

No. of Company 2567711
The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHAPE
CAPITAL

MEMORANDUM
AND ARTICLES
OF ASSOCIATION OF

THE SOCIETY FOR THE STUDY OF
INBORN ERRORS OF METABOLISM

(Incorporated the 12th day of December
1990)

Amended 6th September 2007

John A. Walsh & Co.
Solicitors,
24 Church Street,
Ormskirk,
Lancs. L39 3AN

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

THE SOCIETY FOR THE STUDY OF INBORN ERRORS OF METABOLISM

1. The Company's name (hereinafter called "the Trust") is THE SOCIETY FOR THE STUDY OF INBORN ERRORS OF METABOLISM.
2. The registered office of the Trust is to be situated in England and Wales.
3. The objects for which the Trust is established are to foster the study of inherited metabolic disorders and related topics.
4. In furtherance of the above objects but not further or otherwise the Trust shall have the following powers:-
 - (1) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Trust in the shape of donations, annual subscriptions or otherwise.
 - (2) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Trust may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary, or convenient for the work of the Trust.
 - (3) To produce, print, publish, sell, circulate and distribute, gratuitously or otherwise, books, journals, literature and publications relating to the objects work and activities of the Trust and to promote, develop, organise, participate in, subscribe to, guarantee and defray the reasonable expenses of an annual scientific meeting and of conferences, lectures and meetings and a library or libraries available to members.
 - (4) To borrow raise or lend money for the purposes of the Trust on such terms and on such security as shall be deemed to be necessary.
 - (5) To sell, let, lend, manage, develop, exchange, lease, mortgage, dispose of or turn to account all or any of the property or assets of the Trust as may be thought necessary with a view to the promotion of the objects.
 - (6) To undertake and execute any charitable trusts and commissions which may lawfully be undertaken by the Trust and may be conducive to the objects.
 - (7) To borrow and raise money for the purposes of the Trust on such terms and on such security as may be thought fit.
 - (8) To accept subscriptions and donations (whether of real or personal property) and devises and bequests for all or any of the purposes aforesaid and, to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be, or capable of being occupied for the purposes of the Trust.
 - (9) (a) To invest the moneys of the Trust not immediately required for its purposes in accordance with the provisions of this clause:-
 - (i) Before exercising any powers of investment the Trust shall divide the property of the Trust already invested or requiring investment into two parts to be called respectively, the Restricted Part and the Free Part.

- (ii) The Restricted Part shall comprise one third in value of the aforesaid property at the time of division.
- (iii) The Free Part shall comprise the remaining two thirds in value of the aforesaid property at the time of division.

(b) Restricted Part. Property held for the Restricted Part may be invested only in narrower-range investments within the meaning of the Trustee Investments Act 1961, as amended from time to time.

(c) Free Part. Subject as hereinafter provided, property held for the Free Part may be invested in the following classes of investment:-

- (i) Narrower-range investments within the meaning of the Trustee Investments Act 1961, as amended from time to time;
- (ii) Wider-range investments within the meaning of the last-mentioned Act, as amended from time to time.
- (iii) Freehold land or leasehold land held for a term of which at least 50 years are unexpired at the date of purchase and as to any land whether or not subject to easements or restrictive covenants: Provided that no land shall be purchased in pursuance of this power if the cost of purchasing it when added to the value of all other land then comprised in the Free Part would exceed 20 per cent of the value of such Part;
- (iv) Shares, stock or other securities (including units or shares of the investments or properties subject to the trusts of a unit trust scheme) listed or regularly dealt in on any Stock Exchange in the United Kingdom (including securities dealt in on the London Unlisted Securities Market) or on any other Stock Exchange outside the United Kingdom which is at the time of the investment a member or an associate member of the International Federation of Stock Exchanges provided that the shares, stock or other securities are marketable in London.
- (v) Other investments and property of whatsoever nature, (except options, land and chattels such as, by way of illustration and not of limitation, bullion, commodities and works of art) and wheresoever situate including the making or purchase of loans at interest with or without security as the Trust may in its absolute discretion think fit: Provided that the amount to be so invested when added to the value of all other property of the description specified in this sub-paragraph then comprised in the Free Part shall not exceed 30 per cent of the value of such Part;

(d) Further restrictions applying to Free Part. The following further restrictions shall apply to moneys invested under the preceding sub-clause hereof:-

- (i) no moneys shall be invested in any stock or shares of any company or corporation (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 in the event of a winding up or otherwise but this proviso shall not prevent the acquisition of newly issued shares or stock of which the capital is by virtue of the terms of the issue thereof to be paid by instalments of which the last is to be payable not later than two years from the date of issue;
- (ii) no moneys shall be invested in the ordinary or deferred stock or shares of any company or corporation unless at the time of investment such company shall have a paid up capital of at least £750,000 or its equivalent at the current rate of exchange and so that as regards any stock or shares having no par value the paid-up capital of the Company concerned shall be deemed to include the capital sum (other than capital surplus) appearing in the Company's published accounts in respect of such stock or shares.
- (e) Valuations of Free Part. In calculating the value of the Free Part or of any assets comprised in it for the purposes of sub-paragraphs (iii) and (v) of sub-clause (9) (c) hereof the Trust shall rely on the most recent relevant valuation available to it but if any such valuation appears to it

likely to differ materially from the current value of the property in question then if the valuation appears to it nevertheless to provide a sufficient basis for assessing with reasonable accuracy the said current value (with the benefit of such other information or advice as may be available to it) it shall make such an assessment and record it in writing and the figure so recorded shall be used in place of the said valuation and in any other case they shall obtain a fresh valuation of the property in question.

- (f) Accruals. Accruals if derived from the Restricted Part or Free Part shall be invested for that Part but, if not so derived, shall be divided between the Restricted Part and Free Part in the proportions of one third to the Restricted Part and two thirds to the Free Part, or if in other proportions then subject to a compensating transfer being made between the Parts.
- (10) To establish and support or aid in the establishment and support of academic appointments and any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further the objects of any of them.
- (11) To employ, contract with, or otherwise commission or engage such persons, whether as employees, officers, advisers, entrepreneurs or the like, and to make such arrangements, as to conditions of service, contract, superannuation, pension and the like as are thought expedient to the promotion and attainment of the objects.
- (12) To employ and remunerate an investment adviser being either a company or firm of repute in the field of investment advice or an individual of not less than 10 years' standing in his profession as a stockbroker or merchant banker or as a member of a finance house to keep the investments of the Trust under review and to recommend any changes which such adviser may consider to be desirable from time to time.
- (13) To employ and remunerate professional investment managers and from time to time delegate to any managers so employed (hereinafter referred to as the managers) the exercise of all or any of the powers of investment or duties with regard to valuation herein contained for such period (not exceeding 12 months) and subject to such restrictions and conditions as the Trust thinks fit: Provided that
- (a) the managers or an employee of theirs may be the investment adviser required to be employed under the preceding clause hereof;
 - (b) the exercise by the managers of such powers of investment as are delegated to them as aforesaid shall be subject to and in accordance with instructions as to investment policy which the Trust shall give at the time of such delegation and at such time or times thereafter as the Trust thinks fit;
 - (c) the managers shall inform the Trust within 14 days of each act done in the exercise of the power and duties so delegated;
 - (d) the Trust may without notice review any such delegation and its terms and revoke or alter the same if they think fit at any time notwithstanding that the period of such delegation has not expired;
- (14) Nominees. In connection with the exercise of its powers of investment, the Trust shall have power to hold securities or other property in the name of a nominee.
- (15) To do all such things as shall further the objects or any of them.

Provided that:-

- (a) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The objects of the Trust shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

- (c) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members have been, if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over the Council or governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

5. The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust, and no member of its executive committees or Governing Body shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust.

Provided that nothing herein shall prevent any payment in good faith by the Trust:-

- (1) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a member of its executive committees or Governing Body) for any services rendered to the Trust;
- (2) of interest on money lent by any member of the Trust or of its executive committees or Governing Body at a reasonable and proper rate per annum not exceeding 2 per cent less than the base lending rate for the time being prescribed by the Trust's principal bankers or 3 per cent, whichever is the greater;
- (3) of reasonable and proper rent for premises demised or let by any member of the Trust or of its executive committees or Governing Body;
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the executive committees or Governing Body may also be a member holding not more than one-hundredth part of the capital; and
- (5) to any member of its executive committees or Governing Body of out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be member for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of rights of the contributories among themselves, such amount as be required not exceeding £1.

8. If upon the winding up whether voluntary or otherwise or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred to some other institution or institutions having charitable objects broadly similar to the objects of the Trust, or any of them, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or
9. by virtue of Clause 5 thereof, such institution or institutions to be determined by the members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

Note: By a Special Resolution passed on 10th September 1991 the Objects of the Trust were changed to those set out in clause 3 above.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names addresses and descriptions of Subscribers

10 Avenue Rise,
Bushey,
Watford
Herts
WD2 3A5

Hi rzbrunnenschanze 37
Basel
Switzerland
4058

10 Edale Road
Mossley Hill
Liverpool L18 5HR

Dated the ~ day of ~ 1990

Witness to the above Signatures:-

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE SOCIETY FOR THE STUDY OF INBORN ERRORS OF METABOLISM

INTERPRETATION

1. In these Articles:-"the Act" means the Companies Act, 1985.

"the Trust" means the Company called "The Society for the Study of Inborn Errors of Metabolism".

"the General Council" means the General Council of the "the seal" means the common seal of the Company.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

OBJECTS

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

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as the General Council shall admit to membership shall be members of the Trust. Every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member and shall pay the due annual subscription.

4. Unless the members of the General Council or the Trust in General Meeting shall make other provision pursuant to the powers contained in Article 67, the members of the General Council may in their absolute discretion permit any member of the Trust to retire, provided (regardless of any other provision pursuant to Article 67) that after such retirement the number of members is not less than four.

GENERAL MEETINGS

5. The Trust shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Trust and that of the next. Provided that so long as the Trust holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the General Council shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. The General Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 368 of the Act.

NOTICE OF GENERAL MEETINGS

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Trust other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Trust in general meeting, to such persons as are, under the Articles of the Trust, entitled to receive such notices from the Trust:

Provided that a meeting of the Trust shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (1) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (2) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

8. The accidental omission to give notice of a meeting to an individual, or the non-receipt of notice of a meeting by any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the General Council and auditors, the election of members of the General Council in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be twenty members personally present.

11. The Chairman, if any, of the General Council shall preside as Chairman at every General Meeting of the Trust, or if there is no such Chairman, or if he shall not be present within thirty minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the General Council present shall elect one of their number to be Chairman of the meeting.

12. If at any meeting no member of the General Council is willing to act as Chairman or if no member of the General Council is present within thirty minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.

13. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

14. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman of the meeting or by at least three members present in person and entitled to vote. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has

been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Trust shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour or against such resolution.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes or proceedings of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

15. Except as provided in Article 17, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

16. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

17. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

18. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a general meeting of the Trust duly convened and held.

VOTES OF MEMBERS

19. Every member shall have one vote.

20. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy

21. Any member who wishes to vote at a General Meeting but is unable to be present personally may apply to the Secretary for the right to have his vote recorded by proxy. A proxy form will then be issued to that individual and must be returned to the Secretary at least 7 days before the time and date of the General Meeting.

22. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Trust have been paid.

OFFICERS

23. The officers of the Trust shall be a Chairman, a Vice-Chairman, an Honorary Secretary and an Honorary Treasurer. The General Council may appoint a paid Director General and establish such other posts as the General Council may from time to time determine.

GENERAL COUNCIL

24. There shall be a General Council. The maximum number of the members of the General Council shall be determined by the Trust in General Meeting, but unless and until so fixed there shall be a minimum number of 8 members of the General Council and a maximum number of 30 members of the General Council.

25. The General Council may, in addition, co-opt up to 6 members to serve as full members on General Council.

BORROWING POWERS

26. The General Council may exercise all the powers of the Trust to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Trust or any third party, subject to such consents as may be required by law.

POWERS AND DUTIES OF THE GENERAL COUNCIL

27. (1) The business of the Trust shall be managed by the General Council, who may pay all expenses incurred in promoting and registering the Trust, and may exercise all such powers of the Trust as are not, by the Act or by these Articles, required to be exercised by the Trust in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Trust in General Meeting; but no regulation made by the Trust in General Meeting shall invalidate any prior act of the General Council which would have been valid if that regulation had not been made.

(2) In the exercise of the aforesaid powers and in the management of the business of the Trust, the members of the General Council shall always be mindful that they are charity trustees within the definition of section 46 of the Charities Act 1960 as the persons having the general control and management of the administration of a charity.

28. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Trust, shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the General Council shall from time to time by resolution determine.

29. The General Council shall cause minutes to be made in books provided for the purpose:-

- (1) of all appointments of officers made by the General Council;
- (2) of the names of the members of the General Council present at each meeting of the General Council and of any committee of the General Council;
- (3) of all resolutions and proceedings at all meetings of the Trust, and of the General Council and of committees of the General Council.

ELECTION OF GENERAL COUNCIL

30. The first members of the General Council shall be the subscribers to the Memorandum of Association. The first Officers of the General Council shall be the persons who held the corresponding offices in the General Council of the unincorporated Society for the Study of Inborn Errors of Metabolism.

31. The first members of the General Council, shall hold office until the first Annual General Meeting of the Trust.

32. (1) Officers. At the first Annual General Meeting all the Officers of the General Council shall retire from office. Each Officer appointed at the first Annual General Meeting of the Trust shall then hold office until the end of the Annual General Meeting which occurs during the third year following his appointment to office. Each Officer shall be eligible for re-election to the same office for a second term of the same length as the first term, or as near as may be, but may not serve a further term in that office until an interval, expiring at the Annual General Meeting next following the end of the second term, has elapsed.

(2) Members of General Council other than Officers. At the first Annual General Meeting of the Trust all the members of the General Council, other than the Officers, shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the General Council for the time being (not being Officers) or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

33. The members of the General Council (not being Officers) to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of

the General Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

34. A retiring member of the General Council shall be eligible for re-election, Provided that a retiring Officer shall also be subject to the limitations contained in clause 32 (1).

35. Subject to the provision of Clause 36, no person shall be eligible for election to the office of member of the General Council at any General Meeting unless, not less than seven days before the date appointed for the meeting, there shall have been received by the secretary notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

36. The Trust at the meeting at which a member of the General Council retires in manner aforesaid (Clauses 32 - 34) may fill the vacated office by electing a person thereto, and in default the retiring member of the General Council shall, if offering himself for re-election and provided he is eligible to be re-elected, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the General Council shall have been put to the meeting and lost.

37. The Trust may from time to time by ordinary resolution increase or reduce the number of members of the General Council and may also determine in what rotation the increased or reduced number is to go out of office.

38. The General Council shall have power at any time, and from time to time, to appoint any person to be a member of the General Council to fill a casual vacancy of the General Council, so that the total number of members of the General Council shall not at any time exceed any maximum number fixed in accordance with these Articles. Any member of the General Council so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the General Council who are to retire by rotation at such a meeting.

39. (1) The General Council shall have power to co-opt the member who serves as the Trust's editorial representative with the publishers of the Trust's journal who may serve for such period as General Council shall from time to time determine and whose membership of General Council shall terminate in the event of his ceasing to be the Trust's editorial representative.

(2) The General Council shall have in addition power to co-opt up to a further 5 members who may serve for a period of up to 15 months. Thereafter co-opted members must be put forward for election at the next following Annual General Meeting if they are to remain members of the General Council.

40. The Chairman, Vice Chairman Honorary Secretary and Honorary Treasurer shall be nominated by General Council from amongst its membership. Nominations to fill any vacancy shall be made prior to the Annual General Meeting and shall be confirmed at that meeting.

DISQUALIFICATION OF MEMBERS OF THE GENERAL COUNCIL

41. The office of member of the General Council shall be vacated if the member,

- (1) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (2) becomes prohibited from being a member of the General Council by reason of any order made under section 300 of the Companies Act or an order made under any provision of the Company Directors Disqualification Act 1986; or
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (4) resigns his office by notice in writing to the Trust; or
- (5) is directly or indirectly interested in any contract with the Trust and fails to declare the nature of his interest in manner required by section 317 of the Companies Act.

42. A member of the General Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

43. The Trust may by ordinary resolution, of which special notice has been given in accordance with section 379 of the Companies Act, remove any member of the General Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Trust and such member of the General Council.

PROCEEDINGS OF THE GENERAL COUNCIL

44. The General Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A member of the General Council may, and the Director General on the requisition of a member of the General Council shall, at any time summon a meeting of the General Council.

45. The quorum necessary for the transaction of the business of the General Council may be fixed by the General Council, and unless so fixed shall be four members of the General Council or one-third of the number of members of the General Council whichever shall be the greater.

46. The continuing members of the General Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the General Council, the continuing members or member of the General Council may act for the purpose of increasing the number of members of the General Council to that number, or of summoning a General Meeting of the Company, but for no other purpose.

47. If at any meeting of General Council the Chairman is not present within five minutes after the time appointed for holding the same, the members of the General Council present may choose one of their number to act as Chairman of the meeting.

48. A resolution in writing circulated to all members signed by majority of the members of the General Council for the time being entitled to receive notice of a meeting of the General Council, shall be as valid and effectual as if it had been passed at a meeting of the General Council duly convened and held.

49. The General Council may delegate any of their powers to committees consisting of as many members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the General Council and shall report all acts and proceedings to the General Council as soon as is reasonably practicable.

ADVISORY COMMITTEES

50. The General Council may at any time appoint any member of an Advisory Committee to be an ex officio member of the General Council and may at any time determine any such appointment with or without making a fresh appointment in substitution therefor. Provided always that not more than two members of any Advisory Committee shall hold office as ex officio members of the General Council at the same time by virtue of appointment under this Article.

51. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

52. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

53. All acts done by any meeting of the General Council or of a committee of the General Council, or by a person acting as a member of the General Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the General Council or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the General Council.

54. The General Council and its committees may encourage groups of members to form Branches and provide an organisation within which they should conduct their business which must be for, or conducive to, the objects of the Trust and at its discretion the General Council or its committees may dissolve any such Branches, or disassociate them from the Trust. Each Branch shall be constituted and its affairs shall be carried on in accordance with regulations approved from time to time by the General Council.

COMPANY SECRETARY

55. Subject to section 13 (5) of the Act, the Company Secretary shall be appointed by the General Council for such term, at such remuneration and upon such conditions as the General Council may think fit, and any Company Secretary so appointed may be removed by it: Provided always that no member of the General Council may occupy the position of Company Secretary whilst it is a salaried position.

56. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the General Council and the Company Secretary shall not be satisfied by its being done by or to the same person acting both as member of the General Council and as, or in place of, the Company Secretary.

THE SEAL

57. The General Council shall provide for the safe custody of the seal, which shall only be used by the authority of the General Council or of a committee of the General Council authorised by the General Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by an officer of the General Council. and shall be countersigned by the Company Secretary or by a second member of the General Council or by some other person appointed by the General Council for the purpose.

ACCOUNTS

58. The General Council shall cause accounting records to be kept in accordance with the provisions of the Act.

59. The accounting records shall be kept at the registered office of the Trust or, subject to the provisions of the Act, at such other place or places as the General Council thinks fit, and shall always be open to the inspection of the officers of the Trust

60. The General Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being members of the General Council, and no member (not being a member of the General Council) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the General Council or by the Trust in General Meeting.

61. The General Council shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Trust in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.

62. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in General Meeting, together with a copy of the auditor's report, and Council's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Trust.

AUDIT

63. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

64. A notice may be given by the Trust to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Trust for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same was posted to a member whose address is recorded as being in the United Kingdom, and at the expiration of 4 days to a member whose address is recorded as being outside the United Kingdom, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

65. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (1) every member;
- (2) the auditor for the time being of the Trust; and
- (3) each member of the General Council.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

66. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

67. The General Council may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Trust and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:-

- (1) The admission and classification of members of the Trust, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
- (2) The admission at any Annual General Meeting and upon the prior recommendation of Council of one or more honorary members with full voting rights and with the rights and privileges of a full member any recommendation of Council to be made in recognition of long and distinguished service to the Society; such honorary membership should be for life. The Honorary Secretary will normally seek the will of the honorary member to remain in this position.
- (3) The conduct of members of the Trust in relation to one another, and to the Trust's servants.
- (4) The setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes.
- (5) The procedure at general meetings and meetings of the General Council and Committees of the General Council in so far as such procedure is not regulated by these presents.
- (6) And, generally, all such matters as are commonly the subject matter of Trust rules.

The Trust in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the General Council shall adopt such means as they deem sufficient to bring to the notice of members of the Trust all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Trust, Provided nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Trust.

