

THE COMPANIES ACT 1985

**Company limited by guarantee
and not having a share capital**

**Memorandum and Articles of Association
of
THE EUROPEAN MYASTHENIA GRAVIS ASSOCIATION**

Incorporated 23rd March 2009

No. 6855861

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

Memorandum of Association of The European Myasthenia Gravis Association

- 1 The company's name is The European Myasthenia Gravis Association (and in this document it is called "the Charity").
- 2 The Charity's registered office is to be situated in England and Wales.
- 3 The Charity's objects ("the Objects") are:
 - (1) to promote the health and welfare of sufferers from Myasthenia Gravis, Lambert-Eaton Myasthenic Syndrome, Congenital Myasthenic Syndrome and other similar diseases of the human neuromuscular junction in the countries of Europe.
 - (2) to assist and encourage the formation and development of not-for-profit organizations of patients suffering from Myasthenia Gravis, Lambert-Eaton Myasthenic Syndrome, Congenital Myasthenic Syndrome and other similar diseases of the human neuromuscular junction, and their carers, in the countries of Europe.
- 4(1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
 - (a) to raise funds;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity;
 - (d) to borrow money, to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed and to guarantee, grant indemnities in respect of, support or secure the performance of the obligations of any third party;
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects, to undertake and administer any trusteeship and to act as a trust corporation;
 - (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) to employ and remunerate such staff as the Charity considers expedient for carrying out the work of the Charity and to make all reasonable provision for the payment of pensions and superannuation to staff and their dependants;

- (j) to:
- (i) deposit or invest funds;
- (ii) employ a professional fund-manager; and
- (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (k) to obtain indemnity insurance for the directors or any other officer of the Charity in relation to any such liability as is mentioned in clause 4(2), but subject to the restrictions specified in clause 4(3);
- (l) to pay out of the funds of the Charity the costs of forming the Charity as a company;
- (m) to guarantee, grant indemnities in respect of, support or secure the performance of the obligations of any third party;
- (n) to do all such other lawful things as the Charity considers expedient for the achievement of the Objects.

(2) The liabilities referred to in clause 4(1)(k) are:

- (a) any liability that by virtue of any rule of law would otherwise attach to the director or other officer in respect of any negligence, default, breach of duty or breach of trust on his or her part in relation to the Charity;
- (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading) or any statutory provision from time to time having similar effect;
- (c) any other liability in respect of which charities are permitted to obtain indemnity insurance under charity law.

(3)(a) The following liabilities are excluded from clause 4(2)(a):

- (i) fines;
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the director or other officer;
- (iii) liabilities to the Charity that result from conduct that the director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- (b) There is excluded from clause 4(2)(b) any liability to make such a contribution where the basis of the director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

5(1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

- (2)(a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (b) Subject to the restrictions in clause 4, a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- (c) A Director may receive an indemnity from the Charity in the circumstances specified in Article 46.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
- (4) No Director may:
- (a) sell goods, services or any interest in land to the Charity;
- (b) be employed by or receive any remuneration from the Charity;
- (c) receive any other financial benefit from the Charity;
- unless the payment or transaction is:
- (i) permitted in accordance with, and subject to the conditions in, section 73A or 73F of the Charities Act 1993; or
- (ii) previously and expressly authorised in writing by the Charity Commission.
- (5) In clauses 5(2)-(4):
- (a) "Charity" shall include any company in which the Charity:
- holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the Board of the company;
- (b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.
- 6 The liability of the members is limited.
- 7 Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.
- 8(1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid,

or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred:

- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the charity, the directors of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity).
- (4) If at the time of a resolution under clause 8(1) or clause 8(2) the Charity is a registered Scottish charity then the resolution will only be effective if the Objects or, as the case may be, the purposes for which the net assets are to be applied or transferred are charitable under both the laws of England and Wales and the laws of Scotland.

I/We, the person(s) whose name(s) and address(es) is/are written below, wish to be formed into a company under this Memorandum of Association.

Signature(s), Nam(es) and Address(es) of Subscriber(s)

Andrew John Lutley
Springfield
Rookery Hill
Ashtead Park
Ashtead
Surrey
KT21 1HY

Dated: 20 March 2009

Witness to the above Signature(s):

Name: Hilary Margaret Wilson

Address: Springfield, Rookery Hill, Ashtead Park, Ashtead, Surrey KT21 1HY

THE COMPANIES ACTS 1985 AND 2006 COMPANY LIMITED BY GUARANTEE

Articles of Association of The European Myasthenia Gravis Association

Interpretation

1 In these articles:

"the Companies Acts" means the Companies Act 1985 and the Companies Act 2006;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address, a text message number or any other number or address in each case registered with the Charity;

"the Charity" means the company intended to be regulated by these articles;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Europe" means the countries defined as European countries from time to time by the European Union and "country within Europe" has a corresponding meaning;

"the memorandum" means the memorandum of association of the Charity;

"Myasthenia Gravis" includes any of the conditions referred to in clause 3 of the memorandum;

"officers" includes the Directors and, if the Charity has one, the secretary;

"the seal" means the common seal of the Charity, if it has one;

"secretary" means, if the Charity has one, the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the Directors" means the directors of the Charity;

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

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, other words or expressions contained in these articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when these articles become binding on the Charity.

Subject to the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Members

- 2(1) The subscribers to the memorandum are the first members of the Charity.
- (2) Voting membership (all subsequent references to members being construed as references to voting membership unless the context otherwise requires) is open to any not for profit or charitable organisation resident in a country within Europe:
- (a) whose primary declared purpose is to benefit sufferers from Myasthenia Gravis;
 - (b) at least 50% of the trustees or directors of which are persons suffering from Myasthenia Gravis, or close relatives of such persons;
 - (c) which applies to the Charity in the form required by the Directors; and
 - (d) which is approved by the Directors, in their absolute discretion.
 - (e) Any number of eligible organisations resident in the same country may apply for membership.
- (3) The Directors may establish any number of classes of non-voting membership with different rights and obligations and shall record the rights and obligations in the register of members. Non-voting membership shall be open to not for profit or charitable organisations which are not eligible for voting membership.

Termination of Membership

- 3 Membership is terminated if:
- (1) the organisation ceases to exist;
 - (2) the organisation resigns by written notice to the Charity unless, after the resignation, there would be fewer than two members;
 - (3) the organisation is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that its membership is terminated.

General meetings

- 4 The Charity shall hold an annual general meeting each year and not more than fifteen months may elapse between successive annual general meetings.
- 5 The Directors may call a general meeting at any time and shall on the requisition of members pursuant to the provisions of the Companies Acts.

Notice of general meetings

- 6(1) The minimum periods of notice required to hold a general meeting of the Charity are:
- twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.

- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy in accordance with the Companies Acts.
- (4) The notice must be given to all the members and to the Directors and to the auditors, if appointed.
- 7 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meetings

- 8(1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is one quarter of the total number of persons entitled to vote upon the business to be transacted, each being a proxy for a member organisation or a duly authorised representative of a member organisation, of whom a minimum of three such persons must be present in person at the meeting.
- 9(1) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Directors shall determine.
- (2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present by proxy or by their duly authorised representative(s) at that time shall constitute the quorum for that meeting.
- 10(1) General meetings shall be chaired by the person who has been appointed as Chairman by the annual general meeting, who must be a Director.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- (3) If there is only one Director present and willing to act, he or she shall chair the meeting.
- (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 11(1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 12(1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting; or
 - (b) by at least two members present by proxy or by their duly authorised representative(s) and having the right to vote at the meeting; or
 - (c) by a member or members present by proxy or by their duly authorised representative(s) representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2)(a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3)(a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4)(a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5)(a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.

Proxies: appointment and voting

13(1) Any member is entitled to appoint another person as a proxy to exercise all or any of the member’s rights to attend and to speak and vote at a general meeting of the Charity.

(2) The appointment of a proxy shall be signed by or on behalf of the appointor and shall be in the following form (or in as near a form as circumstances allow or in any other form which is usual or which the Directors may approve):

“The European Myasthenia Gravis Association

I/We,, of, being a member/members of the above charity, hereby appoint, of, or failing him/her,, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on 20., and at any adjournment.

Signed on 20..”.

(3) Where it is wished to afford members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in as near a form as circumstances allow or in any other form which is usual or which the Directors may approve):

“The European Myasthenia Gravis Association

I/We,, of, being a member/members of the above charity, hereby appoint, of, or failing him/her,, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity, to be held on 20., and at any adjournment.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 *for *against

Resolution No.2 *for *against

etc.

*Strike out whichever is not desired.

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

Signed on 20..”.

(4) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a solicitor or other Commissioner for Oaths or in some other way approved by the Directors) may be lodged with the Charity as follows:

(i) in the case of an instrument in writing be deposited at the Charity's registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- (ii) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
 - (a) in the notice convening the meeting; or
 - (b) in any instrument of proxy sent out by the Charity in relation to the meeting; or
 - (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting;

it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (iii) in the case of a poll taken more than 48 hours after it is demanded, be deposited or, in the case of an electronic communication, received after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (iv) where the poll is not taken immediately but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the secretary or to any Director.
- (5) An appointment of proxy which is not deposited, delivered or received in a manner described above shall be invalid.
- (6) A vote given or poll demanded by proxy or by the duly authorised representative of a member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the Charity at:
 - (i) its registered office; or
 - (ii) at such other place at which the instrument of proxy was duly deposited; or
 - (iii) where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received;

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

- 14 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

Votes of members

- 15(1) Subject to Articles 14 and 15(2), every member shall have one vote and on a poll every member present by proxy or by their duly authorised representative(s) shall have one vote.
- (2)(a) On each resolution before a general meeting there shall be only one vote counted for each country on behalf of all the organisations resident in that country which are eligible to vote.
- (b) Where several organisations eligible to vote are resident in the same country, their vote on each resolution shall be determined on the basis of the majority of the votes cast on such resolution and, in the event of a tie, no vote shall be counted on that resolution.

- 16 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 17(1) Any member may nominate any person to act as its representative at any meeting of the Charity.
- (2) The member must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

Directors

- 18(1) A Director must be a natural person aged 16 years or older.
- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 30.
- 19 The number of Directors shall be not less than three and (unless otherwise determined by ordinary resolution) not more than twelve.
- 20 The first Directors shall be those persons notified to Companies House as the first directors of the Charity.
- 21 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

Powers of Directors

- 22(1) Subject to the provisions of the Companies Acts, the memorandum, these articles and to any directions given by special resolution the Directors shall manage the business of the Charity and may exercise all the powers of the Charity.
- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.
- 23 At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Director he or she must retire. A Director retiring by rotation may stand for re-election.
- 24(1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- (2) If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

Appointment of Directors

25 The Charity may by ordinary resolution:

- appoint a person who is willing to act to be a Director; and
- determine the rotation in which any additional Directors are to retire.

26 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:

- (1) he or she is recommended by the Directors; or
- (2) not less than thirty nor more than sixty clear days before the date of the meeting, the Charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of that person as a Director;
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

27 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

28(1) The Directors may appoint a person who is willing to act to be a Director.

- (2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.

29 The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

Disqualification and removal of Directors

30 A Director shall cease to hold office if he or she:

- (1) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- (4) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the Directors from all their meetings held within a period of twelve consecutive months and the Directors resolve that his or her office be vacated.

Proceedings of Directors

31(1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

- (2) Any Director may call a meeting of the Directors.
- (3) The secretary must call a meeting of the Directors if requested to do so by a Director.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

32(1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.

- (2) The quorum shall be two or the number nearest to one third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.
- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

33 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

34(1) Meetings of the Directors shall be chaired by the person who has been appointed to chair meetings by the annual general meeting.

- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.

35(1) A resolution in writing agreed by all the Directors or (as the case may be) members of a committee entitled to receive notice of a meeting of Directors or of a committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee duly convened and held.

- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

Delegation

36(1) The Directors may delegate any of their powers or functions to a committee of two or more Directors or other persons but the terms of any delegation must be recorded in the minute book and may, without prejudice to the foregoing, establish an advisory committee of such persons, whether or not Directors, as it considers appropriate.

(2) The Directors may impose conditions when delegating, including the conditions that:

- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

(3) The Directors may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

(5) No decision at any meeting of any committee to exercise any powers delegated to it by the Directors shall be effective unless a majority of those present at the time of the decision are Directors.

37(1) A Director or member of a committee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Director or member of a committee must absent himself or herself from any discussions of the Directors or members of a committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) unless expressly invited to remain in order to provide information.

(2) For the purposes of this article, an interest which a Director or member of a committee has in a matter to be discussed at a meeting of the Directors or a committee and which arises only by virtue of him or her being a member or unpaid director or officer of another company or institution which is constituted as a charity or which prohibits the distribution of its income and property to an extent at least as great as is imposed on the Charity by its memorandum of association or, in the case of a wholly owned subsidiary company, whose parent company is so constituted or contains such a prohibition shall not be treated as a personal interest. Such interest shall be declared at or before the beginning of discussion of the matter but the Director or committee member shall not thereby be prohibited from participating in the meeting, being counted in the quorum or voting on the matter.

38(1) Subject to Article 38(2), all acts done by a meeting of Directors, or of a committee, shall be valid notwithstanding the participation in any vote of a Director or member of such committee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by these articles to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Director or committee member; and

- that Director or committee member being counted in the quorum;

the decision has been made by a majority of the Directors or committee members at a quorate meeting.

- (2) Article 38(1) does not permit a Director or committee member to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee if, but for Article 38(1), the resolution would have been void, or if the Director or committee member has not complied with Article 37.

Honorary Officers

- 39 At each annual general meeting the members shall appoint a Chairman and a Treasurer, each of whom shall be a Director, and may appoint other persons as honorary officers.

Seal

- 40 If the Charity has a seal it must only be used by the authority of the Directors or of a committee authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

Minutes

- 41 The Directors must keep minutes of all:

- (1) appointments of officers made by the Directors;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Directors and committees including:

- the names of the Directors and committee members present at the meeting;
- the decisions made at the meetings; and
- where appropriate, the reasons for the decisions.

Notices

- 42 Any notice to be given to or by any person under the articles:

- (1) must be in writing; or
- (2) must be given using electronic communication.

- 43 The Charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communication to the member's address.

- 44 A member present by proxy or by their duly authorised representative(s) at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 45(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (3) A notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity

- 46 The Charity may indemnify any Director, Auditor, Reporting Accountant, or other officer of the Charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.

Rules

- 47(1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- (2) The rules or bye laws may regulate the following matters but are not restricted to them:
- (a) drawing up or amending the list of countries within Europe for the purposes of Article 2(2), provided that any such rule shall only be effective if it has been approved by at least two thirds of the Directors then holding office;
- (b) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- (c) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- (d) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- (e) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by these articles;
- (f) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.

- (5) The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signature(s), Nam(es) and Address(es) of Subscriber(s)

Andrew John Lutley
Springfield
Rookery Hill
Ashtead Park
Ashtead
Surrey
KT21 1HY

Dated: 20 March 2009

Witness to the above Signature(s):

Name: Hilary Margaret Wilson

Address: Springfield, Rookery Hill, Ashtead Park, Ashtead, Surrey KT21 1HY