

The Companies Acts 1985 to 1989

Company Limited by Guarantee and Not Having a Share Capital

Memorandum of Association of European Headache Federation (Amended by Special Resolution passed 30th June 2007)

1. Name

The name of the Company is “EUROPEAN HEADACHE FEDERATION”.

2. Registered Office

The registered office of the Company will be situated in England and Wales.

3. Objects and Powers

3.1 The objects for which the Company is established are to relieve sickness and to protect and preserve health in Europe and elsewhere in particular by widening and extending interest in and providing an understanding of headache and by promoting better care and treatment of those suffering from headache and by provision of education in the management of headache disorders.

3.2. In furtherance of the above objects, and subject to the provisions of Clause 3.3, but not further or otherwise, the Company shall have the following powers:-

3.2.1 To promote, organise, conduct and co-ordinate research activities in the headache field within and outside Europe and to disseminate the results of any such research;

3.2.2 To provide training and education to scientists, physicians, other health workers (professional or otherwise) and any other persons in the diagnosis, treatment and management of headache;

3.2.3 To encourage, facilitate and support (whether financially or otherwise) the teaching of the practical and scientific aspects of work in headache to scientists, physicians, other health workers and any other persons including arranging for or enabling such persons to visit established research laboratories and clinical institutions with teaching facilities;

3.2.4 To encourage and assist in the creation of national headache societies in European countries where no such society already exists and to provide support, advice and encouragement to existing national headache societies;

3.2.5 To encourage the management of headache in a scientific, and ethical manner;

3.2.6 To promote, arrange, and conduct either alone or jointly with others congresses, meetings, seminars, symposia, conferences, lectures, discussions, and courses of study on, or concerning, or in the field of headache, and related disciplines;

3.2.7 To hold exhibitions, meetings, lectures, classes, seminars and courses, either alone or with others;

3.2.8 To cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, and to contribute to journals, periodicals, magazines, books, leaflets or other documents or films or recorded tapes;

- 3.2.9 To establish, give and award prizes, medals, certificates and other honours to encourage and inspire study in the field of headache;
- 3.2.10 To co-operate and enter into arrangements with any authorities, national, local or otherwise;
- 3.2.11 To accept subscriptions, donations, grants, devises and bequests of, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell lease or otherwise dispose of or mortgage any such real or personal estate;
- 3.2.12 To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions, grants or otherwise;
- 3.2.13 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other instruments, and to operate bank accounts;
- 3.2.14 To borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit provided that the Company shall not undertake save through a subsidiary any permanent trading activities in raising funds for the objects of the Company;
- 3.2.15 To take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- 3.2.16 To invest the money of the Company not immediately required for its objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as provided below;
- 3.2.17 To make any charitable donation either in cash or in assets for the furtherance of the objects of the Company;
- 3.2.18 To establish and support any charitable association or body, and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- 3.2.19 To establish a wholly owned subsidiary company or companies through which to advance the objects of the Company (or any of them) and whether such subsidiary (or any of them) engages in trade or not provided with regard to any subsidiary that does engage in trade that all profits are covenanted to the Company for any one or more of the objects of the Company, or are otherwise secured to the Company on terms which permit payment free (so far as may be) of Corporation Tax, or which permit the subsidiary, or the Company to recover any such tax so paid;
- 3.2.20 To employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- 3.2.21 To insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;
- 3.2.22 To provide indemnity insurance to cover the liability of the Board (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Board (or any of them) knew to be a breach of

trust or breach of duty or which was committed by the Board (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

3.2.23 Subject to the provisions of Clause 4 of this Memorandum of Association, to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependents;

3.2.24 To amalgamate with any companies, institutions, societies or associations which are charitable at law, and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of the assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company, by this Memorandum of Association;

3.2.25 To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;

3.2.26 To establish where necessary local branches (whether autonomous or not);

3.2.27 To do all such other lawful things as shall further the above objects or any of them;

3.3 Provided that:

3.3.1 In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

3.3.2 The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

3.3.3 In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 Board or other governing body of the Company 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 if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board or governing body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

3.4 For the purposes of this clause 3, the term "Europe" includes any country or independent island state situated in, forming part of or bordering Europe, Scandinavia and the Mediterranean and any other country which considers itself or holds itself out to be European.

4. Application of Income and Property

The income and property of the Company 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 Company, and no member of its Board or governing body shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit, in money or money's worth from the Company

except with the prior written consent of the Charity Commission provided that nothing shall prevent a payment in good faith by the Company:

4.1. Of reasonable and proper remuneration to any member of its Board or other governing body, member, officer or servant of the Company for any services rendered to the Company, other than as a member of the Board or other governing body; or

4.2. Of interest on money lent by any member of the Company or of its Board or other governing body at a rate of interest per year not exceeding 2 per cent less than the published base lending rate prescribed for the time being by a clearing bank selected by the Board or other governing body, or 3 per cent whichever is the greater; or

4.3 Of reasonable and proper rent for premises demised or let by any member of the Company or of its Board or other governing body; or

4.4. Of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board or other governing body may be a member holding not more than 1/100th part of the capital of that company; or

4.5. To any member of its Board or other governing body, of reasonable and proper out-of-pocket expenses.

5. Limited Liability

The liability of the members is limited.

6. Contribution to Assets of the Company

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

7. Surplus Assets

If upon the winding-up or dissolution of the Company 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 of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company 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.

The Companies Acts 1985 to 1989

Company Limited by Guarantee and Not Having a Share Capital

Articles of Association of European Headache Federation

1. Definitions and Interpretation

1.1 In these Articles:-

"the Act" means the Companies Act, 1985, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"the Board" means the directors of the Company.

"Europe" includes any country or independent island state situated in, forming part of or bordering Europe, Scandinavia and the Mediterranean and any other country which considers itself or holds itself out to be European and the term "European country" shall be read and construed accordingly.

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

"Secretary" means any person appointed pursuant to the provisions of Article 15.2 to perform, inter alia, the duties of the company secretary of the Company.

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

1.2 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.

1.3 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 or re-enactment thereof for the time being in force.

1.4 Words importing one gender shall be construed as importing any other gender and words importing the singular shall be construed as importing the plural and vice versa.

2. Objects

2.1 The Company is established for the objects expressed in the Memorandum of Association.

3. Members

3.1 The subscribers to the Memorandum of Association and such other persons, corporations or organisations who qualify for membership and who shall be admitted to membership by the Board or any committee established for that purpose by the Board shall be the members of the Company. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. Qualification for Membership

4.1 Subject to the provisions of Articles 4.2 and 5 below, the following shall qualify for membership of the Company:

(a) a corporation or other organisation which has independent legal identity;
(b) an individual who is nominated by an organisation, incorporated or otherwise, provided that in either case the corporation or organisation:

4.1.1 has a democratic constitution;

4.1.2 has its registered office or principal place of business in Europe;

4.1.3 is concerned with all or any of the objects specified in Clause 3.1 of the Memorandum of Association of the Company; and

4.1.4 is the national representative of the country in which it is established in the field of headache.

4.2 Notwithstanding the provisions of Article 4.1 above, at no time shall the Company have more than one member from each European country.

4.3 Each application for membership of the Company shall comply with the requirements of these Articles and of any rules or byelaws made from time to time by the Board pursuant to the powers contained in Article 28 below.

5. Admittance of Members

5.1 As soon as practicable after receiving an application for membership by a qualifying corporation or organisation in the approved form, the Secretary shall refer the application to the Board or to a committee established by the Board for the purpose of considering applications for membership of the Company and the Board or the aforesaid committee (as the case may be) shall determine whether to approve or reject the application.

5.2 If the Board or the aforesaid committee determines to approve an application for membership of the Company, the Secretary shall, as soon as practicable after that determination, notify the applicant in writing of that approval and request the applicant to pay to the Company within 28 days after the date of that written notification such entrance fee (if any) and annual subscription fee or other payment (if any) as is for the time being applicable.

5.3 The Secretary shall, on receipt of payment of the amount or amounts referred to in Article 5.2 above, enter the name of the applicant and the date of the entry in the register of members and upon the name being so entered the applicant shall be a member of the Company.

6. Entrance Fees and Subscriptions

6.1 The Board may in its absolute discretion establish such entrance fees, annual subscriptions and other payments as it thinks fit and may from time to time determine and vary the rates or amounts of such fees, subscriptions and other payments and the dates and terms upon which they will become due and payable.

7. Register of Members

7.1 The Secretary shall establish and maintain a register of members, specifying the date each member became a member and the member's name and address.

7.2 The register of members shall be kept at the registered office of the Company or such other place as the Board shall specify by notice in writing to the members and shall be open for inspection free of charge by any member of the Company at any reasonable hour of a working day.

8. Resignation from Membership

8.1 Unless the Board or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 28 below, the Board may in its absolute discretion permit any member of the Company to resign from membership upon giving not less than two weeks' notice in writing of its resignation to the registered office of the Company, provided (regardless of any other provision made pursuant to Article 28) that after such resignation the number of members is not less than three.

9. Cessation of Membership

9.1 A member ceases to be a member:-

9.1.1 upon their resignation;

9.1.2 upon their death;

9.1.3 in the case of a member who is an individual and subject to the provisions of Article 9.2 below, upon the passing of a resolution by the governing body of the organisation which nominated him that such individual shall cease to be the member of the Company in respect of that organisation;

9.1.4 in the case of a member which is a corporation, upon the liquidation or dissolution of such member (or anything analogous thereto under any relevant jurisdiction); or

9.1.5 upon their expulsion from the Company.

9.2 A copy of any resolution referred to in Article 9.1.3 above, certified by a member of the governing body of the organisation revoking the nomination or by some other duly authorised officer of that organisation, shall be delivered to the registered office of the Company and the member in question shall cease to be a member immediately upon such delivery.

10. Disciplining of Members

10.1 The following provisions of this Article 10 shall apply where the Board is of the opinion that there are reasonable grounds for considering a member:-

10.1.1 may have persistently refused or neglected to comply with a provision or provisions of these Articles or of any rule or byelaw made pursuant to the provisions of Article 28 below for the time being in force; or

10.1.2 may have wilfully acted in a manner prejudicial to the interests of the Company; or

10.1.3 may not have qualified ab initio for membership of the Company having regard to the matters contained or referred to in Article 4 above or, having regard thereto, has since ceased to qualify for membership of the Company.

10.2 The Board may give such member written notice of those matters which concern the Board and which it considers may involve any conduct, act or omission specified in Articles 10.1.1 to 10.1.3 inclusive above. Such notice shall describe such matters in summary form but in sufficient detail to enable the member reasonably to understand the

case that member has to meet and shall specify the time and place of the hearing referred to in Article 10.3 below and may afford the member an opportunity of appearing before the Board at such time and place as the Board shall decide to deal with the matters set out in the written notice.

10.3 At that time, the Board may, in its absolute discretion, permit or refuse the member permission:-

10.3.1 to be represented; and/or

10.3.2 to call any witnesses (other than that member).

Provided that the Board shall however consider any written statement from any other person submitted by the member or from the member itself which is pertinent to the matters under consideration.

10.4 If the Board shall find that any of the matters set out in Articles 10.1.1 or Article 10.1.2 above is proved, it may in its absolute discretion:-

10.4.1 expel the member from the Company; or

10.4.2 suspend the member from membership of the Company for a specified period.

10.5 If the Board shall find that any of the matters set out in Article 10.1.3 above is proved, it shall expel the member from the Company.

10.6 Where the Board resolves to exercise its power under Article 10.4 or Article 10.5 above, the Secretary shall within seven days after the passing of that resolution, inform the member of that fact by notice in writing.

11. General Meetings

11.1 The Company 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 Company and that of the next. Provided that so long as the Company 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 Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

11.2 The Board 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.

12. Notice of General Meetings

12.1 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 Company 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 Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

12.2 Provided that a meeting of the Company 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:-

12.2.1 in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

12.2.2 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.

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

13. Proceedings at General Meetings

13.1 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, ten members present in person or by proxy shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Executive Committee may determine.

13.2 The President or, in his absence the President Elect or first Vice-President, shall preside as chairman at every General Meeting of the Company, or if there is no such President or President Elect or first Vice-President, or if no such person shall be present within fifteen minutes after the time appointed for the holding of the meeting or be willing to act the members of the Board present shall elect one of their number to be chairman of the meeting.

13.3 If at any meeting no member of the Board is willing to act as chairman or if no member of the Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

13.4 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.

13.5 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

13.5.1 by the chairman; or

13.5.2 by at least two members present in person or by proxy; or

13.5.3 by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

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 of proceedings of the Company 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.

13.6 The demand for a poll may be withdrawn.

13.7 Except as provided in Article 12.9, 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.

13.8 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.

13.9 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.

13.10 Subject to the provisions of the Act, a resolution in writing signed by all the members from time to time entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

14. Votes of Members

14.1 Every member shall have one vote.

14.2 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.

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

14.4 Any member of the Company entitled to attend and vote at a General Meeting shall be entitled to appoint another member as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member appointing him to speak at the Meeting.

14.5 On a poll votes may be given either personally or by proxy.

14.6 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a member of the Company.

14.7 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the

United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

14.8 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit and a proxy appointed in this manner shall be at liberty to vote as he thinks fit:-

"European Headache Federation
I/We _____ of _____ being a member/members of the
above named Company, hereby appoint _____ of
or failing him _____ of _____ as my/our proxy to
vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be)
General Meeting of the Company to be held on the _____ day of _____ 20____, and at
any adjournment thereof.

Signed this day _____ of _____ 20____."

14.9 Where, in the alternative, it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"European Headache Federation
I/We _____ of _____ being a member/members of
the above named Company, hereby appoint _____ of
or failing him _____ of _____ as my/our proxy to
vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be)
General Meeting of the Company to be held on the _____ day of _____ 20____, and at
any adjournment thereof.

Signed this day _____ of _____ 20____."

This form is to be used *in favour of/against the resolution.

*Strike out whichever is not desired. Otherwise the proxy will vote in favour of the resolution."

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

14.11 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

15. Corporations Acting by Representatives at Meetings

15.1 Any corporation or other organisation which has independent legal identity and which is a member of the Company may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the member which he represents as that member could exercise if it were an individual member of the Company.

16. Board of Directors

16.1 The maximum number of the members of the Board shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number and the minimum number of members of the Board shall be three.

16.2 The Board shall consist of a President, a President Elect or first Vice-President, a second Vice-President, a Secretary and a Treasurer (hereinafter collectively referred to as “the Officers”) and such other persons as may from time to time be appointed by the members or by the Board in accordance with Article 19 below.

16.3 The members of the Board shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the Board or any sub-committee of the Board or General Meetings of the Company or in connection with the business of the Company.

17. Borrowing Powers

17.1 The Board may in furtherance of the objects of the Company but not otherwise exercise all the powers of the Company to borrow money, and, subject always to Sections 38 and 39 of the Charities Act 1993, 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 Company or of any charitable organisation or body subject to such consents as may be required by law.

18. Powers and Duties of the Board

18.1 The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company 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 Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

18.2 In the exercise of the aforesaid powers and in the management of the business of the Company, the members of the Board shall always be mindful that they are charity trustees within the definition of Section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.

18.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments for sums exceeding an amount determined from time to time by the Board, and all receipts for moneys paid to the Company exceeding the amount so determined by the Board, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by not less than two persons authorised by resolution of the Board from time to time and, in any other case, in any manner determined from time to time by the Board.

18.4 Without prejudice to the provisions of Article 18.6.1 below, the day-to-day management of the affairs of the Company shall be carried out by an executive committee of the Board (hereinafter called “the Executive Committee”) comprising the

Officers of the Board described in Article 16.2 above and any other persons appointed in accordance with Article 18.6.1 below. The Executive Committee shall constitute a committee of the Board and shall meet not less than once in each twelve month period commencing on the date of incorporation of the Company. Save as otherwise provided by these Articles or by resolution of the Board, the proceedings of the Executive Committee shall be regulated by the Articles regulating the proceedings of the Board so far as they are capable of applying provided that the quorum for the transaction of business at any meeting of the Executive Committee shall be such number as represents a simple majority of all the members of the Executive Committee and provided further that such number always includes either the President or the President Elect or first Vice President.

18.5 The Board shall cause minutes to be made in books provided for the purpose:-

18.5.1 of all appointments of officers made by the Board;

18.5.2 of the names of the persons present at each meeting of the Board and of the Executive Committee and of any other committee established by the Board;

18.5.3 of all resolutions and proceedings at all meetings of the Company, and of the Board, the Executive Committee and of committees established by the Board.

18.5.4 of all appointments of chairmen and members of committees (including the Executive Committee) and of all changes in the composition of committees (including the Executive Committee).

18.6.1 The Board may delegate any of its powers to one or more committees consisting of such members of the Board as it thinks fit. The chairman of any committee so formed shall be appointed by the Board and shall be a member of the Board. 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 Board and shall fully and promptly report all acts and proceedings to the Board as soon as is reasonably practicable.

18.6.2 The chairman of a committee shall be the chairman of its meetings; 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.

18.6.3 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.

19. Appointment and Rotation of Members of the Board

19.1 The first members of the Board shall be the persons named as directors on the statement delivered to the Registrar of Companies pursuant to Section 10(2) of the Act, who shall hold office until the first Annual General Meeting of the Company.

19.2 The first Officers shall be elected from the members of the Board by the subscribers to the Memorandum of Association as soon as practicable after the incorporation of the Company and shall hold office until the first Annual General Meeting of the Company. Notice in writing of such election, signed in writing by the subscribers to the Memorandum of Association, shall be delivered to the Company as soon as practicable after such election.

19.3 At the first Annual General Meeting of the Company and then at every second Annual General Meeting of the Company held thereafter, all the members of the Board (including the Officers) shall retire from office. Subject to the following provisions of

this Article 19, and more specifically Articles 19.9 and 19.11 below, each member of the Board shall hold office until the conclusion of the second Annual General Meeting following the Annual General Meeting at which he was elected.

19.4 A retiring member of the Board shall, subject to the provisions of Article 19.6 below, be eligible for re-election.

19.5 The Company at the meeting at which a member of the Board retires in manner aforesaid may fill the vacated office by electing thereto a person eligible in accordance with Article 19.7 below, and in default the retiring member of the Board shall, if offering himself for re-election, 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 Board shall have been put to the meeting and lost.

19.6 The Officers of the Company, with the exception of the Secretary and the Treasurer, shall not be eligible for re-election at an Annual General Meeting to the same Office that they held immediately before that Annual General Meeting but shall, if willing to act, be eligible for re-election to some other Office or otherwise as a member of the Board. The Secretary shall be eligible for re-election to the Office of Secretary for a maximum of three consecutive terms of office and shall then, if willing to act, be eligible for re-election to some other Office or otherwise as a member of the Board. The Treasurer shall be eligible for re-election to the Office of Treasurer for a maximum of two consecutive terms of office and shall then, if willing to act, be eligible for re-election to some other Office or otherwise as a member of the Board. The President Elect (if any) retiring at an Annual General Meeting shall, if willing to act, be elected as the President.

19.7 No person other than a member of the Board retiring at the meeting shall unless recommended by the Board be eligible for election to the office of member of the Board at any General Meeting unless, not less than fourteen nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by two members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

19.8 The Company may from time to time by ordinary resolution increase or reduce the number of members of the Board.

19.9 The Board shall have power at any time, and from time to time, to appoint any person to be a member of the Board, either to fill a casual vacancy or as an addition to the existing members of the Board, but so that the total number of members of the Board shall not at any time exceed any maximum number fixed in accordance with these Articles. Any member of the Board so appointed shall hold office only until the next following Annual General Meeting at which all the members of the Board are due to retire, and shall then be eligible for re-election.

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

19.11 The Company may by ordinary resolution appoint another person in place of a member of the Board removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under Article 19.9 the Company in General

Meeting may appoint any person to be a member of the Board either to fill a casual vacancy or as an additional member of the Board. The person appointed to fill such a vacancy shall be subject to retirement at the next Annual General Meeting at which all the members of the Board are due to retire.

20. Disqualification of Members of the Board

20.1 The office of member of the Board shall be vacated if the member:-

20.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

20.1.2 becomes prohibited from being a member of the Board by reason of Section 72 of the Charities Act 1993 or any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a member of the Board; or

20.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

20.1.4 resigns his office by notice in writing to the Company; or

20.1.5 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 317 of the Act.

20.2 A member of the Board 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.

21. Proceedings of the Board

21.1 The Board 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. Two or more members of the Board may, and the secretary on the requisition of two or more members of the Board shall, at any time summon a meeting of the Board

21.2 The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be such number as represents a simple majority of all the members of the Board.

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

21.4 The President, or in his absence the President Elect or first Vice-President, shall preside as chairman of the meetings of the Board; but, if no such President or President Elect or first Vice-President is elected, or if at any meeting no such person is present within five minutes after the time appointed for holding the same, the members of the Board present may choose one of their number to be chairman of the meeting.

21.5. In Articles 21.6 and 21.7 below "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.

21.6 A person in communication by electronic means with the chairman and with all other parties to a meeting of the Board or of the Executive Committee shall be regarded

for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.

21.7 A meeting at which one or more of the members of the Board or of the Executive Committee (whichever the case may be) attends by electronic means is deemed to be held at such place as the Board or the Executive Committee (as the case may be) shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the members of the Board or of the Executive Committee (as the case may be) attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

21.8 All acts done by any meeting of the Board or the Executive Committee or of any other committee of the Board, or by any person acting as a member of such body, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of such body 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 such body.

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

22. Secretary

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

23. The Seal

23.1 If the Company has a seal the Board shall provide for its safe custody and it shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

24. Accounts

24.1 The Board shall cause accounting records to be kept in accordance with the provisions of the Act.

24.2 The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the members of the Board.

24.3. The Board 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 Company or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any

right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.

24.4 The Board shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.

24.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report (if any), and Board's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Company and every person entitled to receive notice of General Meetings of the Company.

25. Audit

25.1 If required by the Act auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

26. Notices

26.1 A notice may be given by the Company 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 Company 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, prepaying 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 72 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post, provided always that air mail shall be used to send notices to members resident outside the United Kingdom.

26.2 Without prejudice to the provisions of Article 26.1 above, the Company may give notice to a member by electronic means provided that:-

26.2.1 the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and

26.2.2 the electronic means used by the Company enables the member concerned to read the text of the notice.

26.3 A notice given to a member personally or in a form permitted by Article 26.2 above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be.

26.4 In Articles 26.2 and 26.3 above "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.

26.5 Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

26.5.1 every member;

26.5.2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;

26.5.3 the auditors for the time being of the Company (if any); and

26.5.4 each member of the Board.

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

27. Dissolution

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

28. Rules of Bye Laws

28.1 The Board may from time to time make such rules or byelaws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company 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 byelaws regulate:-

28.1.1 The admission and classification of members of the Company, 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.

28.1.2 The conduct of members of the Company in relation to one another, and to the Company's servants.

28.1.3 The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.

28.1.4 The procedure at General Meetings and meetings of the Board and committees of the Board in so far as such procedure is not regulated by these presents.

28.1.5 And, generally, all such matters as are commonly the subject matter of company rules.

28.2 The Company in General Meeting shall have power to alter or repeal the rules or byelaws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules or byelaws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

29. Indemnity

29.1 Every member of the Board or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted to him by the Court, and no member of the Board or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.

29.2 The members of the Board shall have power to purchase and maintain for any member of the Board such insurance as is permitted by Clause 3.2.22 of the Company's Memorandum of Association.