

The Companies Acts 1948 to 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

SPECIAL RESOLUTIONS

OF

**PARKINSON'S DISEASE SOCIETY
OF THE UNITED KINGDOM**



Passed 9th September 2000

At the Annual General Meeting of the above named company ("the Society") duly convened and held on the 9th day of September 2000 the following resolutions were duly passed as special resolutions of the Company:

4 SPECIAL RESOLUTION

That the Memorandum of Association of the Society be amended as follows:-

- (a) in proviso (iii) of clause 3 the words "Council of Management" in lines 5, 10 and 14 shall be deleted and the words "Board of Trustees" shall be added
- (b) in clause 4 the words in line 4 "Member of Council (hereinafter referred to as a "trustee")" shall be deleted and the words "member of the Board of Trustees (hereinafter referred to as a "Trustee")" shall be added and the words "trustee" or "trustees" shall consequently be amended to "Trustee" and "Trustees" throughout clause 4.
- (c) In clause 4 delete the words in sub-clause 6(ii) and replace them with the following:

"the grant shall have been recommended by the Society's Medical Advisory Panel or its successor body at a meeting from which that Trustee (if a member of that Panel or body) has withdrawn and he or she shall have taken no part in the discussion or voting;"

(d) In clause 3 the following sub-clauses be inserted after clause 3(L):

- “(M) To delegate the management of investments to a financial expert, but only on terms that:
- (i) the investment policy is set down in writing for the financial expert by the Trustees
 - (ii) every transaction is reported promptly to the Trustees
 - (iii) the performance of the investments is reviewed regularly with the Trustees
 - (iv) the Trustees are entitled to cancel the delegation arrangement at any time
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year
 - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
 - (vii) the financial expert must not do anything outside the powers of the Trustees
- (N) To arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required.
- (O) To insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required.”

and the sub-clauses be renumbered accordingly.

5 SPECIAL RESOLUTION

(A) That clause 3 of the Memorandum of Association of the Society be and is hereby amended by the insertion of the following sub-clause before sub-clause 3(M) (“to make arrangements for carrying on the work of the Society.....”);

“(P) To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty PROVIDED THAT such power shall

not first be exercised without the written consent of the Charity Commissioners for England & Wales.”

and the sub-clauses be renumbered accordingly.

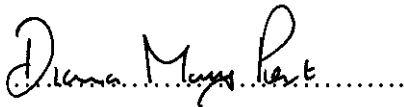
(B) That clause 4 of the Memorandum of Association of the Society be and is hereby amended by the insertion of the following sub-clause after sub-clause 4(5);

(6) “of an insurance premium in respect of an insurance policy for Trustees as mentioned in Clause 3(P).”

and the sub-clauses be renumbered accordingly.

6 SPECIAL RESOLUTION

“That the document produced to the meeting and signed for the purposes of identification by the Chairman of the meeting be and is hereby adopted as the Articles of Association of the Society in place of the existing Articles of Association.”

.....

Company Secretary

The Companies Acts 1948 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
PARKINSON'S DISEASE SOCIETY
OF THE UNITED KINGDOM*

Incorporated the 26th day of February 1969

*Name changed by Special Resolution dated 27th June 1985

These are the Memorandum of Association
and the Articles of Association as adopted
by the Members in Special Resolution on
9th September 2000: by majority of 99.3% -
Res. No. 4, Printed August 2000 99.11% - Res. No. 5,
+ 99.07% - Res. No. 6.

Janet P. Sanders
a.a. 00
Chairman/Director

The Companies Acts 1948 to 1989

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

MEMORANDUM OF ASSOCIATION OF PARKINSON'S DISEASE SOCIETY OF THE UNITED KINGDOM*

1. The name of the Company (hereinafter called "the Society") is
"PARKINSON'S DISEASE SOCIETY OF THE UNITED KINGDOM"*
2. The registered office of the Society will be situate in England.
3. The primary object for which the Society is established is the relief of persons suffering from the condition known as "Parkinson's Disease" and allied diseases (together hereinafter called Parkinson's Disease) and the promotion of research into the causes, prevention and cure of Parkinson's Disease and the dissemination of the results of the research for the benefit of the public.

In furtherance of the above object but not otherwise the Society shall have the following powers: -

- (A) To bring together persons suffering from or interested in Parkinson's Disease.
- (B) To accumulate and disseminate knowledge about Parkinson's Disease and the problems of sufferers and to stimulate interest therein.
- (C) To promote and provide facilities for the study of Parkinson's Disease.

*On 22nd August 1985 the name of the company was changed pursuant to a Special Resolution passed on 27th June 1985 from "Parkinson's Disease Society of the United Kingdom Limited" to "Parkinson's Disease Society of the United Kingdom".

- (D) To make known the results of study and research into Parkinson's Disease by publishing, producing, broadcasting and distributing or assisting to publish, produce, broadcast and distribute literature, books, pamphlets, films, radio and television programmes and journals and in such other manner as will further the Society's object.
- (E) To promote and provide facilities for the rehabilitation and treatment of persons suffering from Parkinson's Disease and to help sufferers and their relatives and dependants whether Members of the Society or not by supplying information and giving practical help of all kinds.
- (F) To foster and encourage voluntary work for furthering the object of the Society.
- (G) To co-operate with the medical and other professions and to confer, consult, maintain contact and co-operate with any persons, Government Departments, local authorities, associations, societies, institutions or bodies of persons established or to be established in the United Kingdom or anywhere in the world, for all or any of the purposes aforesaid.
- (H) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its object, and to construct, maintain, improve and alter any buildings or erections necessary or convenient for the work of the Society.
- (I) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its object.
- (J) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and will further its objects.
- (K) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise (and by way of borrowing on such terms and on such security as may from time to time be determined), provided that the Society shall not undertake any permanent trading activities in raising funds for its objects.
- (L) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may from time to time be determined, subject nevertheless to such conditions (if any) and such consent (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

- (M) To delegate the management of investments to a financial expert, but only on terms that:
- (i) the investment policy is set down in writing for the financial expert by the Trustees
 - (ii) every transaction is reported promptly to the Trustees
 - (iii) the performance of the investments is reviewed regularly with the Trustees
 - (iv) the Trustees are entitled to cancel the delegation arrangement at any time
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year
 - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
 - (vi) the financial expert must not do anything outside the powers of the Trustees
- (N) To arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required.
- (O) To insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required.
- (P) To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty PROVIDED THAT such power shall not first be exercised without the written consent of the Charity Commissioners for England & Wales.
- (Q) To make arrangements for carrying on the work of the Society and for this purpose to engage and provide in whole or part for the salaries of officers and servants and to appoint such honorary officers as may be necessary and to establish superannuation schemes contributory or otherwise for salaried officers and servants of the Society.
- (R) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected

with the purposes of the Society or calculated to further its object.

- (S) To set up local branches of the Society and to make, alter or repeal such bye-laws as may seem necessary for their proper conduct and management.
- (T) To do all such other things as will further the object of the Society.

Provided that: -

- (i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - * (ii) The object of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers, and organisations of employers.
 - (iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Society 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 of Trustees or Governing Body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Trustees or Governing Body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, or the
 - * Charity Commissioners over such Board of Trustees or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.
- 4.+ The income and property of the Society shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of the Society; and no Member of the Board of Trustees (hereinafter referred to as a "Trustee") shall be appointed to any office of

+ * Amended by Special Resolution dated 27th June 1985.

+ That by a Special Resolution passed on 17th June 1995 the provisions of Clause 4 were amended.

the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society; Provided that nothing in this document shall prevent any payment in good faith by the Society:

- (1) of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Society to act in a professional capacity on its behalf: provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner is under discussion;
- (2) of reasonable and proper remuneration for any services rendered to the Society by any Member, officer or servant of the Society who is not a Trustee;
- (3) of interest on money lent by any Member of the Society or a Trustee at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of the Society's clearing bankers;
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than one hundredth part of the issued capital of that company;
- (5) of reasonable and proper rent for premises demised or let by any Member of the Society or by a Trustee;
- (6) of an insurance premium in respect of an insurance policy for Trustees as mentioned in Clause 3(P)
- (7) of a research grant in respect of research work conducted by a Trustee within an established research institution provided that:
 - (i) the research project shall have been subjected to an independent scientific review by research peers in the field in which that trustee shall not participate;
 - (ii) the grant shall have been recommended by the Society's Medical Advisory Panel or its successor body at a meeting from which that Trustee (if a member of that Panel or body) has withdrawn and he or she shall have taken no part in the discussion or voting;
 - (iii) no grant shall be paid to a Trustee in person but shall be paid to the administrative body of the research institution in which the research is conducted.

(8) to any Trustee of reasonable out-of-pocket expenses.

* 5. The liability of the Members is limited.

* 6. Every Member of the Society undertakes to contribute to the assets of the Society,

* 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

* Society 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 £1.

7. If upon the winding-up or dissolution of the Society there remains any property whatsoever, after the satisfaction of all its debts and liabilities and after making due provision for the continuation of any pension paid or accruing to any salaried officer or servant of the Society, the same shall not be paid to or distributed among

* the Members of the Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the object of the Society, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be

* determined by the Members of the Society 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.

* Amended by Special Resolution dated 27th June 1985.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuant of this Memorandum of Association.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

Mali Hilda Catherine Christopher Jenkins
11 Girdwood Road, London SW18
Company Secretary Retired

Evelyn Eccles
Flat 3, 102 Gt. Portland Street, London W1
General Secretary

Frederick Brian Gibberd
7A Alleyn Park, London SE21
Medical Practitioner

Ernest John Prestwich Elliott
7 Westbury Avenue, Claygate, Esher, Surrey
Solicitor

Eryl Janet Christopher Jenkins
11 Girdwood Road, London SW18
Local Government Officer Retired

George Flaxman Underhay
6 Herons Croft, Old Avenue, Weybridge, Surrey
Consultant (Paper Industry)

Henry James Killick
4 St. Bride Street, London EC4
Solicitor

James Purdon Martin MD FRCP
Craingnish, 4 Turner Drive, London NW11
Physician

DATED this 4th day of February 1969

WITNESS to the above Signatures: -

B O Lloyd
4 St. Bride Street
London EC4
Solicitor

Company limited by guarantee
not having a share capital

ARTICLES OF ASSOCIATION
OF
PARKINSON'S DISEASE SOCIETY
OF THE UNITED KINGDOM***

1. PURPOSES

- 1.1 The Society is established for the purposes expressed in the Memorandum of Association.

2. MEMBERS AND ASSOCIATE MEMBERS

2.1 Members

- 2.1.1 The Members are those people who are admitted as Members of the Society in accordance with Article 2.1.4.
- 2.1.2 The number of Members with which the Society is incorporated is unlimited.
- 2.1.3 Only an individual (and not a corporation) may be a Member.
- 2.1.4 Admission of any individual to Membership of the Society shall be conditional upon the applicant concerned giving in writing (as defined in Article 16.1(e)) the undertaking required by Clause 6 of the Memorandum of Association, and delivering it to the Society in person or sending it by post, facsimile or electronic mail. His application for Membership of the Society shall (unless the Board determines to reject it) then be deemed to be accepted. His admission as a Member shall be completed by the Society sending him a Membership Card.

** On 22nd June 1996 pursuant to a Special Resolution passed that day new Articles of Association were adopted.

* On 22nd August 1985 the name of the Company was changed pursuant to a Special Resolution passed on 27th June 1985 from "Parkinson's Disease Society of the United Kingdom Limited" to "Parkinson's Disease Society of the United Kingdom".

- 2.1.5 The Board shall not be bound to give any reason for accepting or refusing the application of any individual for admission as a Member.
- 2.1.6 Only an individual who has been admitted as a Member under Article 2.1.4 shall be entitled to vote, or subject to Article 4.2.1, be eligible to stand for election to the Board.
- 2.1.7 The rights of a Member are personal, not transferable, and cease upon the death of the Member.

2.2 Associate Members

- 2.2.1 There shall be three categories of Associate Membership - Individual Associate Membership, Corporate Associate Membership and Professional Associate Membership - subject to such Rules as to admission and other matters as the Board may from time to time make.
- 2.2.2 Individual Associate Membership shall be open to those individuals who have failed or refused to give in writing the undertaking required by Clause 6 of the Memorandum of Association. The category of Individual Associate Membership shall cease to be open to new applicants, with effect on and from 30th November 2000 or such other date as the Board decides not later than 31st January 2001.
- 2.2.3 Corporate Associate Membership shall be open to corporate bodies who wish to support the Society.
- 2.2.4 Professional Associate Membership shall be open to individuals or groups of individuals who have a professional interest in Parkinson's Disease and who wish to support the Society.
- 2.2.5 Associate Members shall have no voting rights nor shall Associate Members be eligible to stand for election to the Board. They shall not be entitled to receive notices of general meetings and shall not be Members of the Society for company law purposes but may attend and if requested by the Chairman may speak but not vote.
- 2.2.6 The Board shall not be bound to give any reason for accepting or refusing the application of any person or group of persons for admission to Associate Membership.

2.3 Annual Subscriptions

- 2.3.1 An Annual Subscription shall be payable by Members and Associate Members at the respective rates fixed from time to time by the Board for Members or for the relevant category of Associate Membership.
- 2.3.2 The Board shall have the power in special or defined circumstances to reduce or waive the Annual Subscription payable by an individual Member or Associate Member.
- 2.3.3 The first Annual Subscription shall be payable on admission as a Member or on becoming an Associate Member and thereafter on such date or dates in each year as the Board shall determine.
- 2.3.4 On payment of a single Subscription determined by the Board, a Member or an individual who wishes to become a Member may, at the discretion of the Board, be admitted as a Life Member.

2.4. Cessation of Membership

- 2.4.1 A Member or an Associate Member ceases to be a Member or an Associate Member as the case may be when:
 - (a) his subscription remains unpaid for 6 months after it first became due; or
 - (b) the Clerk to the Society receives notice that he has resigned; or
 - (c) the Board passes a resolution to that effect by a majority of two-thirds of the Trustees present and voting at a specially convened meeting of which the Member or Associate Member has been given at least fourteen days' notice (and which includes the reasons for the resolution) and at which the Member or Associate Member has been given a reasonable opportunity of being heard.
- 2.4.2 A Member or an Associate Member ceasing to be such shall not be entitled to a return of any money paid to the Society by way of subscription.
- 2.4.3 Save that no individual may apply to become an Individual Associate Member after the date when that category becomes closed under Article 2.2.2 a Member or an Associate Member ceasing to be a Member or an Associate Member under Articles 2.4.1(a) or (b) may rejoin at any time as if he were a new Member or Associate Member. A Member or an Associate Member ceasing to be a Member or an Associate Member under Article 2.4.1(c) may only rejoin with the prior approval of a resolution of the Board.

2.5 Register of Members and Lists of Associate Member

- 2.5.1 The name of an individual who has become a Member shall be entered in the Register of Members and that of an individual who has ceased to be a Member shall be deleted from the Register of Members.
- 2.5.2 Additions to and deletions from the Register of Members shall be laid before each meeting of the Board.
- 2.5.3 Separate lists of Associate Members shall be maintained by the Society.

2.6 Honorary Life Members

- 2.6.1 The Board may invite any person, whether a Member or not, to be an Honorary Life Member of the Society in recognition of exceptional service to the Society, to persons suffering from Parkinson's Disease, or to those who care for such persons.
- 2.6.2 An Honorary Life Member shall enjoy all the rights of a Member but shall not be required to pay any subscription.

2.7 General

Every Member and every Associate Member shall, to the best of his ability, further the objects, interests and influence of the Society and shall observe all bye-laws of the Society made pursuant to these Articles.

3. MEETINGS

3.1 AGM

- 3.1.1 In each calendar year the Society shall hold a general meeting as its annual general meeting.
- 3.1.2 The Board shall determine the time and place of the annual general meeting.
- 3.1.3 Every annual general meeting shall be held not more than 15 months after the last one.
- 3.1.4 The business to be transacted at an annual general meeting shall include:
 - (a) the approval of the minutes of any previous meeting;
 - (b) consideration of the income and expenditure account and of the balance sheet;

- (c) the report of the Board and the report of the Chairman of the Nominations Panel;
- (d) the report of the Auditors;
- (e) the election of Trustees by postal ballot as provided in these Articles;
- (f) the appointment of Auditors; and
- (g) the fixing of the remuneration of the Auditors.

3.1.5 The Board shall, on the requisition in writing of not less than 100 Members or, if less, one tenth of the total numbers of Members of the Society and at the expense of those who make the requisition (unless the Board resolves otherwise) give to Members:

- (a) notice of any resolution that may properly be moved at a general meeting and is intended to be moved at that meeting; and
- (b) any statement not exceeding 1000 words regarding the matter referred to in any proposed resolution or the business to be dealt with at the meeting.

3.2 EGM

3.2.1 All general meetings other than annual general meetings shall be extraordinary general meetings.

3.2.2 An extraordinary general meeting may at any time be convened by the Board.

3.2.3 The Board shall convene an extraordinary general meeting on the requisition of 100 Members or, if less, one tenth of the total number of Members of the Society.

3.3 Notice

3.3.1 Notice shall be given to all persons including the President and Vice-Presidents and Auditors as are under these Articles or under the Act entitled to receive notice of general meetings of the Society of the holding of a general meeting.

3.3.2 The Society shall give:

- (a) for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution at least 21 clear days' notice; and
- (b) for all other extraordinary general meetings at least 14 clear days' notice.

3.3.3 The notice shall specify the place, the date, and the hour of the meeting and the nature of all business that is to be conducted.

3.4 Quorum

- 3.4.1 The quorum for the transaction of business at a general meeting of the Society is 50 Members personally present.
- 3.4.2 A general meeting convened on the requisition of Members shall be dissolved if a quorum is not present within half an hour of the time appointed for the start of the meeting.
- 3.4.3 A general meeting convened by the Board and for which a quorum is not present within half an hour of the time appointed for the start of the meeting shall automatically stand adjourned to the same day in the next week, at the same time and place, or at another day, week, time and place decided by the Board. The quorum for such an adjourned meeting shall be 25 Members personally present.

3.5 Chairman

- 3.5.1 The Chairman appointed in accordance in Article 6.1.1 shall preside at general meetings of the Society.
- 3.5.2 If such Chairman is not present within fifteen minutes after the time appointed for holding any general meeting, or shall be unwilling to preside, the Vice-Chairman and if more than one the Vice-Chairman chosen by the Trustees present shall preside, and failing any Vice-Chairman, the Trustees shall choose a Trustee to preside or if all Trustees present decline to take the chair, the Members present shall choose some Member who is present to preside.

3.6 Adjournment

- 3.6.1 The chairman of a general meeting may with the approval of a resolution by show of hands of the Members present at any such meeting at which a quorum is present adjourn the meeting from time to time and from place to place.
- 3.6.2 No business shall be transacted at an adjourned general meeting except business that could have been transacted at the meeting from which the adjournment took place.
- 3.6.3 If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. Apart from that, the Members shall not be entitled to notice of an adjournment or of the business to be transacted at any adjourned meeting.

3.7 Voting

3.7.1 Method of Voting

3.7.1.1 Every Member shall have one vote:

- (a) on a show of hands if present in person at a general meeting;
- (b) on a poll if present at a general meeting either in person or by proxy;
- (c) on a postal ballot under Article 4.5.2.

3.7.2 Show of Hands

3.7.2.1 A resolution put to the vote of a general meeting, unless a postal ballot has been held under Article 4.5.2, shall be decided on a show of hands unless a poll is demanded under Article 3.8.2 before or upon the declaration of the result of the show of hands.

3.7.2.2 On a show of hands, a declaration by the chairman of a general meeting that a resolution has been carried, that it has been carried unanimously or by a particular majority or that it has been lost or lost by a particular majority shall be conclusive.

3.8 Poll

3.8.1 A poll may be demanded on any resolution at a general meeting except on the election of the chairman of the meeting or on any question of an adjournment.

3.8.2 A poll may be demanded at a general meeting by:

- (a) the chairman; or
- (b) 10 or more Members present in person or by proxy.

3.8.3 The chairman of a general meeting shall decide the time, the place and the manner of holding a poll.

3.8.4 The result of a poll determines the matter and becomes the resolution of the general meeting at which the poll was demanded.

3.8.5 If there is an equality of votes, whether on a show of hands or on a poll, the chairman of the general meeting shall have a second or casting vote.

3.8.6 A demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.

3.8.7 A demand for a poll shall not prevent the continuation of the meeting and shall not prevent the transaction of the rest of the business of the meeting.

3.9 Proxy Votes

- 3.9.1 A Member who is entitled to attend and vote at a general meeting may appoint another Member as proxy to attend and vote instead of him on a poll taken on any resolution.
- 3.9.2 The appointment of a proxy shall be in writing, shall be signed by or on behalf of the person making the appointment and shall be in the form set out in the annex or in such other form as may be approved by the Board.
- 3.9.3 The written appointment of a proxy (with any document such as a power of attorney under which it is signed) shall be sent to the registered office so as to arrive at least 48 hours before the time for holding the meeting.
- 3.9.4 Instead of being sent to the registered office, a written appointment of a proxy may be sent to another place within the United Kingdom specified by the Board and stated in a notice convening or concerning the meeting at which the proxy is intended to be used.
- 3.9.5 A vote exercised by proxy is valid even if the proxy has been revoked or ended in some other way, unless notice of its revocation or termination was received before the start of the meeting at which the vote is to be exercised or (when the poll is not taken on the same day as the meeting) before the time appointed for taking the poll.

4. THE BOARD – COMPOSITION, ELECTION, APPOINTMENT & TENURE

4.1 Duty

- 4.1.1 Trustees must act reasonably and prudently in all matters relating to the Society and must always bear in mind the interests of the Society. The Trustees shall both be the directors of the Society for the purposes of the Act and charity trustees for the purposes of the Charities Act 1993. They shall not let their personal prejudices affect their conduct as Trustees.

4.1.2 Number

- 4.1.2.1 Subject to Article 4.1.8, the Board shall be composed of not more than 16 Trustees.

- 4.1.2.2 Following the annual general meeting at which these amended Articles are adopted ("the 2000 AGM") there shall be:

- 3 Trustees elected from the Regions, under Articles 4.4.1, 4.4.2 and 4.4.3;
- 4 Trustees elected from England under Articles 4.3.1 and 4.3.2; and
- 5 Trustees appointed by the Board under Article 4.6;
- Not more than 2 Trustees co-opted by the Board in accordance with Articles 4.1.6 and 4.1.7.

- 4.1.2.3 If the Board exercises the power under Article 4.4.4.1, with effect from the next following annual general meeting at which changes are to take effect there shall be:
- 8 Trustees elected from the Regions under Articles 4.4.1, 4.4.2 and 4.4.3;
 - 6 Trustees appointed by the Board under Article 4.6;
 - Not more than 2 Trustees co-opted by the Board in accordance with Articles 4.1.6 and 4.1.7.
- 4.1.3 Where any vacancy occurs on the Board caused by a Trustee dying or ceasing to hold office under Article 4.9.1, the Board may make an appointment to fill the vacancy as follows:
- (a) where the vacant seat is an English seat, the appointee must be from the category of those eligible for election under Articles 4.2.1 and 4.3.1(a);
 - (b): where the vacant seat is a Regional seat, the appointee must be from the category of those eligible to be elected as a Trustee from that Region under Article 4.2.1 and 4.4.2(a);
 - (c): where the vacant seat is an appointed seat, the appointee must be eligible for appointment under Article 4.2.2, and the procedure under Article 4.6 must be followed.
- 4.1.4 If the number of Trustees falls to less than 7, the Board shall appoint additional Trustees to make the number up to 7.
- 4.1.5 A Trustee appointed under 4.1.3 (a) or (b) or 4.1.4 shall hold office only until the end of the next annual general meeting. A Trustee appointed under 4.1.3(c) shall hold office for the balance of the fixed term for that seat under Article 4.7.
- 4.1.6 The Board may, at its absolute discretion, co-opt not more than two individuals to the Board who have a required specialist knowledge or experience not otherwise available to the Board.
- 4.1.7 An individual co-opted under Article 4.1.6 shall serve only for so long as the specialist knowledge or expertise is required and is not otherwise available to the Board limited to one year. At the conclusion of such period of service, such individual shall be ineligible to be co-opted again for the period provided in Article 4.8.2. This ineligibility only applies to co-option and nothing in this Article shall debar him from standing for election or being appointed as a Trustee whether during his period of co-option or during the period thereafter when he is ineligible for further co-option.

Transitional

- 4.1.8 (a) Notwithstanding Article 4.1.2.1 there shall, as shown in Table 2, be a permitted maximum (not including any co-opted Trustees) of 14 Trustees in the first year and 17 Trustees in the second year following the 2000 AGM.
- (b) Each Trustee in office at the first meeting of the Board following the 2000 AGM who was elected as a National Representative under the provisions applying prior to the adoption of these Articles at the 2000 AGM shall remain in office until the end of the third annual general meeting after his election. No vacancies occurring before the end of such terms shall be filled, unless Article 4.1.4 applies.
- (c) Each Trustee elected from the Regions in office at the first meeting of the Board following the 2000 AGM who was elected as a Regional Representative under the provisions applying prior to the adoption of these Articles at the 2000 AGM shall remain in office for an initial term expiring at the end of the annual general meeting shown for that Region in Table 1. If before the relevant expiry date for an initial term any vacancy occurs in any Region, Article 4.1.3, 4.1.5, and Article 4.7.2 shall apply.
- (d) At the first meeting of the Board following the 2000 AGM, the Board shall make the first 2 appointments to the Board from the Trustees at that date and the co-opted Trustees retiring at the 2000 AGM. The Board may exercise this power without following the procedure under Article 4.6, and these appointments shall take effect immediately.
- (e) The first appointment to the Board under Article 4.6 shall be made by the Board in 2001 in the months prior to the annual general meeting that year.
- (f) From and after the first meeting of the Board in (d), elections shall take place, and appointments shall be made, in accordance with the timetable set out in Table 1 below. Each shall be for the respective initial term set out for the seat in Table 1 and thereafter for terms of 4 years starting as provided in Table 1. All such terms shall be fixed terms under Article 4.7.

Table 1: Terms & Dates for appointments / elections of Trustees

Trustee Identification	Appointment or Election starts from AGM or respective later date	Length of initial term from end of AGM at start, to end of AGM at finish.	Hold Office for years running from AGMs	Rota of change into fixed 4 year terms per seats from AGMs
APPOINTEES				
A – 1	First Board Meeting after 2000 AGM	2 yrs	2000 – 01	2002
A – 2	First Board Meeting after 2000 AGM	3 yrs	2000 – 1 – 2	2003
A – 3	Early 2001	Between 3 and 4 yrs	00[part] 1.2.3	2004
A – 4	2001	4 yrs	01 – 2 – 3 – 4	2005
A – 5 x	2002	4 years	01 - 2 - 3 - 4	2006
ELECTED				
Northern Ireland	1999	3 yrs	99–00–01	2002
Wales	2000	4 yrs	00 – 1 – 2 – 3	2004
Scotland	2001	3 yrs	01 – 2 – 3	2004
E – 1	2001	2 yrs	01-02	2003
E – 2	2001	2 yrs	01– 2	2003
E – 3	2001	3 yrs	01 – 2 – 3	2005
E – 4	2001	4 yrs	01 - 2 – 3 – 4	2005
CONTINUING NATIONALLY ELECTED				
2 elected 1998	Not applicable	Not applicable	98 – 9 – 00	Not applicable
6 elected 1999 go on	Not applicable	Not applicable	99 - 00– 1	Not applicable

Table 2 - Trustee Changeover & Board Size

Year from September	Continuing Appointed	New Appointed	Continuing Elected	New Elected	Size of Board (excluding co-opted Trustees)	Proportion Continuing to New
2000 Early 2001	A.1 & A2	A3	Scotland, N.I 8 ord	Wales	13 to 14	12:1 to 12:2
2001	A1- 2 -3	A 4	N.I, Wales, 6 ord	Scotland E1, E.2; E3; E 4	17	11:6
2002	A2 -3 - 4	A 1 & A 5	Wales, Scotland, E1, E2 + E3 + E 4	NI	12*	9:3
2003	A1- 3- 4 - 5	A 2	N.I, Wales, Scotland, E 1 - 2 - 4	E1 + E2	12*	9:3
2004	A 1-2- 4- 5	A 3	NI, E 1 - 3	Wales Scotland	12*	9:3
2005	A 1-2-3-5	A4	N.I, Wales, Scotland, E 1 - 2	E 3, E.4	12*	9:3
2006	A 2-3-4	A.1 & A.5	Wales, Scotland E 1, E.2, E.3 ,E.4	NI	12*	9:3
2007	A.1,3,4,5	A.2	Wales, Scotland, NI, E3 & E4	E.1 & E.2	12*	9:3
2008	A.1,2,4,5	A.3	NI, E.1,2,3,4	Wales & Scotland	12*	9:3 —
* Could be increased by 2 Trustees if Article 4.4.4.1 comes into effect						

4.2 Eligibility

4.2.1 Any Member may stand for election as a candidate to the Board provided that at the latest date for nomination under Article 4.3.1 or Article 4.4.2:

- (a) he has been a Member for at least 12 months continuously; and
- (b) he is not employed by the Society, whether full time or part time; or
- (c) he has not during the last 3 years been so employed or during that period received payment for services rendered to the Society.

4.2.2 An individual may be a candidate for appointment under Article 4.6 whether he is a Member or not, provided that

- (a) he is not employed by the Society, whether full time or part time, and
- (b) he has not during the last 3 years been so employed or during that period received payment for services rendered to the Society.

4.3 Elected Trustees from England

4.3.1 For a Member (including an existing Trustee) to be eligible for election to the Board as an Elected Trustee from England:

- (a) his address recorded in the Register of Members must be in England;
- (b) a written nomination in a form approved by the Board signed by the candidate must have been delivered to the registered office of the Society not less than 63 clear days before the meeting at which the election is to take place; and
- (c) such form must also have been signed by 5 Members whose addresses (as recorded in the Register of Members) are in England not more than 3 of whom shall be members of any one branch.

4.3.2 If the number of candidates validly nominated for election to the Board as Elected Trustees from England in accordance with these Articles exceeds the number of vacancies, the election of such Trustees shall be decided by a postal ballot among Members having addresses recorded in the Registrar of Members in England using the "first past the post" method with one vote per Member for each vacancy available.

4.3.3 In the event that the Board of Trustees exercise their power under Article 4.4.4.1, then these provisions for Elected Trustees from England shall cease to have effect, and such Trustees at the time of such exercise of power shall cease to hold office at the end of the next annual general meeting.

4.4 Elected Trustees from UK Regions

4.4.1 The Board shall determine the areas of the United Kingdom comprising the Regions of Scotland, Wales and Northern Ireland and may determine the division of England into Regions under Article 4.4.4.1 and the Members having addresses recorded in the Register of Members in each Region shall elect one Trustee for that Region.

4.4.2 For an individual (including an existing Trustee) to be eligible for election to the Board as a Trustee from a given Region:

- (a) his address recorded in the Register of Members must be in that Region;
- (b) a written nomination in a form approved by the Board and signed by the candidate must have been delivered to the registered office of the Society not less than 63 clear days before the meeting at which the election is to take place; and
- (c) such form must also have been signed by 5 Members whose addresses (as recorded in the Register of Members) are in that area, not more than 3 of whom shall be members of any one branch.

4.4.3 If the number of candidates validly nominated for election to the Board as the Trustee from a Region in accordance with these Articles exceeds the number of vacancies, the election of such Trustee shall be decided by a postal ballot only among Members having addresses recorded in the Register of Members in that Region using the "first past the post" method.

4.4.4 Power to change electoral arrangements for England

4.4.4.1. The Board shall have the power to make all of the following changes together, namely:

- (a) to increase the number of elected Trustees for England from 4 to 5; and at the same time to increase the number of appointed Trustees by one to 6; and
- (b) to divide England into 5 Regions; and
- (c) to institute regional, in lieu of national, elections in England, on the basis of one Trustee per Region.

4.4.4.2 The Board may exercise such power in the event of regional political devolution in England, or if it considers it in the interests of the Society.

4.4.4.3 The Board shall, if it determines to exercise the said power, do so at such stage of any year as to enable notice to be given in The Parkinson and in Branch News, not less than 4 clear calendar months ahead of the annual general meeting at which the changes are to take effect.

4.4.4.4 The Board shall not exercise its power so as to bring in any changes earlier than the annual general meeting in 2002.

4.4.4.5 The Members may require the Board to exercise its power by a Resolution to that effect of which due notice has been given under Article 3.1.5, and which has been passed by a majority of the Members, at the annual general meeting in 2001 or in any subsequent year. In such event, the Board shall exercise its power so that the changes take effect at the next annual general meeting after the Resolution had been passed.

4.4.5 Transitional arrangements for Elections to Regions

- 4.4.5.1 All the then Elected Trustees from England shall stand down after the end of the next annual general meeting after the power is exercised. The Board shall at its discretion allocate the 5 seats, one each for the 5 new Regions. Elections shall then take place for each English Region. Only candidates who are eligible for election under Articles 4.2.1 and 4.4.2 may stand. Article 4.4.3 shall apply to all elections.
- 4.4.5.2 In 4 of the Regions as the Board decides, the initial term of election for the seats shall be for the respective balances of the fixed terms that would have applied had there continued to be 4 elected seats from England. The Board shall allocate the remaining seat to the remaining Region of England. Elections in this fifth seat shall be for such initial term of office as will expire at the same annual general meeting as next applies for the election of a Trustee from the Region of Northern Ireland.
- 4.4.5.3 Thereafter all terms shall be fixed 4-year terms, in accordance with the rota shown in the Tables under Article 4.1.8.

4.5 Ballots

- 4.5.1 The voting papers for postal ballots for the election of Trustees under Articles 4.3.2 or 4.4.3 shall be distributed to Members with the notice of the annual general meeting together with particulars of the candidates standing for election.
- 4.5.2 Postal ballots for the purposes of Articles 4.3.2 and 4.4.3 shall be conducted by Electoral Reform Services or another organisation experienced in conducting such ballots chosen by the Board.
- 4.5.3 The outcome of a postal ballot shall determine the election and become a resolution of the annual general meeting.
- 4.5.4 No individual may stand for election as both a Trustee from England and a Trustee from one of the Regions or as a Trustee from more than one Region simultaneously.

4.6 Appointed Trustees

- 4.6.1 Save as provided under Articles 4.1.3(a) and (b) and 4.1.8 (d), all appointments to the Board shall be made in accordance with the procedure under this Article.
- 4.6.2 There shall be a Nominations Panel with the responsibility to:
 - (a) identify the specific professional and managerial skills and expertise needed to balance the Board ("the criteria for selection");

- (b) search for candidates to meet the criteria for selection, from within and without the Society, and then select, vet and interview them;
- (c) nominate to the Board the candidate whom they consider to be the best for each particular vacancy;
- (d) monitor the success of each appointment and plan for future needs of the Board.

4.6.3 The Nominations Panel shall, in carrying out their responsibility under 4.6.2, consider whether the needs are likely to be better satisfied by appointment of an individual to serve as a specific Honorary Officer as well as a Trustee. If they so consider, they shall act accordingly in carrying their responsibilities under 4.6.2.

4.6.4 The Board shall appoint The Nominations Panel, which shall consist of 5 members:

- (a) The Chairman of the Board;
- (b) One elected Trustee;
- (c) One appointed Trustee;
- (d) Two individuals, one of whom shall be Chairman of the Nominations Panel.

Neither of the individuals appointed under (d) above need be a Member or an Associate Member; but each must, in the opinion of the Board, have suitable experience and expertise for his respective post on the Nominations Panel; and be, and be likely to remain, independent of the Board. No individual shall be eligible for either of these posts, if he has been a Trustee or an employee of the Society within the previous 4 years. Further, during the term of office of any appointee under (d) above and for the period of 2 years after ceasing to be on the Nominations Panel, he shall be disqualified from being a Trustee.

4.6.5 From immediately after the first Board meeting following the annual general meeting that approves these Articles, the procedure under Article 4.6.2 shall be followed before any appointment is made of any Appointed Trustee.

4.6.6 Any appointment as an Appointed Trustee shall be made by the Board, who shall consider the criteria for selection and the nomination, but shall not be bound to follow the same.

4.6.7 The Board may prescribe such Rules for the proper functioning of the Nominations Panel as it sees fit from time to time, including Rules:

- (a) prescribing the term of office of the Chairman of the Nominations Panel and other members of the Panel, and any renewal thereof;

- (b) requiring the Chairman of the Nominations Panel to report to Members in writing and in person; and
- (c) requiring any member of the Nomination Panel to stand down from the Nomination Panel whilst any appointment is being considered for which he himself is a candidate.

4.6.8 It shall be a condition of any appointment as an Appointed Trustee that the appointee (if not already a Member) becomes a Member and remains as such throughout his tenure of office.

4.7 Tenure

4.7.1 All terms of office, save those of Trustees elected as National Representatives under the provisions applying prior to the adoption of these Articles at the 2000 AGM and continuing in office under Article 4.1.8, shall be fixed terms of office per seat. Save for interim terms of office under Articles 4.1.8 or 4.4.5.2, all terms of office shall be 4-year terms of office, with the first such term commencing in the year shown for each respective seat in the Table under Article 4.1.8.

4.7.2 Where a vacancy occurs in any seat before the relevant fixed term for that seat has finished, then the balance of the fixed term must be served by the successor(s) to that seat, before any new 4-year term of office commences for that seat.

4.7.3 Any vacancy in an elected seat shall be filled by appointment by the Board under Articles 4.1.3(a) or (b) and 4.1.4, until the end of the next annual general meeting. If after the end of that annual general meeting there will still remain any outstanding balance of the 4-year term, then an election shall take place for that balance, which must be served before any new fixed 4-year term can begin.

4.7.4 Any vacancy in any appointed seat shall be filled under Article 4.6, and shall be for the whole of the outstanding balance of the fixed term for that seat.

4.8 Limitation of period on the Board

4.8.1 A retiring Trustee shall be eligible for re-election or re-appointment except where he has been a Trustee continuously for 6 years or more in which event he shall be ineligible for the period provided in Article 4.8.2.

4.8.2 A Trustee who is ineligible to hold office by virtue of Article 4.8.1 shall not again be eligible to be a candidate for election, appointment or co-option to the Board until the next but one annual general meeting.

4.9 Cessation of Office

4.9.1 A Trustee ceases to hold office if he:

- (a) is disqualified from acting as a trustee of a charity by virtue of section 72 of the Charities Act 1993 or ceases to be a director by virtue of any provision in the Act (or any statutory re-enactment or modification of those provisions);
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (c) ceases to be a Member;
- (d) becomes an employee of the Society whether full-time or part-time;
- (e) resigns by notice to the Society (but only if at least 2 Trustees will remain in office when the resignation is to take effect);
- (f) is absent from four consecutive meetings without permission from the Board;
- (g) is removed from office by a resolution duly passed pursuant to section 303 of the Act; or
- (h) is requested in writing by a majority of at least two-thirds of all Trustees to resign.

4.9.2 No individual shall be disqualified from being appointed a Trustee, and no Trustee shall be required to vacate that office by reason only of the fact that he has attained the age of 70 years, nor need the age of any such individual or Trustee, nor the fact that any such individual or Trustee is over 70, be stated in any notice or resolution relating to his appointment or re-appointment, nor shall it be necessary to give special notice under section 293 of the Act of any resolution appointing, re-appointing or approving the appointment of a Trustee provided that the age of any individual standing for election as a Trustee shall be stated on his nomination form and included in the particulars relating to him circulated with the notice of the general meeting at which he is to stand for election.

5. THE BOARD - POWERS AND PROCEEDINGS

5.1 Duties

5.1.1 The Board is the governing body of the whole Society. Its principal duties are:

- (a) to establish the policies and strategies of the Society;
- (b) to ensure the effective and efficient use of the Society's resources in the furtherance of the Society's primary object;

- (c) to have the general control and management of the administration of the Society, and to ensure, by supervising the work of the Chief Executive and through him the staff, that the Society is run efficiently and accountably; and
- (d) to ensure that all statutory obligations relating to the Society and to its business are fully complied with.

5.2 Powers

- 5.2.1 A meeting of the Board at which a quorum is present shall exercise all the powers of the Society except those that can only be exercised by the Society in general meeting.
- 5.2.2 The Board may act even though there is a vacancy or are vacancies on it but if the number of Trustees remaining on it who are entitled to vote is less than 7, the continuing Trustees may act only for the purpose of appointing Trustees under Article 4.1.4.

Validity

- 5.2.3 All acts done in good faith at a meeting of the Board or at any meeting of a sub-committee of the Board and by any person acting as Trustee or as a member of a sub-committee shall be valid even though it is afterwards discovered that there was some defect in an appointment or in the continuance in office of any person or that a person was disqualified.

5.3 Business

- 5.3.1 The Board shall meet regularly, at least four times per annum for the dispatch of business at such intervals at such times and at such places as the Trustees from time to time decide.
- 5.3.2 The times and places of meetings determined under 5.3.1 shall be such as to make due allowance for the needs and difficulties of Trustees affected by Parkinson's Disease so that they may participate fully in such meetings.

5.4 Convening Meetings

- 5.4.1 The Chairman or any 3 Trustees may require that a meeting of the Board be convened by giving notice to the Clerk.
- 5.4.2 The Clerk shall summon a required meeting and give notice to the Trustees. Such a meeting shall be held not less than 2 clear days nor more than 8 clear days from the date of receipt of the notice by the Clerk.

- 5.4.3 The subjects discussed at a meeting requisitioned under Article 5.4.1 shall be confined to those given in the notice of requisition.

5.5 Quorum

- 5.5.1 The quorum for the transaction of the business of the Board shall be five.

5.6 Proceedings at Meetings

- 5.6.1 The Board shall draw up standing orders to regulate the conduct of its business.

- 5.6.2 The Chairman elected under Article 6.1.1 shall preside at meetings of the Board at which he is present and if he is not present at any meeting the Vice-Chairman, if any, and if more than one the Vice-Chairman chosen by the Trustees present and failing any Vice-Chairman a Trustee chosen by Trustees present shall preside at that meeting.

- 5.6.3 Each Trustee (including Trustees appointed or co-opted under Articles 4.1.3, 4.1.4 and 4.1.6) shall have one vote.

- 5.6.4 Questions arising at a Board meeting shall be decided by a majority of votes of those Trustees present in person and entitled to vote.

- 5.6.5 A resolution of the Board on a topic which has previously been before the Board may be taken by means of a conference telephone (or by any other means of communication) which allows all Trustees participating to be informed of the views of each of the others at all material times prior to any vote being taken and/or any decision being made. Any decision so arrived at will be deemed to have been taken at a meeting of the Board and all the provisions of these Articles relating to meetings of the Board will apply mutatis mutandis. A Trustee participating in such a decision shall be deemed to be present in person, and will be counted in the quorum and be entitled to vote.

- 5.6.6 In the case of equality of votes, the chairman of the meeting shall have a second or casting vote.

- 5.6.7 A person who is not a Trustee shall be permitted to attend and speak at a Board meeting at the invitation of a Trustee unless more than 3 Trustees present at that meeting object.

5.7 Conflicts of Interest

- 5.7.1 A Trustee or a member of a sub-committee of the Board shall not vote (or be counted in the quorum) on any resolution of the Board or of a sub-committee of the Board in relation to any matter in respect of which the individual has, to his knowledge, a financial interest (other than as a holder of not more than 1% of the issued shares or securities in a company which is listed on the London Stock

Exchange) and, if the individual shall do so, his vote shall not be counted. For the purpose of this Article, a financial interest includes in the case of a professional person a research grant from the Society for which he, or any one on his behalf, or any one at an established research institution with which he is connected is an applicant.

- 5.7.2 An individual so interested shall declare his interest and shall withdraw during the discussion of any such resolution if the chairman in his sole discretion asks him to do so. If present he shall not be permitted to speak during the discussion of any such resolution unless invited to do so by the chairman of the meeting in his sole discretion.

5.8 Signed Resolutions

- 5.8.1 A resolution in writing signed in the affirmative by all Trustees or members of a sub-committee entitled to receive notice of a meeting shall be valid and effective as if it had been passed at a meeting duly convened and held. Such a resolution may consist of several documents all in the same form and each signed by one or more individuals.

5.9 Prohibition on Remuneration

- 5.9.1 Trustees shall not receive any remuneration from the Society except to the extent permitted by Clause 4 of the Memorandum, nor shall any Trustee take or hold any interest in property belonging to the Society or be interested other than as a trustee in any other contract to which the Society is a party.

5.10 Out-of-Pocket Expenses

- 5.10.1 Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings (including those of the Society, the Board, sub-committees and any subsidiary body of the Society) or otherwise in connection with the discharge of their duties.
- 5.10.2 Where a Trustee is a person affected by Parkinson's Disease the provisions of Article 5.10.1 shall apply to an enabler accompanying the Trustee as well as to the Trustee and where a Trustee is a carer the provisions of Article 5.10.1 shall apply to cover the expenses of such Trustee in arranging cover by a stand-in carer.

6. THE HONORARY OFFICERS, THE CHIEF EXECUTIVE, THE CLERK

6.1 The Honorary Officers

- 6.1.1 The Board shall elect from the Trustees a Chairman, not more than two Vice-Chairmen, an Honorary Treasurer, an Honorary Secretary, and such other Honorary Officers as it may decide.

6.1.2 Where an election for any of the Honorary Officers falls due, it shall be held at the first meeting of the Board following the annual general meeting each year which shall unless not reasonably practicable be held on the same day as, and immediately following the annual general meeting. If this meeting of the Board is not so held, it shall take place as soon as is reasonably practicable but not more than 30 days after the annual general meeting. Where a vacancy for any of the Honorary Officers occurs other than on the day of an annual general meeting, the election shall take place as soon as practicable for the balance of the term.

6.1.3.1 The term of office of the Honorary Officers shall be, as referred to in 6.1.3.3, until the stage of the first meeting of the Board after the next annual general meeting but one unless during that period:

- (a) an Honorary Officer ceases to be a Member or a Trustee; or
- (b) an Honorary Officer resigns as an Honorary Officer; or
- (c) the Board decides by a vote carried by at least two thirds of all Trustees to terminate the term of office of any Honorary Officer.

6.1.3.2 An Honorary Officer who has completed one term of office shall be eligible for re-election or election to another Honorary Office for a further term not exceeding two years, provided that no Honorary Officer shall be elected or re-elected to any term that would result in him serving more than 4 years consecutively as an Honorary Officer, and further provided that no term of Honorary Office may extend, or extend beyond, his term of office as a Trustee.

6.1.3.3 The stage at which a term of office ends at the meeting of the Board referred to in 6.1.3.1 shall be when the first event occurs of his being elected to another Honorary Office, or of his being re-elected to his Office, or of a successor being elected to his Office.

6.1.4 Any Honorary Officer shall subject to 6.1.3.2 be eligible for election under the terms of Article 6.1.2, to any other office that may become vacant notwithstanding that he has not completed the term of office for which he was previously elected, but no Honorary Officer shall hold more than one Honorary Office at a time.

6.2 The Chief Executive

6.2.1 The Board may from time to time appoint a Chief Executive to conduct the business of the Society under the direction of the Board and to carry out such other duties as may be delegated to him by the Board.

6.2.2 The Chief Executive shall be entitled during his period of appointment as Chief Executive to attend meetings of the Board and of the Executive Committee and to report and to give advice unless excluded by a decision of the Board or of the

Executive Committee as the case may be from a particular meeting or part of a meeting.

6.3 The Clerk to the Society

- 6.3.1 The Board may from time to time appoint a Clerk to the Society who shall be the secretary of the Society for the purposes of section 283(1) of the Act but, if at any time, there is no Clerk to the Society the Chief Executive shall act as Clerk to the Society.

7. THE EXECUTIVE COMMITTEE AND OTHER SUB-COMMITTEES

7.1 Executive Committee

- 7.1.1 There shall be a sub-committee of the Board called the Executive Committee.
- 7.1.2 The Executive Committee shall consist of the Chairman, Vice-Chairmen, Honorary Treasurer and Honorary Secretary and not more than 3 Trustees appointed by the Board at its first meeting after the annual general meeting to serve until the next annual general meeting.
- 7.1.3 The Executive Committee shall have power to act on behalf of the Board in respect of any matter requiring to be dealt with urgently and also in respect of all matters as delegated by the Board.
- 7.1.4 The acts and proceedings of the Executive Committee shall be reported to the Board at its next meeting.
- 7.1.5 Subject to such Rules as the Board may make, the Executive Committee shall regulate its proceedings as it thinks fit.

7.2 Other Sub-Committees

- 7.2.1 The Board may from time to time appoint other sub-committees, each consisting of 2 or more Trustees (one of whom shall be designated by the Board unless it decides otherwise as Chairman of the sub-committee) and such other persons as the Board may decide for the purpose of making an enquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently carried out by a sub-committee.
- 7.2.2 The terms of reference and delegated authority of the sub-committee set up under Article 7.2.1 shall be set out in writing before the first meeting of the sub-committee.
- 7.2.3 Unless prohibited by the Board from doing so a sub-committee (other than the Executive Committee) may from time to time co-opt any person (whether a

Member or not) to be a member of the sub-committee for such period and upon such terms as the sub-committee shall determine provided that:

- (a) no person shall be co-opted if the number of co-opted members shall at the time of such co-option exceed one-third of the number of members of the sub-committee (or would do so as a result of it); and
- (b) no resolution of a meeting of a sub-committee shall be valid or effectual unless either the majority of the members voting in favour of the resolution are Trustees or the resolution is confirmed by the Board.

7.2.4 The Board may at any time remove a co-opted member of a sub-committee from membership of that sub-committee.

7.2.5 All acts and proceedings of any such sub-committee shall be fully and promptly reported to the Board at its next meeting.

8. PATRON, PRESIDENT AND VICE-PRESIDENTS

8.1 Patron

8.1.1 A Patron may be appointed by the Board, and shall be such person whether a Member or not as the Board thinks fit.

8.1.2 The Patron shall be entitled to attend meetings but shall not be entitled to take part in proceedings unless invited to so do by the chairman, nor be entitled to vote at any such meeting.

8.2 President

8.2.1 A President of the Society may be appointed by the Board.

8.2.2 A President shall be entitled to notice of and to be present and speak at meetings of the Board but he shall not be entitled to vote at such meetings.

8.2.3 A President shall hold office until the conclusion of the annual general meeting of the Society on or next following the fifth anniversary of his assumption of office or until he gives notice of resignation or until he is removed by a resolution of the Board which has received the affirmative vote of every Trustee voting thereon, being not fewer than 7 in number.

8.3 Vice-Presidents

8.3.1 The Board may from time to time appoint Vice-Presidents subject to there being a maximum of 12 Vice-Presidents at any one time or such other number as the Board considers reasonable from time to time.

- 8.3.2 A Vice-President shall hold office until the conclusion of the annual general meeting of the Society on or next following the fifth anniversary of his assumption of office or until he gives notice of resignation or until he is removed by a resolution of the Board which has received the affirmative vote of every Trustee voting thereon being not fewer than 7 in number. A Vice-President in office at the conclusion of the annual general meeting at which these Articles are adopted shall retire at the conclusion of the annual general meeting in 2001.

8.4 General

- 8.4.1 The President and the Vice-Presidents shall be ex officio Members.
- 8.4.2 A retiring President and a retiring Vice-President shall be eligible for re-appointment for a second term of not less than one year and not more than five years.

9. SUBSIDIARY BODIES

- 9.1 The Board may establish such subsidiary bodies nationally, or in such Regions parts or places within the United Kingdom, or to meet such specific needs and purposes, as it sees fit from time to time in order to further the Society's primary object under Clause 3 of the Memorandum. The Board may, as it sees fit, classify together any number of such subsidiary bodies according to function or location. Further the Board may as it sees fit from time to time change the function, structure, and/or classification of any subsidiary bodies, or merge any subsidiary body with another or others.
- 9.2 Each subsidiary body shall be subject to such bye-laws (which may be termed Rules) setting out its objectives and functions, and governing its proper conduct and management, including the handling of money and other assets and the submission of accounts to the Society, as The Board may prescribe from time to time. The Board shall, so far as it considers reasonably practicable, consult that subsidiary body on its proposals, before prescribing any such bye-laws.
- 9.3 Subject to their Rules, subsidiary bodies may organise memberships. No one shall be eligible to be or become a member of a subsidiary body unless he is a Member under Article 2.1, or an Associate Member under Article 2.2.
- 9.4 The Board may dissolve any subsidiary body of the Society if the subsidiary body so requests, or if it fails to observe the Rules laid down by the Board or if in the opinion of the Board it has become dormant or if, in the opinion of the Board, the interests of the Society so require.
- 9.5 No subsidiary body may be dissolved by the Board or merged by the Board with another or others unless the Board shall not less than 30 days beforehand have

given notice to every Member recorded in the Society's records as belonging to that subsidiary body that its dissolution is to be considered.

- 9.6 The Board shall give each such Member a reasonable opportunity to make representations to the Board in writing prior to the date of the meeting or in person at the meeting.
- 9.7 The Board may delegate to the committee(s) of any subsidiary body or bodies such powers of day-to-day management, subject to such terms, as the Board sees fit from time to time. The extent and terms of any such delegation shall be in writing. The Board may, at its absolute discretion and at any time, alter, increase, decrease, or rescind any or all of such delegated powers as it sees fit.
- 9.8 All subsidiary bodies of the Society established prior to the coming into effect of these amended Articles, including but not limited to the Scottish Forum and the equivalent bodies in Wales & Northern Ireland; the Medical and Welfare Advisory Panels, the Branches, and the Special Interest Groups, YAPP&Rs and SPRING, shall be deemed to be subsidiary bodies established under Article 9.1; and all their members who are not at that time already Members or Associate Members, shall be deemed to be Associate Members.
- 9.9 All subsidiary bodies established under this Article, or deemed to be established under it by reason of Article 9.8 are and shall remain:
- (a) integral parts of the Society;
 - (b) established to further the primary object of the Society;
 - (c) subject to the Memorandum and Articles of Association of the Society; particularly Article 2.7 and Article 13; and
 - (d) subject to the ruling of the Board in all matters.
- 9.10.1 The Board may at any time classify any subsidiary body as one the chairman of which, in person or by his authorised deputy, shall be entitled during his period of appointment as chairman to attend meetings of the Board to report and give advice but only in relation to matters concerning the affairs of that subsidiary body, unless excluded under Article 9.10.2. He shall not be entitled to take part in debates of the Board generally or to vote at that meeting unless he is also a Trustee.
- 9.10.2 The Board may exclude any such chairman or his authorised deputy from a particular meeting or part of a meeting.
- 9.10.3 The Board shall initially so classify the subsidiary bodies known at the time of the 2000 AGM as The Medical Advisory Panel and The Welfare Advisory Panel, YAPP&Rs and SPRING.

- 9.10.4 The Board may change such classification, or the subsidiary bodies in it, as it sees fit from time to time.

10. SEAL

- 10.1.1 The Society shall have a common Seal.
- 10.1.2 The Seal shall only be used with the authority of the Board or of a sub-committee of the Board to which the Board has delegated its authority to use the Seal.
- 10.2.1 Every instrument and document to which the Seal is affixed shall be signed:

(a) by 2 Trustees; or

(b) by 1 Trustee and by the Chief Executive or the Clerk.

11. MINUTES, ACCOUNTS AND ANNUAL REPORT

11.1 Minutes

- 11.1.1 Minutes shall be kept of all proceedings at meetings of the Society, of the Board, of sub-committees of the Board and of subsidiary bodies including the names of those present at such meeting.
- 11.1.2 An entry in a minute book signed by the chairman of the next meeting shall be conclusive evidence of the facts stated in it without proof of those facts even if the entry does not state the number or the proportion of the votes recorded for or against a resolution.
- 11.1.3 Once signed by the Chairman of the next meeting copies of all minutes of proceedings of the Society and of the Board shall be available for inspection by any Member at the Registered Office at any time during normal business hours unless any such minute is determined by the Trustees to relate to a confidential matter.

11.2 Accounts

- 11.2.1 Proper accounting records shall be prepared and audited in accordance with the provisions of Part VII of the Act.

11.3 Annual Report

- 11.3.1 The Board shall comply with its obligations under the Charities Act 1993 (or any statutory modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

12. NOTICES

12.1 Writing

12.1.1 Any notice to be given to or by any person under these Articles shall be in writing.

12.2 Service

12.2.1 A notice may be served:

- (a) personally; or
- (b) by sending it by post in a pre-paid envelope addressed to a Member or Associate Member at his or their recorded address in the Society's records; or
- (c) by leaving it at that address; or
- (d) by appropriate means for sending written material by methods of telecommunication including facsimile and electronic mail.

12.2.2 A person whose address is not within the United Kingdom and who gives the Society an address within the United Kingdom at which notices may be served is entitled to service at that address, but otherwise such a person is not entitled to receive any notice from the Society.

12.3 Deemed service

12.3.1 A notice sent by post is deemed to have been given at the expiration of 48 hours after the envelope containing it was posted. Proof that an envelope containing a notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given.

12.3.2 A person present in person or by proxy at any meeting of which he was entitled to have notice is deemed to have received notice of the meeting and of the purposes for which it was called.

12.4 Accidental omission to give notice

12.4.1 The accidental omission to give notice of a meeting to any person entitled to receive notice of it or the apparent non-receipt of such notice by any person does not invalidate any resolution passed at the meeting or any other proceeding at it.

13. RULES

13.1 General Power to make Rules

- 13.1.1 The Board may from time to time make such rules as it may deem necessary, expedient or convenient for the proper conduct and management of the Society and for Membership or Associate Membership of the Society and may at any time suspend, add to, amend or revoke any of them.

13.2 Bye-laws and Standing Orders

- 13.2.1 Without prejudice to the generality of Article 13.1 the Board may make bye-laws (which may be termed Rules) and standing orders (or both of them) for the regulation of the business of the Society and of meetings of:

- (a) the Society;
- (b) the Board;
- (c) the Executive Committee;
- (d) sub-committees of the Board; and
- (e) the subsidiary bodies.

13.3 General

- 13.3.1 No rule, bye-law or standing order shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or the Articles.

14. INDEMNITY

- 14.1 Subject to the provisions of the Act every Trustee or other officer or Auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in that capacity 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 in which relief is granted to him by the court for liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

15. DISSOLUTION

- 15.1 If the Society is wound up or dissolved, any property remaining after paying all debts and liabilities shall not be paid to or distributed among the Members but shall be given or transferred to some other charity or charities having objects similar to

those of the Society in accordance with the provisions of Clause 7 of the Memorandum of Association of the Society.

16. DEFINITIONS

16.1 Meanings

16.1.1 In these Articles:

- (a) "The Act" means the Companies Act 1985 as amended;
- (b) "Associate Member" means a person or group of persons who has been admitted as an Associate Member in accordance with Article 2.2;
- (c) "The Board" means the Board of Trustees of the Society;
- (d) "first past the post" means the method of election in which the successful candidate(s) is/are the individual(s) who receive(s) the greatest number of votes cast in his/their favour;
- (e) "In writing" means written, typed, printed, facsimiled (including production using fax, mailed electronically) or lithographed, or partly one and partly another, or produced by any other means of representing or reproducing words in a visible, permanent form;
- (f) "Member" means an individual who has been admitted as a Member of the Society in accordance with Article 2.1.4;
- (g) "The Society" means Parkinson's Disease Society of the United Kingdom;
- (h) "Trustee" means a person who serves on the Board of Trustees of the Society and who is a director of the Society for company law purposes and a charity trustee as defined in section 97 Charities Act 1993.
- (i) "United Kingdom" means England, Scotland, Wales, Northern Ireland and shall include the Isle of Man and the Channel Islands (which shall be treated as part of England for the purposes of Articles 4.3 and 4.4);
- (j) "Year" or "Years" means in the context of a Trustee's appointment or election to office not a precise period of a calendar year or years, but the period of time starting from the end of the annual general meeting at or before which such an appointment or election occurs until the end of the annual general meeting in the year in which a term of office ends.

- (k) words importing the masculine gender only shall include the feminine gender; and words importing the singular number only shall include the plural number and vice versa.
- (l) words or expressions shall, unless the context requires otherwise, bear the same meaning as in the Act.

Form of proxy

Under Article 3.9.2 of the Articles of Association of The Parkinson's Disease Society of the United Kingdom.

I _____ of _____
being a Member of the above-named Society

1. Hereby appoint *the chairman of the meeting or _____ of _____
as my proxy to vote in my name and on my behalf at the
annual/extraordinary general meeting of the Society to be held on
20 ____ and at any adjournment thereof.

2. ** Authorise and instruct my proxy to use this form in respect of the following
resolutions only:

Resolution No. 1: for/against (delete as applicable)

Resolution No. 2: for/against (delete as applicable)

Dated _____
Signed _____

AJC/CC101898.02

* If you wish to appoint any other person as your proxy, delete the words "chairman of the meeting" and insert his/her name and address.

** Delete item 2, or leave it blank, if you wish your proxy to vote or abstain from voting as he or she thinks fit.