

SPECIAL RESOLUTION

COMPANIES ACT 1985

COMPANY NUMBER 1102208

COMPANY NAME MARIE STOPES INTERNATIONAL

We, the undersigned, being all the members for the time being of the above named company entitled to receive notice of and to attend and vote at general meetings hereby pass the following resolution as a Special Resolution:-

"That the company's articles of association be replaced by new articles in the form of the attached copy, initialled by the chairman for the purposes of identification."

Dated 25th September 2006


.....


.....
30-9-06.



SPECIAL RESOLUTION

COMPANIES ACT 1985

COMPANY NUMBER 1102208

COMPANY NAME MARIE STOPES INTERNATIONAL

We, the undersigned, being all the members for the time being of the above named company entitled to receive notice of and to attend and vote at general meetings hereby pass the following resolution as a Special Resolution:-

"That the company's articles of association be replaced by new articles in the form of the attached copy, initialled by the chairman for the purposes of identification."

Dated 14 September 2006

Ew Shupaa

A38
COMPANIES HOUSE

RECEIVED

498
17/10/2006

**The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital**

**Articles of Association of
Marie Stopes International**

Interpretation

1. In these articles:

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

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Charity;

"clear days" in relation to the period of a notice means the 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;

"committee" means a committee appointed by the trustees in accordance with these articles;

"executed" includes any mode of execution;

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

"office" means the registered office of the Charity;

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

"secretary" means 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 trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

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

other words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2.(1) New members of the Charity shall be admitted to membership by ordinary resolution of the members or by a written resolution of the members of the Charity passed in accordance with the Act, provided that if at any time the number of members falls below two, the trustees may appoint a member or members to bring the membership up to two.

(2) Unless the Charity in general meeting shall make other provision under Article 52 any member of the Charity may retire by written notice to the Charity, provided that after such retirement the number of members is not less than two.

General meetings

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

Notice of general meetings

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors.

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

Proceedings at general meetings

7. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a member organisation shall constitute a quorum.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.

9. The members may from time appoint a member to act as chair of their meetings.

10. If no chair has been appointed, or if the chair is not present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.

11. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

12. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

(1) by the chair; or

(2) by at least two members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

13. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

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

15. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

16. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.

17. A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than thirty days after the poll is

demand. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

18. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

19. Subject to Article 16, on a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote. A proxy need not be a member of the Charity.

20. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

21. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office 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.

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

Trustees

23. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

24. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

Powers of trustees

25. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by

the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

Appointment and retirement of trustees

27. No person may be appointed as a trustee in circumstances such that, had he or she already been a trustee, he or she would have been disqualified from acting under the provisions of Article 32.

29. Save as set out above, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.

30. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees.

31. Save as set out above, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees

32. A trustee shall cease to hold office if he or she:

(1) ceases to be a trustee by virtue of any provision in the Act or 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);

(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(3) resigns his or her office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

(4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated.

Trustees' expenses

33. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees or general meetings or otherwise in connection with the discharge of their duties.

Proceedings of trustees

35. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.

36. Whenever a trustee or a member of a committee has a personal interest in a matter to be discussed at a meeting of the trustees or a committee he or she must:

- (1) declare an interest at or before the beginning of discussion of the matter;
- (2) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- (3) not be counted in the quorum for that part of the meeting; and
- (4) withdraw during the vote and have no vote on the matter.

For the purposes of this article, an interest which a trustee or member of a committee has in a matter to be discussed at a meeting of the trustees 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 trustee or committee member shall not thereby be prohibited from participating in the meeting, being counted in the quorum or voting on the matter.

37. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.

38. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

39. The trustees may appoint one of their number to be the chair of their meetings and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he or she is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chair of the meeting.

40. The trustees may appoint one or more committees consisting of one or more trustees or other persons for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees and provided further that no decision at any meeting of any such committee to exercise any powers delegated to it by the trustees shall be effective unless a majority of those present at the time of the decision are trustees.

41. All acts done by a meeting of trustees, or of a committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or member of such committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly

appointed and was qualified and had continued to be a trustee or member of such committee and had been entitled to vote.

42. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or by all committee members entitled to receive notice of a meeting of a committee, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees or committee members.

43. Any bank, building society or other account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity.

Secretary

44. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

45. The trustees shall keep minutes in books kept for the purpose:

- (1) of all appointments of officers made by the trustees; and
- (2) of all proceedings at meetings of the Charity and of the trustees and of committees including the names of the trustees and committee members present at each such meeting.

The Seal

46. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

Notices

47. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

48. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address.

49. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

50. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. 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 notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

51. The Charity may indemnify any trustee, auditor, reporting accountant, or other officer of the Charity against any liability incurred by him or her in that capacity, to the extent permitted (in the case of a trustee) by section 309A Companies Act 1985 and to the extent permitted (in the case of an auditor) by section 310 of that Act.

Rules

52.(1) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

(i) 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;

(ii) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;

(iii) generally, all such matters as are commonly the subject matter of company rules.

(2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signatures, Names and Addresses of Subscribers

J.M. BOWERS
12 Whitehall
London
S.W.1

P.R. ELLINGTON
12 Whitehall
London
S.W.1

Dated: 1st February 1973

Witness to the above Signatures:

Name: E. ROLLAND
Address: 12 Whitehall
London
S.W.1