wound up or otherwise and

(d) no trust money shall be invested in the ordinary or deferred shares or stock of any company unless at the time of investment such company shall have a paid up capital of at least One million pounds or its equivalent at the current rate of exchange and shall have paid a dividend at the rate of at least five per cent per annum on such ordinary or deferred shares or stock in each of the five preceding years And so that in the case of a company having shares of no par value such paid up capital shall be deemed to include the capital sum (other than capital surplus) appearing in the Company's published accounts for the time being in respect of such shares and the rate of dividend on such shares in any year shall be computed by reference to the said capital sum ascertained as at the beginning of that year

G. THE WELLCOME MEMORIAL [Clause 10]

Pursuant to an Order of Mr Justice Roxburgh dated 4 November 1957 and made in the Chancery Division, Group A, proceedings number 1957 W 1879 effect was given to directions for payment of funds to establish The Wellcome Memorial as set out in Clause 10 of the Will in the manner following:

IT IS ORDERED that the Applicants be at liberty (subject to the provisions of the Exchange Control Act, 1947) to pay the respective sums of Two hundred and fifty thousand dollars and One hundred and fifty thousand dollars bequeathed by Clause 10 of the Will of the above named Testator Sir Henry Solomon Wellcome for the purpose of establishing and maintaining the Wellcome Memorial at Garden City in the State of Minnesota (one of the United States of America) to the special trustees appointed by deed dated 27 November 1956 for the purposes of that Clause (or the survivors of them) upon the undertaking of the said special trustees (or such survivors) to apply the same for the purposes of the said Clause (so far as declared to be valid by the said Order dated 18 July 1944) with such modifications (if any) as may be approved by the appropriate Court having jurisdiction in the matter under the laws of the said State of Minnesota

H. NUMBER AND APPOINTMENT OF TRUSTEES [Clause 19]

Pursuant to an Order of Mr Justice Pennycuik dated 13 May 1963 and made in the Chancery Division, Group A, proceedings number 1963 W 1103 the provisions regulating the number of Trustees and the appointment thereof were further amended in the manner following:

THE JUDGE DOTH HEREBY APPROVE the Scheme set forth in the Schedule hereto relating to the trusts declared by the said Will of the Testator Sir Henry Solomon Wellcome

THE SCHEDULE

SCHEME

relating to the trusts of the Will of
Sir Henry Solomon Wellcome deceased

1. The number of trustees of the said Will of the Testator shall not exceed seven
2. The statutory power of appointing a new or additional trustee shall be exercisable by a majority of the trustees (other than any trustee retiring and unwilling to act) holding office immediately before such appointment. In the exercise of that power the trustees shall have regard for the wishes of the Testator expressed in his said Will and his Memorandum for the guidance and assistance of the trustees dated 29 February 1932 but shall not be bound to comply with such wishes
3. Paragraphs 1 and 2 of the Scheme set forth in the Schedule to the Order made on 1 May 1939 in *Re Wellcome* deceased Dale v His Majesty's Attorney-General 1938 W 2583 shall henceforth cease to have effect but the remaining paragraphs of that Scheme shall continue in force as already modified

*Varied by Court Scheme, see
p. 49 of this Appendix,
paragraph Q.*

I. REMUNERATION OF TRUSTEES [Clause 1]

Pursuant to an Order of Mr Justice Brightman dated 8 November 1971 and made in the Chancery Division, Group A, proceedings number 1971 W 1978 the provisions relating to Trustees remuneration and the variation thereof were amended in the manner following:

THE COURT DOTH HEREBY APPROVE the Scheme set forth in the Schedule hereto and DOTH ORDER that the same be carried into effect by the trustees for the time being of the said Will.

THE SCHEDULE

SCHEME

relating to the trusts of the Will of
Sir Henry Solomon Wellcome deceased

1. From and after the date of the Order approving this scheme each trustee for the time being of the above mentioned Will shall be entitled to receive remuneration at the rate of £4000 per annum subject to tax and no more in lieu of any remuneration authorised by paragraph 1 of the scheme set forth in the schedule to an Order of the Court made on 28 March, 1957 in *Re Wellcome* deceased Dale v Elliott 1956 W 137 or by any document mentioned in that paragraph
2. The trustees may hereafter with the prior consent of the Charity Commissioners increase their annual remuneration as and when increases are made in the salaries payable to Under Secretaries pursuant to the Civil Service Scale from time to time current the increases in the trustees' remuneration to be in proportion to the increases hereafter made in the salaries of Under Secretaries
3. If and whenever the salaries payable to Under Secretaries pursuant to the Civil Service Scale from time to time current shall hereafter be reduced the trustees shall apply to the Charity Commissioners for directions whether any reduction of the annual remuneration of the trustees shall be made IF the Charity Commissioners are of the opinion that any reduction should be so directed the proportion thereof shall not exceed the proportion by which the salaries of Under Secretaries shall have been reduced

J. THE RESEARCH MUSEUM AND LIBRARY FUND [Clause 14]

Pursuant to an Order of the Court of Appeal dated 28 January 1976 which in part revoked an Order of Mr Justice Whitford dated 12 March 1975 and pursuant to an Order of Mr Justice Foster dated 21 March 1977 all made in or in respect of proceedings in the Chancery Division, Group A, number 1974 W 5098 the provisions of this Clause were construed and a Scheme approved whereby the museum collection was placed with the Science Museum and otherwise distributed in the manner following:

ORDER of the Court of Appeal dated 28 January 1976.

THIS COURT DOTH ORDER that the said Order dated 12 March 1975 be discharged so far as the said Order declared as set forth in the Schedule hereto

AND in lieu thereof THIS COURT DOTH DECLARE that on the true construction of the Will of the Testator the trustees for the time being thereof have power to place indefinitely in the possession of the Science Museum controlled by the Secretary of State for Education and Science the whole or any part selected by the trustees of the objects which are comprised in the collection acquired by the trustees from The Wellcome Foundation Limited in 1960 or which have been or are hereafter acquired by the trustees as objects suitable for inclusion in a museum collection provided that the objects so placed in the possession of the Science Museum shall be used as a museum collection of the History of Medicine

1. under such title including the name of Wellcome as the trustees for the time being of the Will of the Testator deem most appropriate and
2. upon such terms as they may in their discretion from time to time agree with the Secretary of State for Education and Science being terms which
 - (a) provide for repossession by the trustees of the collection so placed in the possession of the Science Museum if for a material period such part of the collection as is from time to time selected for exhibition to the public (together with objects which have been or are acquired by or on behalf of the Secretary of State and which being suitable for exhibition with the collection are exhibited with it) either is not exhibited (whether in one room or adjoining or neighbouring rooms) as a single collection concerned with the history of medicine or is not of a size and extent at least comparable to the exhibition so concerned and now maintained by the trustees in the Wellcome Institute for the History of Medicine at the Wellcome Building in Euston Road but so that no repossession need occur only as a result of
 - (i) any temporary removal of objects from the collection and their exhibition temporarily elsewhere or
 - (ii) any temporary removal of objects due to the revision of the collection from time to time or
 - (iii) any failure to mount an exhibition or an adequate exhibition during any such reasonable period as may be required for making or completing arrangements for exhibition of an appropriate part of the collection
 - (b) ensure that the said trustees either personally or by their agents are at all times while the collection is in the possession of the Science Museum actively associated with the Department of Education and Science in the management of the said collection so placed in the possession of the Science Museum and

(c) provide expressly or to the effect that the objects comprised in that collection shall at all reasonable times be exhibited to or made available for examination by appropriate research workers students and other persons who may be specially interested in any subject covered by or purposes of the collection and who may desire to inspect or examine all or any of the objects for the purpose of instruction education carrying on of studies or intellectual improvement but

(d) do not preclude the trustees from repossessing the objects so placed in the possession of the Science Museum if at any time the trustees are unable to negotiate suitable terms for a future period or consider there has been a substantial failure on the part of the Science Museum to carry out the existing arrangements

THE SCHEDULE

THIS COURT DOTH DECLARE that on the true construction of the Will of the Testator the trustees for the time being thereof have power to place indefinitely in the possession of the Science Museum controlled by the Secretary of State for Education and Science the whole or any part selected by the trustees of the objects which are comprised in the collection acquired by the trustees from The Wellcome Foundation Limited in 1960 or which have been or are hereafter acquired by the trustees as objects suitable for inclusion in a museum collection provided that the objects so placed in the possession of the Science Museum shall be used as a museum collection under

1. such title including the name Wellcome as the trustees for the time being of the Will of the Testator deem most appropriate and

2. such terms as they may in their discretion from time to time agree with the Secretary of State for Education and Science being terms which

(a) provide expressly or to the effect that the objects shall at all reasonable times be exhibited to or made available for examination by appropriate research workers students and other persons who may be specially interested in any subject covered by or purposes of the collection and who may desire to inspect or examine all or any of the objects for the purpose of instruction education carrying on of studies or intellectual improvement but

(b) do not preclude the trustees from repossessing the objects so placed in the possession of the Science Museum if at any time the trustees are unable to negotiate suitable terms for a future period or are dissatisfied with the carrying out of the existing arrangements

AND THIS COURT DOTH DECLARE that on the true construction of the Will of the Testator the trustees for the time being thereof have power to place any objects or object indefinitely in the possession of any museum established for charitable purposes in any part of the world or any educational or scientific or medical institution so established or any publicly-owned museum or publicly-owned educational scientific or medical institution provided that the objects or object so placed shall be used as or as part of a museum collection under such title and terms as are *mutatis mutandis* set forth at (1) and (2) of the preceding declaration

ORDER of Mr Justice Whitford dated 12 March 1975

THIS COURT DOTH DECLARE that on the true construction of the Will of the Testator the trustees for the time being thereof have power to place indefinitely in

the possession of the Science Museum controlled by the Secretary of State for Education and Science the whole or any part selected by the trustees of the objects which are comprised in the collection acquired by the trustees from The Wellcome Foundation Limited in 1960 or which have been or are hereafter acquired by the trustees as objects suitable for inclusion in a museum collection provided that the objects so placed in the possession of the Science Museum shall be used as a museum collection under

1. such title including the name Wellcome as the trustees for the time being of the Will of the Testator deem most appropriate and

2. such terms as they may in their discretion from time to time agree with the Secretary of State for Education and Science being terms which

(a) provide expressly or to the effect that the objects shall at all reasonable times be exhibited to or made available for examination by appropriate research workers students and other persons who may be specially interested in any subject covered by or purposes of the collection and who may desire to inspect or examine all or any of the objects for the purpose of instruction education carrying on of studies or intellectual improvements but

(b) do not preclude the trustees from repossessing the objects so placed in the possession of the Science Museum if at any time the trustees are unable to negotiate suitable terms for a future period or are dissatisfied with the carrying out of the existing arrangements

AND THIS COURT DOTH DECLARE that on the true construction of the Will of the Testator the trustees for the time being thereof have power to place any objects or object indefinitely in the possession of any museum established for charitable purposes in any part of the world or any educational or scientific or medical institution so established or any publicly-owned museum or publicly-owned educational scientific or medical institution provided that the objects or object so placed shall be used as or as part of a museum collection under such title and terms as are *mutatis mutandis* set forth at (1) and (2) of the preceding declaration

AND the Defendant Her Majesty's Attorney-General by his Counsel not objecting

THIS COURT DOTH ORDER that a Scheme be settled by the Judge (such Scheme to be brought in by the Plaintiffs) relating to such objects (if any) as the trustees for the time being of the Will of the Testator consider to be unsuitable or inappropriate for inclusion in a museum devoted to the history of medicine or to be of a class or description sufficiently represented in their collection (treating it as including objects placed in the possession of the Science Museum or any other museum or institution)

ORDER of Mr Justice Foster dated 21 March 1977

IT APPEARING to the satisfaction of the Court that the Scheme set forth in the Schedule hereto for the future management and regulation of the charity created by the Will of the above named deceased is a fit and proper Scheme for that purpose

THE COURT DOTH approve the said Scheme and DOTH ORDER that it be carried into effect

THE SCHEDULE SCHEME

For the administration and regulation in certain respects of the charity created by the Will of Sir Henry Solomon Wellcome deceased in regard to the fund designated in that Will as "The Research Museum and Library Fund"

1. In this scheme unless the context otherwise requires

(a) "the Testator" means Sir Henry Solomon Wellcome deceased

(b) "the Trustees" means the trustees for the time being of the Will of the Testator

(c) "the Wellcome Collection" means the collection consisting of the following objects so far as still from time to time belonging to the Trustees (whether or not on loan to or in the possession of any other person or any museum or institution not belonging to the Trustees)

(i) the collection of objects acquired by the Trustees from The Wellcome Foundation Limited by an agreement dated 18 August 1960 and made between The Wellcome Foundation Limited and the then Trustees and

(ii) all other objects (if any) which were acquired by the Testator or have been acquired by the Trustees as objects for inclusion in a museum or research collection

(d) "the Wellcome Library" means all books periodicals newspapers manuscripts and other paper or parchment documents whatsoever regarded by the Trustees as belonging to the Wellcome Library for the History of Medicine other than

(i) such catalogues and other documents as are exclusively or primarily concerned with listing or describing all or any of the particular objects which or particular manufactured objects specimens of which are comprised in the part of the Wellcome Collection not constituting the Wellcome Library and

(ii) such other catalogues and documents as relate exclusively or primarily to all or any of those particular objects or particular manufactured objects

(e) "The Surplus Objects" means the objects to which this scheme applies in consequence of paragraph 2 hereof and "Surplus Object" means any such object.

2. The scheme shall apply to any object at any time if

(a) it is then comprised in the Wellcome Collection but not in the Wellcome Library and

(b) the Trustees consider that the object is unsuitable or inappropriate at that time for inclusion in a museum or library devoted to the history of medicine or to modern medicine or is then of a class or description sufficiently represented in the Wellcome Collection by another object or other objects

3. Any Surplus Object may in all respects as the Trustees shall in their discretion think fit be

(a) lent or given or otherwise disposed of gratuitously or for any consideration to any museum or library situated in the United Kingdom and established exclusively for

purposes which are under the law of England charitable or to any educational or scientific or medical institution so situated and established or to any publicly-owned museum or library or educational or scientific or medical institution so situated or

(b) lent whether temporarily or indefinitely and whether gratuitously or for any consideration to any museum or library situated in any part of the world outside the United Kingdom and established for the benefit of the public or a section of the public or to any educational or scientific or medical institution so situated and established or

(c) sold exchanged or otherwise disposed of for full consideration or

(d) destroyed or otherwise discarded if it is of no saleable value

4. Where the value of a Surplus Object as estimated by an appropriate expert exceeds £10 000 the Trustees shall not exercise in regard to that Surplus Object any of the powers conferred by subparagraphs (b) and (c) of paragraph 3 of this scheme (otherwise than by lending the Surplus Object for a period not exceeding 18 months) unless

(a) they have notified the Secretary of State for Education and Science at least eight weeks beforehand that the Trustees have under consideration an exercise of those powers in relation to the Surplus Object and

(b) they have considered any views expressed by the Secretary of State for Education and Science in writing as to the manner in which they should exercise their powers in regard to the Surplus Object

5. The following provisions shall apply in regard to paragraph 4 of this scheme

(a) Where an appropriate expert appointed by the Trustees to examine the Surplus Object considers that a Surplus Object was made or adapted or brought into existence for use or enjoyment only or primarily together with another Surplus Object or other Surplus Objects and the pair or set of Surplus Objects so constituted have as a pair or set a value (as estimated by an appropriate expert) exceeding £10 000 paragraph 4 and this paragraph shall apply as if each of the Surplus Objects in the pair or set had a value (as so estimated) exceeding £10 000

(b) An expert appointed for any purpose under paragraph 4 or this paragraph may be one of the Trustees or an officer employee or agent of the Trustees

(c) In regard to any Surplus Object the Trustees shall not be bound to consider under subparagraph (b) of paragraph 4 any views expressed in regard to that Surplus Object but not delivered in writing to the Trustees before the expiration of eight weeks from the delivery to the Secretary of State for Education and Science of notification in regard to the Surplus Object under subparagraph (a) of paragraph 4

(d) Any written view shall be sufficiently delivered to the Trustees for the purposes of subparagraph (b) of paragraph 4 by delivering them addressed to the Trustees or the Director of The Wellcome Trust at their or his address given in the notification in response to which the views are expressed

6. Nothing herein contained shall extinguish abridge or prejudice any power which would have been vested in the Trustees apart from this scheme

*Revised by Court Scheme,
see p. 49 of this Appendix,
paragraph Q.*

K. MANAGEMENT AND TRUST ADMINISTRATION [Clause 12]

Pursuant to an Order of the Charity Commissioners for England and Wales sealed on 14 September 1981 a Scheme for the administration and management of the Trust property was approved and established in the following terms:

CHARITY COMMISSION

In the matter of the following Charities, founded by will of Sir Henry Solomon Wellcome proved in the Principal Registry on 19 September 1936 and comprised in Schemes of the High Court of Justice (Chancery Division) of 1 May 1939, 10 December 1956, 28 March 1957, 3 May 1963, 8 November 1971, 28 January 1976 and 21 March 1977 and now collectively known as The Wellcome Trust:

1. The Charity called The Research Undertaking Charity;
2. The Charity called The Museum and Library Charity; and

In the matter of the Charities Act, 1960.

THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES HEREBY ORDER that the following Scheme be approved and established:

SCHEME

1. The above-mentioned Charities and the property thereof shall be administered and managed upon the subsisting trusts thereof as varied or affected by the provisions of this Scheme.
2. The Trustees of the Charities shall have full power from time to time to make regulations for the management of the Charities and for the conduct of their business, including regulations for appointing a director of the Charities and prescribing the function, powers and duties of such a director.
3. The Trustees shall also have power from time to time to appoint such persons as they think fit, including any officers of the Charities or other suitable persons, to be a committee or committees for discharging in such manner and subject to such directions as the Trustees shall give, such of the functions of the Trustees, including the appointment and discharge of staff employed by the Charities, as relate to the day-to-day administration and management of the Charities: Provided that at least one of the Trustees shall always be a member of every committee. All acts and proceedings of committees shall be reported in due course to the Trustees for approval and confirmation.
4. Any question as to the construction of this Scheme or as to the regularity or the validity of any acts done or about to be done under this Scheme shall be determined by the Charity Commissioners upon such application made to them for the purpose as they think sufficient.

Sealed by Order of the Commissioners this 14th day of September 1981.

L. MANAGEMENT AND TRUST ADMINISTRATION. [Clause 12]

Pursuant to paragraphs 2 and 3 of the Charity Commissioners' Scheme sealed on 14 September 1981 the following Regulations have been made by the Trustees:

*These regulations are no
longer applicable, see note to
paragraph K.*

REGULATIONS

made by the Trustees pursuant to
Paragraphs 2 and 3 of the Charity
Commissioners Scheme made the
14th day of September 1981

Definitions

1. In these Regulations the following expressions have the following meanings:

"the Will" means the Will of Sir Henry Solomon Wellcome Deceased dated 29 February 1932 and proved in the Principal Probate Registry on 19 September 1936.

"The Wellcome Trust" means the Trusts created by the Will including and comprising the charitable objects and purposes set forth in Clauses 13 and 14 of the Will and as registered with the Charity Commissioners under the style of The Research Undertaking Charity and The Museum and Library Charity.

"the Trustees" means the Trustees for the time being of The Wellcome Trust.

"the Director" means the Director for the time being of The Wellcome Trust.

"the Research Fund" has the meaning given to it by Clause 13 of the Will and also includes the whole of the income of the Fund so defined.

"Overseas Fellowship" means a grant awarded to a person of a nationality other than British in order to enable that person to undertake research work for a specified period in the United Kingdom.

The Wellcome Trust

2. The Trustees in the management and conduct of the business of The Wellcome Trust shall insofar as they are able so to do act jointly and collectively under the style and title of "The Wellcome Trust" and any act or acts done or committed by the Trustees under that said style or title shall be deemed to be an act or acts done or committed by the Trustees.

The Director

3. (a) The Trustees shall appoint a Director of The Wellcome Trust whose appointment shall be on such terms as the Trustees shall think fit.
- (b) The function of the Director shall be:
 - (i) to act as Secretary to the Trustees
 - (ii) to undertake the administration of the affairs of The Wellcome Trust in such manner as the Trustees shall from time to time direct including all such functions as may properly be delegated by the Trustees pursuant to Section 23 of the Trustee Act 1925 and the making of payments on behalf of the Trustees out of the Research Fund inter alia:
 - (a) in discharge of taxes, costs or administrative expenses properly payable thereout
 - (b) for purposes authorised by the Trustees

(iii) to determine in accordance with the Trustees adopted policy what requests or applications made to the Trustees for grants shall be considered by them or any delegate or committee thereof PROVIDED ALWAYS that any such request or application not placed before the Trustees because it did not attain the minimum standard imposed by the Trustees shall be reported to their next meeting.

(iv) to make grants during such period or periods as the Trustees shall think fit not exceeding in the case of an Overseas Fellowship the sum referred to in the Schedule Part I but in all other cases the sum referred to in the Schedule Part II out of the Research Fund in respect of any applications relating to and for the purpose or purposes of medical research or medical historical research as the Trustees may specify PROVIDED ALWAYS

(a) that the total of the amounts which may be granted in favour of any one recipient or programme of research in any period of six calendar months shall not exceed in the case of an Overseas Fellowship the sum referred to in the Schedule Part I but in all other cases the sum referred to in the Schedule Part II and

(b) that a report of all the Director's decisions is made to the next subsequent meeting of the Trustees.

Sole Trustees Powers

4. Each Trustee acting alone shall, during such period or periods as the Trustees shall think fit, be authorised by the remaining Trustees to make out of the Research Fund

(a) Grants not exceeding the sum referred to in the Schedule Part III in respect of any application relating to and for the purpose or purposes of medical or medical historical research PROVIDED ALWAYS

(i) that the total of the amounts which may be granted in favour of any one recipient or programme of research in any period of six calendar months shall not exceed the sum referred to in the Schedule Part III and

(ii) that a report of all the Trustee's decisions is made to the next subsequent meeting of the Trustees.

(b) Any payment or payments authorised by the Trustees.

The Committee

5. (a) The Trustees shall from time to time and for such periods as they think fit specify:

- (i) delegated topics, and in respect of each such delegated topic
- (ii) designated Trustee or designated Trustees, and
- (iii) a designated Committee.

(b) In relation to each of the delegated topics a designated Trustee shall be authorised by the remaining Trustees to make out of the Research Fund any grant or grants not exceeding the sum referred to in the Schedule Part IV.

(c) In relation to each delegated topic for which there is a designated Committee

(which Committee shall include the designated Trustee or Trustees) decisions shall be made by a majority of that said Committee which shall be authorised by the remaining Trustees to make out of the Research Fund any grant or grants not exceeding the sum referred to in the Schedule Part V PROVIDED ALWAYS that if a Trustee member of that Committee dissents the matter shall be referred to the full Board of Trustees.

(d) Such authorisations as contained in 5(b) PROVIDED ALWAYS

(i) that the total of the amounts which may be granted in favour of any one recipient or programme of research in any period of six calendar months shall not exceed the sum referred to in the Schedule Part IV and

(ii) that a report of all the designated Trustee's decisions is made to the next subsequent meeting of the Trustees.

(e) Such authorisations as contained in 5(c) PROVIDED ALWAYS

(i) that the total of the amounts which may be granted in favour of any one recipient or programme of research in any period of six calendar months shall not exceed the sum referred to in the Schedule Part V and

(ii) that a report of all the designated Committee's decisions is made to the next subsequent meeting of the Trustees.

Employment Committee

6. (a) The Trustees shall appoint a Committee of such persons as they think fit (but so as to include thereon at least one Trustee and the Director) which shall during the period or such periods as the Trustees think fit, be authorised by the Trustees in the name of The Wellcome Trust to engage staff whom the Director, after approval by the Trustees in the case of senior appointments, considers it necessary or expedient to employ for the due execution of the administrative and executive work required to be undertaken to fulfil the purposes of The Wellcome Trust and where appropriate discharge of same.

(b) The said Committee shall be authorised by the Trustees to do all things which may be necessary or expedient in respect of the employment of the said staff including the making of provision for pensions.

(c) The Committee and each and every member thereof shall be indemnified by the Trustees out of the Research Fund against any claims awards costs or expenses incurred by or made against it or them as a consequence of the employment or discharge of such staff.

(d) The acts and proceedings of the said Committee shall be regularly reported to the Trustees for approval and confirmation.

THE SCHEDULE
herein referred to

Part I	£40 000	Clause 3 (b)(iv)	Director - Overseas Fellowships
Part II	£10 000	Clause 3 (b)(iv)	Director
Part III	£50 000	Clause 4 (a)	Sole Trustee
Part IV	£50 000	Clause 5 (b) and (d)	Designated Trustee
Part V	£150 000	Clause 5 (c) and (e)	Designated Committee

NOTE: The amounts shown in the Schedule were current at May 1986 but are no longer applicable.

M. THE WELLCOME FOUNDATION LIMITED [Clause 17]

A Scheme of the Charity Commissioners for England and Wales for the sale or disposal of any part of the holding of shares of the Trustees in The Wellcome Foundation Limited was sealed on 25 July 1985.

CHARITY COMMISSION

In the matter of the following Charities, founded by will of Sir Henry Solomon Wellcome proved in the Principal Registry on 19 September 1936 and comprised in Schemes of the High Court of Justice (Chancery Division) of 1 May 1939, 10 December 1956, 28 March 1957, 13 May 1963, 8 November 1971, and 21 March 1977, a Scheme of the Court of Appeal of 28 January 1976 and a Scheme of the Charity Commissioners of 4 September 1981 and now collectively known as The Wellcome Trust:

1. The Charity called The Research Undertaking Charity;
2. The Charity called The Museum and Library Charity; and

In the matter of the Charities Act 1960.

THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES HEREBY ORDER that the following Scheme be approved and established:

SCHEME

1. (1) Subject to the consent of the Charity Commissioners the Trustees of the above-mentioned Charities may from time to time sell or dispose of any part of the holding of shares in The Wellcome Foundation Limited or any successor company belonging to the Charities and in connection with such sale or disposal shall have power to enter into and effect all such other transactions in relation to property belonging to the Charities and exercise any powers (whether or not authorised or conferred by the above-mentioned will of Sir Henry Solomon Wellcome or any order made in connection therewith) as shall seem to the Trustees expedient in the interests of the Charities: Provided that the Trustees may not by the exercise of their powers pursuant to this Scheme sell or dispose of shares of The Wellcome Foundation Limited or any successor company if the effect of such sale or disposal would be that upon such sale or disposal the Trustees cease to have control of The Wellcome Foundation Limited.

- (2) In this clause:

(a) "control of The Wellcome Foundation Limited" means the holding for the account of the Charities of shares in a successor company, if there is one, or if there is no successor company, in The Wellcome Foundation Limited compris-

ing more than 50 per cent of the equity share capital (as defined in subsection (5) of section 154 of the Companies Act 1948) of that company and entitling the holders:

- (i) To more than 50 per cent. of the votes exercisable at a General Meeting of that company disregarding votes exercisable only in restricted circumstances; and

- (ii) To receive on a winding-up not less than 50 per cent of the assets available for distribution among shareholders of that company in such winding up after repayment of the amount paid up on all issued shares in that company and any amount in respect of dividends thereon;

(b) "successor company" means any company of which The Wellcome Foundation Limited is a wholly owned subsidiary (as defined in subsection (4) of section 150 of the Companies Act 1948) or which has acquired the undertaking of The Wellcome Foundation Limited or whose wholly owned subsidiary (as so defined) has acquired the undertaking of The Wellcome Foundation Limited.

2. In deciding whether any particular sale or disposal and the exercise of any power in connection therewith is expedient in the interests of the Charities, the Trustees shall give consideration to the intentions of Sir Henry Solomon Wellcome as expressed in the said will and to the financial implications to the Charities of such sale, disposal or exercise.

3. Any question as to the construction of this Scheme or as to the regularity or the validity of any acts done or about to be done under this Scheme shall be determined by the Commissioners upon such application made to them for the purpose as they think sufficient.

Sealed by Order of the Commissioners this 25th day of July 1985.

N. NEW HOLDING COMPANY [Clause 17]

In connection with the Charity Commissioner's Scheme sealed on 25 July 1985 the following Order was made by the Charity Commissioners on 20 December 1985 for the disposal by the Trustees of their holding of shares in The Wellcome Foundation Limited to a holding company.

CHARITY COMMISSION

In the matter of the following Charities, founded by the will of Sir Henry Solomon Wellcome proved in the Principal Registry on 19 September 1936 and comprised in Schemes of the High Court of Justice (Chancery Division) of 1 May 1939, 10 December 1956, 28 March 1957, 13 May 1963, 8 November 1971, and 21 March 1977, a Scheme of the Court of Appeal of 28 January 1976 and Schemes of the Charity Commissioners of 4 September 1981 and 25 July 1985, and now collectively known as The Wellcome Trust:

1. The Charity called The Research Undertaking Charity;
2. The Charity called The Museum and Library Charity; and

In the matter of the Charities Act 1960.

WHEREAS the Trustees of the above-mentioned Charities (hereinafter referred to respectively as "the Trustees" and "the Charities") hold for the account of the Charities the whole of the issued share capital in The Wellcome Foundation Limited (hereinafter referred to as "the Foundation");

AND WHEREAS the above-mentioned Scheme of 25 July 1985 (hereinafter referred to as "the 1985 Scheme") made provision, *inter alia*, for the sale or disposal of shares in the Foundation in accordance with the provisions and subject to the terms and conditions of that Scheme;

AND WHEREAS the Trustees have given to the Charity Commissioners for England and Wales an undertaking under seal that in the event of a disposal of shares in pursuance of paragraph (1) of this Order they will perform and observe the conditions specified in subparagraphs (i), (ii) and (iii) of that paragraph (1);

AND WHEREAS it appears to the Commissioners that the action sanctioned in paragraph (2) of this Order is expedient in the interests of the Charities;

NOW, THEREFORE, THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES BY THIS ORDER HEREBY:

1. CONSENT for the purposes of the 1985 Scheme and upon the following terms to the disposal by the Trustees to a holding company of the holding of shares in the Foundation belonging to the Charities, that is to say:

(a) the holding company is or may become a public company (as defined in section 1 (3) of the Companies Act 1985 (hereinafter referred to as "the 1985 Act")) being a company limited by shares (as defined in section 1 (2) (a) of the 1985 Act) and having as an object the holding of shares in the Foundation; and

(b) the whole of the holding of shares in the Foundation belonging to the Charities is transferred to the holding company and thereupon the whole of the issued share capital of the holding company is held by the Trustees or their nominees for the account of the Charities; and

(c) the Memorandum of Association of the holding company contains the prohibition, in terms approved by the Commissioners, upon the sale or other disposal without the prior written consent of the Trustees of any share or interest in any share in the Foundation held by the holding company;

(d) the Memorandum of Association of the holding company contains provision, in terms approved by the Commissioners, that the prohibition specified in subparagraph (c) above and the provision itself may be altered by special resolution of the holding company with the prior written consent of the Trustees but that neither may otherwise be altered, and upon the following conditions, that is to say:

(i) the Trustees shall not without the prior written consent of the Commissioners give any such consent as is referred to in subparagraph (c) or (d) above;

(ii) the Trustees shall not without the prior written consent of the Commissioners consent to, or cause the alteration of the prohibition referred to in subparagraph (c) above or the provision referred to in subparagraph (d) above and shall not without the prior written consent of the Commissioners vote for any resolution being a resolution for voluntary winding up (as defined in section 572 (2) of the 1985 Act) or

*Conditions revoked by Court
Scheme, see p.45 of this
Appendix, paragraph P.
See also p.51 of this
Appendix, paragraph R.*

any other resolution which is for the time being a precondition or preliminary of winding up (or any particular mode or modes of winding up) of the holding company and shall in the absence of such consent exercise all their voting rights to vote against such a resolution;

(iii) the Trustees shall not without the prior written consent of the Commissioners or otherwise than in accordance with the provisions and subject to the terms and conditions of the 1985 Scheme sell or dispose of any part of, or any interest in any part of, the holding of shares in the holding company belonging to the Charities and shall not without such consent do, or cause or permit to be done, any thing whatsoever which would or might result in the Trustees ceasing to have control of the holding company ("control of the holding company" being construed to mean the same control by the Trustees in relation to the holding company as that control on behalf of the Charities in relation to the Foundation which is expressed in Clause 1 (2) of the 1985 Scheme to be the meaning of "control of The Wellcome Foundation Limited"); and

2. SANCTION the following action by the Trustees in the administration of the Charities, namely, that in the event of a disposal of shares to a holding company in pursuance of paragraph (1) above the Trustees may construe their powers of investment as giving them the same power to hold shares, stock or other securities in the holding company as to hold shares in the Foundation.

Sealed by Order of the Commissioners this 20th day of December 1985.

O. REVISED INVESTMENT POWERS (Clause 17)

Pursuant to an Order of Mr Justice Hoffman dated 16 July 1987 and made in the Chancery Division, proceedings number S 1198 (1) the custodian trusteeship of Wellcome Custodian Trustees Limited (the First Defendant) was terminated and (2) the investment powers of the Trustees under Clause 17 of the Will and pursuant to the Order of Mr Justice Upjohn dated 10 December 1956 were revised as follows:

IT APPEARING to the satisfaction of the Court that it is expedient to terminate the First Defendant's custodian trusteeship of the charities created by the Will dated 29 February 1932 of Sir Henry Solomon Wellcome deceased

IT IS ORDERED

1. that the said custodian trusteeship be determined pursuant to subsection 2(i) of Section 4 of the Public Trustee Act 1906 and that the First Defendant do henceforth stand possessed of the assets of the said charities now vested in the First Defendant to the order of the Plaintiffs as the ordinary trustees of the said charities

AND IT APPEARING to the satisfaction of the Court that the Scheme set forth in the Schedule hereto for the future management and regulation of the said charities is a fit and proper scheme for that purpose

THE COURT HEREBY APPROVES the said Scheme

AND IT IS FURTHER ORDERED

2. that the Trustees of the Wellcome Trust (as defined in paragraph 1 of the said Scheme) be at liberty to and do carry the said Scheme into effect.

THE SCHEDULE
SCHEME

1. In this Scheme the following expression shall where the context admits bear the following meanings respectively:

(i) "the Will" shall mean the Will dated 29 February 1932 of Sir Henry Solomon Wellcome deceased which was proved in the Principal Probate Registry on 19 September 1936

(ii) "the Wellcome Trust" shall mean the charities collectively known as The Wellcome Trust Charities established by the Will and comprised in Schemes of 1 May 1939, 10 December 1956, 28 March 1957, 13 May 1963, 8 November 1971, 28 January 1976, 21 March 1977, 14 September 1981 and 25 July 1985

(iii) "the Trustees" shall mean the trustees or trustee for the time being of the Wellcome Trust

(iv) "the Trust Fund" shall mean the assets from time to time subject to the Wellcome Trust

(v) "proper external advisers" shall mean any persons other than any persons for the time being employed by the Trustees (whether companies partnerships associations or individuals) reasonably believed by the Trustees to be suitably qualified by their ability in and practical experience of financial matters and the management of investments to advise the Trustees as to the exercise of their powers of investment and "proper external adviser" shall have a corresponding meaning

(vi) "proper internal advisers" shall mean any persons who would (but for being employed by the Trustees) be proper external advisers and "proper internal adviser" shall have a corresponding meaning

2. (1) Notwithstanding anything contained in the Will or in any of the said Schemes the Trustees shall henceforth be at liberty to invest lay out or apply trust money in or upon investments of any nature in any part of the world as freely as if the Trustees were absolutely and beneficially entitled to the money so invested laid out or applied

(2) For the purposes of this scheme the word "investments" shall be deemed to include any and every form of property in or upon or for which money or other property is capable of being laid out applied or exchanged whether or not the same shall fall within the meaning ascribed to that word by law or by common usage

(3) Without prejudice to the generality of the foregoing the Trustees shall have power to invest lay out or apply trust money in any of the following (whether directly or indirectly and whether alone or jointly with others)

(i) stocks shares securities rights bonds options warrants deposits currencies land and any interest in land of any tenure chattels loans (including loans upon personal credit and with or without the provision of security and at any or no rate of interest)

(ii) property not producing an income and property involving liabilities or risk and property of a wasting nature

(iii) any new forms of investment which shall be devised and shall be recognised and adopted in reputable financial circles

PROVIDED THAT before investing laying out or applying money in or upon any such investments as aforesaid the Trustees shall obtain and consider the advice of a proper external adviser or proper external advisers as to the suitability of such investments to the Wellcome Trust

(4) In exercising the foregoing powers the Trustees shall observe the following policy guidelines:

(a) they shall have paramount regard to the charitable status of the Wellcome Trust so that (without prejudice to the general implications thereof) they shall make all reasonable efforts to ensure that they do not at any time by reason of the exercise of any such powers

(i) engage in a trade or

(ii) jeopardise the continuity of any work to which they may have committed themselves in the implementation of the charitable purposes of the Wellcome Trust

(b) they shall aim so far as practicable to diminish the exposure of the Trust Fund to the risk of losses incident upon disorderly market forces (notwithstanding that so to do may necessitate a course of action whereby the Trustees may deprive the Trust Fund of possibilities of speculative gain) and generally to secure:

(i) a realistic income return on their investment

(ii) a due proportion of capital growth and

(iii) a due protection against risk.

3. (1) In lieu of exercising the powers conferred by paragraph 2 hereof personally the trustees may without liability for any loss so occasioned delegate:

(i) to any one or more proper external advisers in relation to all or any part of the Trust Fund and

(ii) to any one or more proper internal advisers in relation to any part or parts of the Trust Fund the aggregate value of which at the time of exercise does not exceed 2 per cent of the aggregate value of the Trust Fund based on the then latest available valuations

the exercise of all or any of such powers and of laying out or applying trust moneys thereunder for such period and upon such terms (as to remuneration or otherwise) and subject to such conditions and restrictions as the Trustees shall from time to time think fit

PROVIDED THAT:

(a) the Trustees shall not delegate any such powers to any person upon any terms or for any period which preclude the Trustees from terminating such

delegation after twelve months from the commencement thereof and each complete period of twelve months thereafter and shall unless they see good reason to the contrary reserve the right to terminate such delegation at any time

(b) the terms of such delegation shall require that any person to whom such powers are delegated shall make regular reports (at not less than quarterly intervals) to the Trustees as to the exercise of any such delegated power and in particular as to the identity and performance of the investments acquired or retained and in any event to inform the Trustees (or their duly appointed agent) within 14 days of each act done in exercise of any power so delegated as aforesaid

(c) the Trustees shall use all reasonable endeavours to ensure that any person to whom the said powers are delegated shall at all times observe and comply with the policy guidelines specified in clause 2(4) above

(d) the terms of any delegation to proper internal advisers shall restrict the investment or application of trust moneys to the following classes of investment or application:

(i) the narrower-range investments specified in Parts I and II of the First Schedule to the Trustee Investment Act 1961 as amended and shares in a building society specified in paragraph 2 of Part III of the said Schedule

(ii) deposits or placements of money with any recognised bank or licensed institution from time to time recognised or licensed under the Banking Act 1979 or with any authorised institution from time to time authorised under the Banking Act 1987

(iii) deposits in or placements of money with any other bank or deposit taking or other financial institution from time to time designated by a proper external adviser as a suitable institution for the placement of moneys subject to the Wellcome Trust

(2) In the event that any such delegation shall be made as aforesaid the obligation imposed by the proviso to paragraph 2 (3) of this Scheme shall not apply in respect of any investment of such a nature as to be permitted by paragraphs (i) or (ii) of the said paragraph 2 (3) but no investment shall be made pursuant to paragraph (iii) thereof unless and until the Trustees shall have received and personally considered advice from such proper external advisers and from such if any other persons as they shall think fit whether or not the form of investment proposed to be made is a form of investment suitable for the investment of trust moneys under the Wellcome Trust and shall have declared themselves satisfied that it is a suitable form of investment (in which event the delegated powers shall thenceforth apply in like manner as if such form of investment had been permitted by paragraphs (i) and (ii) of the said paragraph 2 (3))

(3) Notwithstanding that the Trustees are exonerated from liability for the defaults of their agents by subparagraph (1) of this paragraph 3 nothing contained in this Scheme shall operate in any manner howsoever as to exonerate the Trustees from liability

(i) for any loss caused by failure to remedy any act in breach of the terms of any such agency in the event that the Trustee whom it is sought to make liable shall (or would but for such Trustee's default) have had notice of such breach and in respect of which the Trustees acting as reasonably prudent men of business could have been expected to require the taking of remedial action

(ii) for any loss caused by any failure on the part of the Trustee whom it is sought to make liable to exercise a reasonable standard of care in the choice of agents to act hereunder or in the fixing or enforcement of the terms of any such agency or the review or renewal of any such agency

(4) The Trustees may from time to time cause any investments subject to the Wellcome Trust to be held either within or outside the United Kingdom in the name or names of any other person or persons or company as nominee or nominees on behalf of the Trustees and may in relation to any foreign securities or any bearer securities adopt any usual or local market practice which they may be advised is expedient in the interests of the Wellcome Trust and may pay any consequential expenses out of any income or capital for the time being in their hands

P. SHAREHOLDING IN WELLCOME PLC (Clause 17)

Pursuant to an Order of Mr Justice Hoffman dated 30 April 1992 and made in the Chancery Division, proceedings number G 3544 the powers of the trustees relating to the management of the assets of the Charities were varied as follows:

See also p. 51 of this Appendix, paragraph B.

AND IT APPEARING to the satisfaction of the Court that the Scheme set out in the Schedule relating to the future management of the assets of the charities created by the Will dated 29 February 1932 of Sir Henry Wellcome deceased is a fit and proper Scheme for that purpose.

THIS COURT DOETH HEREBY APPROVE the Scheme set out in the Schedule.

AND DOETH ORDER that it be carried into effect

AND DOETH DIRECT that the Plaintiffs or other the trustee or trustees for the time being of the said charities be at liberty to enter into such covenant as appears in the Appendix to this Order

(NOTE: Paragraph dealing with Plaintiffs costs has not been reproduced)

AND IT IS ORDERED that the parties shall be at liberty to apply as to the implementation of the said scheme including in particular without prejudice to the generality of the foregoing the seeking of directions pursuant to paragraph 2(b) of the said scheme

THE SCHEDULE SCHEME

1. In this Scheme the following expressions shall where the context admits bear the following meanings respectively:

(i) the "Will"
the Will dated 29 February 1932 of Sir Henry Wellcome deceased which was proved in the Principal Probate Registry on 19 September 1936

- (ii) "The Wellcome Trust"
the charities collectively known as The Wellcome Trust established by the Will and comprised in Schemes of 1 May 1939, 10 December 1956, 28 March 1957, 13 May 1963, 8 November 1971, 28 January 1976, 21 March 1977, 14 September 1981, 25 July 1985 and 16 July 1987
- (iii) the "Trustees"
the trustees or trustee for the time being of The Wellcome Trust
- (iv) the "Company"
Wellcome plc
- (v) "Wellcome Shares"
shares or securities in the Company of whatsoever nature held by or on behalf of The Wellcome Trust (including the right to shares or securities to be allotted or issued in favour of The Wellcome Trust)
- (vi) the "Retained Shares"
214 951 378 ordinary shares of 25 pence each in the Company (being part of the holding of Wellcome shares as at the date of the above written Order) together with any securities in the Company that are allotted to the Trustees by way of capitalisation of profits or reserves in respect of such shares, or, in the event of any sub-division or consolidation of such shares, the shares resulting from such sub-division or consolidation
- (vii) "Proper Financial Advisers"
any persons (whether companies partnerships associations or individuals) reasonably believed by the Trustees to be suitably qualified by their ability in and practical experience of financial matters to advise the Trustees on whether or not to exercise the powers conferred on them by this Scheme and on the terms of any such exercise and "Proper Financial Adviser" shall have a corresponding meaning
2. Notwithstanding anything contained in the Will or in any of the Schemes set out above the Trustees shall henceforth have power at any time and from time to time to sell or dispose of all or any part of the Wellcome Shares other than the Retained Shares or any right over or interest in all or any part of the Wellcome Shares other than the Retained Shares on such terms and in such manner as the Trustees think fit and in connection with any such sale or disposal shall have power to enter into and undertake all such ancillary transactions, agreements and obligations and to do all such things (including without limitation the giving of warranties indemnities and undertakings the securing of their obligations by charging or granting rights of recourse over all or any part of the assets comprised in The Wellcome Trust the granting of options or warrants over all or any part of the Wellcome Shares other than the Retained Shares, the granting of special rights to employees of the Company or any subsidiary of the same or any other body whose relationship to the Company is such that it would in the opinion of the Trustees be appropriate for them to grant special rights to its employees the taking out of insurance and the payment of any fees, commissions, costs, expenses, duties or taxes (including those of any third party)) as shall seem to the Trustees necessary or expedient for the purposes of effecting the same to the intent that the said Scheme of 25 July 1985 and conditions (i) (ii) and (iii) of paragraph (1) of the Order by the Charity Commissioners dated 20 December 1985 shall hereafter cease to have effect

PROVIDED THAT:

- (a) before any such sale or disposal the Trustees shall obtain the advice of a Proper Financial Adviser or Proper Financial Advisers as to the adequacy of the consideration for and the suitability generally to The Wellcome Trust of the terms of the proposed sale or disposal and shall satisfy themselves in the light of such advice that the sale or disposal proposed is in the best interests of The Wellcome Trust.
- (b) the Trustees shall not grant special rights to any such employees as aforesaid unless they shall have obtained the advice of a Proper Financial Adviser or Proper Financial Advisers and shall have satisfied themselves in the light of such advice that the granting of such rights is expedient in the interest of The Wellcome Trust or shall have obtained the directions of the Court.
3. The Trustees pending any further order of the Court or (if the Charity Commissioners are able and willing) order by way of Scheme made by the Charity Commissioners shall retain unsold the Retained Shares and hold the same upon the trusts and subject to the provisions otherwise applicable to The Wellcome Trust but excluding the provisions of the said Scheme of 25 July and the said Order by the Charity Commissioners dated 20 December 1985 but so that the Trustees shall continue in accordance with paragraph (2) of the said Order of 20 December 1985 to construe their powers of investment as giving them the same power to hold shares stock or other securities in the Company as they theretofore enjoyed in respect of the holding of shares stock or other securities in The Wellcome Foundation Limited

The Appendix above referred to

THIS DEED OF COVENANT is made the day of 1992

BETWEEN [

](the "[Trustees]"

which expression shall where the context so admits include the trustee or trustees for the time being of the Trust hereinafter referred to) of the one part and WELLCOME plc of Unicorn House PO Box 129 160 Euston Road London NW1 2BP (the "Company") of the other part

WHEREAS

(A) The Trustees are the trustees of the charities collectively known as the Wellcome Trust (the "Trust") established by the Will dated 29 February 1932 of Sir Henry Solomon Wellcome deceased

(B) By an Order of the High Court of Justice made by Mr Justice

[] on the [] day of

[] the Trustees were authorised to sell or dispose of part of a holding of

[] ordinary shares in the Company or any other securities in the Company from time to time representing the said shares (the "Relevant Holding")

(C) The Trustees have been assured by the Board of Directors of the Company that it is necessary for the Trustees to enter into the covenant hereinafter contained to protect the interests of the Company and the Trustees have agreed so to do in consideration of the Company's co-operation over any sale of the Relevant Holding

(D) By the said Order the Trustees were authorised to enter into this Deed and the Trustees are content to do so

NOW THIS DEED WITNESSETH as follows:

1. In this Deed the following expressions shall bear the following meanings respectively:

(a) the "Order Date"
shall mean the date of the said Order namely [] 1992

(b) "relevant disposal"
shall mean any sale or other disposal by the Trustees of the whole or any part of their shares within the period of five years beginning with the Order Date

(c) "best interests of the Trust"
shall be as determined by the Trustees after taking such advice as the Trustees shall deem appropriate

(d) the "Board"
shall mean the Company's Board of Directors for the time being

2. The Trustees HEREBY COVENANT (subject as hereinafter provided) with and for the benefit of the Company THAT in respect of any relevant disposal the Trustees will make such arrangements (if any) as are practicable in the particular circumstances (having consulted the Company) to ensure that as a result of such relevant disposal no person individually or together with persons acting in concert with him will beneficially own more than 10 per cent of the then issued share capital (assuming full exercise of any rights to require the issue of capital) of the Company; provided that doing so will not result in the Trustees having to do, or omit to do, anything which they consider would be contrary to the best interests of the Trust.

3. The Trustees will in defining the best interests of the Trust request their advisers to take into account any views of the Board (expressed promptly) on any adverse impact of the proposed relevant disposal on the interests of the Company and in consequence on the continuing shareholding of the Trust.

4. The Directors will review the assurance set out in recital (C) at least annually and notify the Trustees of the result of such review. If, for any reason, their current assessment of that assurance changes, the covenant by the Trustees shall forthwith determine and the Trustees shall forever be released and discharged from the further performance thereof.

5. The liability of the Trustees hereunder shall be in any event limited to the value of the assets from time to time in their hands as trustees of the Trust

IN WITNESS etc

Q. APPOINTMENT OF TRUST CORPORATION [Clause 1]

Pursuant to an Order of Mr Justice Hoffman dated 19 May 1992 and made in the Chancery Division, proceedings number G 3728, the Trust Corporation was appointed and the existing trustees discharged as follows:

AND IT APPEARING to the satisfaction of the Court that the Scheme set out in the Schedule relating to the future management of the charities created by the Will dated 29 February 1932 of Sir Henry Solomon Wellcome deceased is a fit and proper Scheme for that purpose

THIS COURT DOTH HEREBY APPROVE the Scheme set out in the Schedule

AND DOTH ORDER that it be carried into effect

(NOTE: Paragraph concerning Plaintiffs costs has not been reproduced)

SCHEME

1. In this Scheme the following expressions shall where the context permits bear the following meanings:

(a) the "Governors"
the directors for the time being of the Trust Corporation

(b) "Liabilities"
shall include actual, contingent or prospective liabilities and all costs, charges and expenses

(c) the "Trust Corporation"
The Wellcome Trust Limited

(d) the "Trustees"
Roger Geoffrey Gibbs, Professor Sir William Stanley Peart, Dr James Julian Bennett Jack, Sir Peter Grenville Cazalet, Professor Sir David John Weatherall, Professor Sir Hans Leo Kornberg, Professor Roy Malcolm Anderson, and any former trustee of The Wellcome Trust.

(e) the "Will"
the Will dated 29 February 1932 of Sir Henry Solomon Wellcome deceased which was proved in the Principal Probate Registry on 19 September 1936

(f) "The Wellcome Trust"
the charities collectively known as The Wellcome Trust established by the Will and comprised in Schemes of 1 May 1939, 10 December 1956, 28 March 1957, 13 May 1963, 8 November 1971, 28 January 1976, 21 March 1977, 14 September 1981, 25 July 1985 and 16 July 1987

(g) the "Operative Date"
the date upon which the Trust Corporation is authorised by the Lord Chancellor to act in relation to The Wellcome Trust as a trust corporation for the purposes of section 3 of the Law of Property (Amendment) Act 1926 or otherwise satisfies the requirements of the definition of trust corporation contained in sub-section 68(18) of the Trustee Act 1925

2. The Trust Corporation is hereby appointed as and from the Operative Date to act as the trustee of The Wellcome Trust in place of the present trustees, who shall as and from the Operative Date be discharged from the trusts of The Wellcome Trust.

3. In the event that any Governor shall without the prior written consent of the Charity Commissioners vote at any meeting of the Trust Corporation in favour of:

- (a) any amendment whatsoever to the Memorandum of Association of the Trust Corporation;
- (b) any amendment of the Articles of Association of the Trust Corporation relating to:
 - (i) the requirements for membership of the Trust Corporation; or
 - (ii) the maximum number of Governors; or
 - (iii) the appointment and retirement of Governors; or
 - (iv) the remuneration of Governors

then upon such amendment being carried the Governors so voting shall for all purposes thenceforth assume the liabilities and duties of trustees of The Wellcome Trust until their respective deaths or earlier discharge by Order of the Charity Commissioners or of the Court and the Trust Corporation shall do all such acts and things as lawfully and properly directed or required by such trustees for carrying out the administration of the Trust and the Trust Corporation and such trustees as aforesaid shall be bound forthwith to report to the Charity Commissioners and to apply for a Scheme for the administration of The Wellcome Trust.

4. The Trust Corporation shall be entitled to discharge out of the assets of the Wellcome Trust as costs and expenses lawfully incurred in administering The Wellcome Trust the payment of such remuneration to the Governors as may be authorised under this Scheme, the expenses of the Governors and the cost of purchasing and maintaining insurance for the Governors and any retired Governors.

5. The Trust Corporation shall indemnify:

- (a) the Trustees and their respective estates against all Liabilities that any of them may have incurred in the lawful exercise of their respective duties, while acting as a trustee of The Wellcome Trust, and
- (b) the Governors and their respective estates against all Liabilities that any of them may incur in the lawful exercise of their respective duties while acting as a director of the Trust Corporation;

and the Trust Corporation shall be entitled to reimburse itself from the assets of The Wellcome Trust in an amount sufficient to discharge any liability it may incur pursuant to the indemnity referred to in sub-paragraphs (a) and (b).

6. The Scheme set out in the Schedule to the Order of Mr Justice Brightman dated 8 November 1971 (relating to remuneration) and made in the Chancery Division, Group A, Proceedings No. 1971 W 1978 and the Charity Commissioners made on 14 September 1981 (relating to delegation) shall cease to have effect with effect from the date of this Scheme.

7. (1) Subject to sub-paragraphs (2) and (3), the Trust Corporation shall pay each of its Governors remuneration at an annual rate of £35 400.

(2) The Trust Corporation may increase the annual remuneration of its Governors as and when increases are made in the salaries payable to Under Secretaries (or Civil Servants of an equivalent grade in the event that the position of Under Secretary ceases to exist) pursuant to the Civil Service Scale from time to time. Such increases in the Governors remuneration shall be in proportion to the increases made in the salaries of Under Secretaries but shall not be paid earlier than the dates that such increases are payable to Under Secretaries.

(3) If, at any time after the date of this Scheme, the salaries payable to Under Secretaries pursuant to the Civil Service Scale from time to time current shall be reduced, the Trust Corporation shall apply to the Charity Commissioners for directions as to whether any reduction in the annual remuneration of the Governors shall be made. If the Charity Commissioners are of the opinion that any reduction should be so directed the proportion of the reduction shall not exceed the proportion by which salaries of Under Secretaries shall have been reduced.

8. Clause 21 of the Will shall henceforth cease to have effect.

9. So soon as may be after the Operative Date the present trustees shall take such steps as may reasonably be required of them whereby the assets comprised in The Wellcome Trust shall be vested in the Trust Corporation or its duly appointed nominee or nominees.

R. SHAREHOLDING IN WELLCOME PLC [Clause 17]

Pursuant to an Order of Mr Justice Chadwick dated 17 February 1995 and made in the Chancery Division, proceedings number W542, the powers of the Trustee relating to the management of the assets of the Charities were further varied as follows:

AND IT APPEARING to the satisfaction of the Court that the Scheme set out in the Schedule hereto relating to the assets of the Charities created by the Will dated 29 February 1932 of Sir Henry Wellcome deceased is a fit and proper Scheme for that purpose.

THIS COURT HEREBY APPROVES the Scheme set out in the said Schedule AND IT IS ORDERED

- (1) that the said Scheme be carried into effect
- (2) [This paragraph deals with the costs of the parties and has not been reproduced]
- (3) that the Plaintiff be at liberty to apply as to the implementation of the Scheme (including in particular for the purposes of seeking any Order which may be sought for the purposes of the proviso to paragraph 2 of the Schedule)

THE SCHEDULE SCHEME

1. In this Scheme the following expressions shall where the context admits bear the following meanings respectively:

- (i) the "Will"
the Will dated 29 February 1932 of Sir Henry Wellcome deceased which was proved in the Principal Probate Registry on 19 September 1936
- (ii) the "Trust"
the charities collectively known as The Wellcome Trust established by the Will and comprised in Schemes of 1 May 1939, 10 December 1956, 28 March 1957, 13 May 1963, 8 November 1971, 28 January 1976, 21 March 1977, 14 September 1981, 25 July 1985, 16 July 1987, 30 April 1992 and 19 May 1992
- (iii) the "Trustee"
the trustee for the time being of the Trust
- (iv) the "Company"
Wellcome plc
- (v) "Shares"
all shares or securities in the Company of whatsoever nature held by or on behalf of the Trustee (including the right to shares or securities to be allotted or issued in favour of the Trustee)
- (vi) "Proper Financial Advisers"
any persons (whether companies partnerships associations or individuals) reasonably believed by the Trustee to be suitably qualified by their ability in and practical experience of financial matters to advise the Trustee on whether or not to exercise the powers conferred on it by this Scheme and on the terms of any such exercise and "Proper Financial Adviser" shall have a corresponding meaning

2. Notwithstanding anything contained in the Will or in any of the Schemes set out above the Trustee may enter into a commitment in the form of the draft annexed to this Order (the "Commitment") and comply with its obligations thereunder and shall have power to enter into and undertake all such ancillary or other transactions, agreements and obligations and to do all such other things as shall in the light of the advice of a Proper Financial Adviser seem to the Trustee necessary or expedient for the purposes of complying with the Commitment or effecting the sale of the Shares therein contemplated. PROVIDED ALWAYS that the Trustee shall have power to commit itself to modifications to the said draft commitment or after execution of the same the Commitment if but only if the same shall have been authorised by an Order of the Court

3. The Trustee shall have power at any time and from time to time to sell or dispose (or to agree to sell or dispose) of all or any part of the Shares or any right over or interest in all or any part of the Shares on such terms and in such manner as the Trustee shall consider to be in the best interests of the Trust and shall have power to enter into and undertake all such ancillary or other transactions, agreements and obligations and to do all such other things (including without limitation the giving of warranties and indemnities the securing of its obligations by charging or granting rights of recourse over all or any part of the assets comprised in the Trust, the granting of options or warrants over all or any part of the Shares, the taking out of insurance, the giving of an undertaking within such period as may be specified not to dispose of any part of any consideration received for the Shares and the payment of any fees, commissions, costs, expenses, duties or taxes (including those of any third party)) as shall seem to the

Trustee necessary or expedient for the purposes of effecting any such sale or disposal

PROVIDED THAT before it shall agree to make any such sale or disposal the Trustee shall be bound to obtain advice from a Proper Financial Adviser as to such sale or disposal.

IRREVOCABLE COMMITMENT TO ACCEPT OFFER

To: Glaxo plc (the "Offeror")
Lansdowne House
Berkeley Square
London W1X 6BQ

[] 1995

Dear Sirs

Wellcome plc (the "Offeree")

Further to the letter from us to the Offeror of [] January 1995 (the "Undertaking"), following the making of the Court Order referred to in that letter (the "Court Order") and further to the offer made or to be made by the Offeror (the "Offer") to acquire the whole of the share capital of the Offeree on the terms and subject to the conditions referred to in the press announcement released on 23 January 1995 (the "Press Announcement"), together with such additional terms and conditions which may be required to comply with the requirements of the London Stock Exchange and the City Code on Takeovers and Mergers and which we may agree (such agreement not to be unreasonably withheld or delayed) and it being a term of the Offer that settlement of the consideration due under the Offer be made within 14 days of the Offer becoming or being declared wholly unconditional in all respects, we hereby agree with you as follows:

1. Undertakings

We hereby irrevocably undertake subject to the terms and conditions hereof:

- (a) to accept the Offer or procure acceptance of the Offer in respect of all the 343 600 000 ordinary shares in the Offeree referred to in paragraph 3 (a) below (the "Shares") in accordance with the procedure for acceptance pursuant to the Offer, not later than 3.00 p.m. on the date being 29 days after the Posting Date as defined in paragraph 6 below;
- (b) unless and until the Offer lapses or is withdrawn or we withdraw our acceptance in accordance with paragraph 6 below:
 - (i) other than pursuant to the Offer, not to sell, transfer or otherwise dispose of, charge, encumber or grant any option or other right over the Shares or any of them or any interest therein;
 - (ii) not to accept or purport to accept any other offer whatsoever whether conditionally or unconditionally in respect of the Shares or any of them;
 - (iii) not to enter into any agreement or arrangement with any person, whether conditionally or unconditionally, to do all or any of the acts referred to in this subparagraph (b) or which would or might restrict our rights to dispose of the Shares pursuant to the Offer; and

(c) not to acquire any further shares or rights over shares in the Offeree while the Offer remains open for acceptance.

(d) not to withdraw our acceptance of the Offer nor to exercise any rights of withdrawal under the Offer save in accordance with the provisions of paragraph 6 below.

2. All our obligations under this letter may, at our option, cease to have effect if we notify the Offeror in writing that an Alternative Offer (as defined below) has been announced in accordance with the requirements of the City Code on Takeovers and Mergers. An "Alternative Offer" means an offer or a proposed offer for the entire share capital of the Offeree (other than any shares held by the Offeror) and the posting of which is not expressed to be subject to a precondition and which we determine, after consultation with our financial and legal advisers, is of higher overall value to us than the Offer, having regard to the amount, cash and non-cash elements and other terms and conditions of such Alternative Offer. Such determination may be made, and such written notification may be given, by us at any time after the announcement of an Alternative Offer.

3. Warranties

We hereby represent, warrant and undertake that:

(a) we hold and control as trustee of the Trust (as defined in paragraph 9 below) 343 600 000 ordinary shares in the Offeree and in such capacity we have full power and authority to enter into this letter and perform or procure the performance of our obligations hereunder; and

(b) the Shares will be transferred to the Offeror pursuant to the Offer, free from all charges, liens, options and encumbrances.

The provisions of this paragraph 3 shall not be extinguished or affected by completion of the sale and purchase of the Shares as contemplated herein.

4. The provisions of paragraph 4, 6 and 7 of the Undertaking shall apply to this irrevocable commitment as if set forth herein, with references to the undertaking therein contained being read as references to this irrevocable commitment.

5. Offer Document

We understand that particulars of this Undertaking will be contained in the document containing the Offer (the "Offer Document") and that this Undertaking will be available for inspection during the period for which the Offer remains open for acceptance.

6. Withdrawal Rights

If the offer has not become unconditional in all respects on the 35th day after the date of posting the document making the Offer (the "Posting Date"), we may give notice in writing on the 36th such day (or such later day as we and the Offeror may agree) to the Offeror to the effect that our acceptance may be withdrawn at any time on or after the third business day after the 41st day after the Posting Date (the "Third Day"). Save as you and we agree otherwise, we shall then be entitled to withdraw our acceptance of the Offer unless, no later than the 41st day after the Posting Date, the Offeror undertakes to us that condition (i) of the conditions to the Offer (the "acceptance condition") will be satisfied if the Offeror and/or its wholly-owned subsidiaries have acquired or agreed to acquire, pursuant to the Offer or otherwise shares of the Offeree (including ordinary shares in the Offeree represented by ADSs of the Offeree) carrying more than 50 per cent of the voting rights normally exercisable at a general meeting of the

Offeree with effect from the Third Day and that it will proceed to declare the Offer unconditional in all respects as soon as possible thereafter provided that:

(1) It shall not be obliged to waive and may rely upon and invoke any condition while any of conditions (i) to (vi) is unsatisfied; and

(2) On the day following the day on which all of conditions (i) to (vi) are satisfied or waived it shall, unless we agree otherwise, either waive all the remaining unfulfilled conditions or then invoke any outstanding unfulfilled condition.

7. Duration of undertakings

Our obligations under this letter will lapse if the Offer Document is not despatched within such period as may be permitted by the Panel on Takeovers and Mergers, or upon the Offer lapsing or being withdrawn.

8. Interpretation

In this letter, references to the Offer shall include any revised offer by the Offeror which in the reasonable opinion of our financial adviser is at least as favourable to us as the Offer except that the reference in paragraph 2 above to the Offer shall include such a revised offer only if such revised offer has been announced in the manner described in paragraph 2 prior to our delivering notification in writing to the Offeror pursuant to that paragraph.

9. Capacity

We enter into this undertaking in our capacity as the trustee for the time being of the Trust (as defined below) but not otherwise and it is hereby agreed and declared that notwithstanding anything to the contrary contained or implied in this undertaking:

(a) the obligations incurred by us under or in consequence of this undertaking shall be enforceable against us or the other trustees of the Trust from time to time

(b) our liabilities as trustee (and those of such other trustees as are referred to in subparagraph (a)) in respect of such obligations shall be limited to such liabilities as can and may lawfully and properly be met out of the assets of the Trust for the time being in our hands or under our control.

The "Trust" means the charitable trusts established by the Will of Sir Henry Wellcome and now known as The Wellcome Trust.

10. Remedy

In entering into this Deed, we recognise and acknowledge that damages may not necessarily be an adequate remedy for a breach of our obligations in this letter.

11. Governing law

This letter is to be governed by and construed in accordance with English Law.

This letter is given as a deed and is executed and delivered as of the date written above.
EXECUTED as a Deed by
THE WELLCOME TRUST LTD

