

Company number 01457973

PRIVATE COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

-of-

THE BAYLISS AND STARLING SOCIETY ("Company")

CIRCULATION DATE: 15 Sept 2014
DATE PASSED: 22 Sept 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution")

SPECIAL RESOLUTION

That the Articles of Association attached to this Resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

We, the undersigned, being the persons entitled to vote on the above Resolution on the circulation date set out at the beginning of this document, hereby irrevocably agree to the Resolution

Print name: HELEN COX

Signed:

Helen Cox

Date:

22nd September 2014

THURSDAY



A32 *A3J3TMKW* #243
23/10/2014
COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the company's registered contact, Professor Graham Dockray, Physiological Laboratory, University of Liverpool, Crown Street, Liverpool, L69 3BX
- 2 If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
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Print name: RORNEY DIMALINE

Signed:



Date:

22 September 2014

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Print name: GRAHAM J DOUGLAS

Signed: 

Date: 22 Sept 2014

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Print name EMILY ARMSTRONG

Signed

E Armstrong

Date.

22 Sept

2014

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Print name.

Prof DAVID MCCANCE

Signed

DR McCance

Date.

22 Sept

2014

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Print name: x FINBARR O'HARTE x

Signed: x *Finbarr O'Harte* x

Date: 22 Sept 2014

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Print name: X JOHN McLAUGHLIN X

Signed: X  X

Date: 22 Sept 2014

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**THE COMPANIES ACTS 1948 TO 1976
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF
THE BAYLISS AND STARLING SOCIETY
(ADOPTED BY SPECIAL RESOLUTION PASSED ON 22 September 2014)**

GENERAL

- 1 In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 1948
The Acts	The Companies Act 1948 to 1976
These presents	The Articles of Association and the regulations of the Society from time to time in force
The Society	The Bayliss and Starling Society
The Council	The Council of Management for the time being of the Society
The Office	The registered office of the Society
The Seal	The Common Seal of the Society
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing and reproducing works in visible form
person	is either an individual or body corporate, as the context permits
member	member may mean members as the context permits and vice versa

And words importing the singular number only include the plural number, and vice versa
Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Society shall, if not inconsistent with the subject or context bear the same meanings in these presents

MEMBERS

- 2 The number of members with which the Society proposes to be registered is two hundred but the Council may from time to time register an increase of members
- 3 The provisions of Section 110 of the Act shall be observed by the Society and every member of the Society shall either sign a written consent to become a member or sign the Register of Members on becoming a member
- 4 The Society is established for the purposes expressed in the Memorandum of Association
- 5 Subject to the provisions of Article 7(c) the subscribers to the Memorandum of Association and such persons as the Council shall from time to time admit to membership in accordance with the provisions hereinafter contained shall be members of the Society
- 6 No person shall be admitted a member of the Society unless he is first approved by the Council and the Council shall have absolute discretion as to the admission of any person Where any person desires to be admitted to membership of the Society he must first sign and deliver to the Secretary of the Society an application for admission framed in such terms as the Council shall require
- 7 A member of the Society shall forthwith cease to be a member
 - (a) if he shall die
 - (b) if he shall resign by giving to the Secretary of the Society notice in writing to that effect in such form as the Council shall require
 - (c) without prejudice to the provision of paragraph (b) of this Article the Council shall be entitled by means of a Resolution to require a member to terminate his membership of the Society as provided in paragraph (b) of this Article For these purposes, the Council may appoint one of its members to execute a written notice of termination on behalf of the member in question, if such member shall not have delivered his written resignation to the Secretary of the Society within fourteen days of the date of such Resolution
- 8 Every member shall pay to the Society such annual subscription (if any) as the Council may from time to time determine The Council may provide more than one rate of subscription such rate or rates to be payable by such members or groups or classes of members or in such circumstances as the Council may direct A remittance in respect of such subscription shall if required) be delivered by each member to the Secretary of the Society together with his application for membership and shall be payable within fourteen days of each anniversary of the date when membership is granted or of such other date as the Council may from time to time determine
- 9 Any member whose annual subscription (if any) shall remain unpaid for two successive years shall at the end of that period forthwith cease to be a member, but he shall remain liable to pay all outstanding subscriptions

- 10 No member on ceasing to be a member shall be entitled to be repaid any subscription or part of any subscription previously paid by him

GENERAL MEETINGS

- 11 The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting and that so long as the Society holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year
- 12 All General Meetings, other than Annual General Meetings shall be called Extraordinary General Meetings
- 13 The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act The Council shall be at liberty to invite third parties (not being members of the Society) to attend and speak (but not vote) at General Meetings of the Society
- 14 Twenty one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the date for which it is given) specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Society, but with the consent of all the members entitled to receive notices hereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit
- 15 The accidental omission to give notice of meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting

PROCEEDINGS AT GENERAL MEETINGS

- 16 All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the appointment or re-appointment of members of the Council and the appointment of, and the fixing of the remuneration of the Auditors
- 17 No business shall be transacted by any General Meeting unless a quorum is present when the meeting proceeds to business Save as herein otherwise provided one quarter of the

members present in person or by proxy, shall be a quorum or if this number is not a multiple of four, then the number nearest one-quarter shall be a quorum

- 18 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum
- 19 The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some members of the Society who shall be present to preside
- 20 The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting
- 21 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn
- 22 Subject to the provisions of Article 23 if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 23 No poll shall be deemed on the election of a Chairman of a meeting or on any question of adjournment
- 24 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote

- 25 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded
- 26 Subject to the provisions of the Act a resolution signed in writing by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a meeting of the Society duly convened and held

VOTES OF MEMBERS

- 27 Subject as hereinafter provided, every member shall have one vote
- 28 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction for the protection of persons incapable of managing their own affairs, may not vote, whether on a show of hands or on a poll, either in person or by his committee, receiver, curator bonis, or other person in the nature of committee, receiver or curator bonis appointed by such court
- 29 Save as herein expressly provided, no member other than a member duly registered who shall have paid every sum (if any) which shall be due and payable to the Society in respect of his membership (including but not by way of limitation any subscription payable) shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting
- 30 Votes may be given on a poll either personally or by proxy On a show of hands a member present only by proxy shall have no vote A proxy need not be a member
- 31 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing
- 32 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution
- 33 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used
- 34 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

"I, _____ of _____ a member of The Bayliss and Starling Society hereby appoint _____ or failing him, _____ of _____ to vote for me and on my behalf at the Annual or Extraordinary, or Adjourned, as the case may be General Meeting of the Society to be held on the _____ day of _____ and at every adjournment thereof
AS WITNESS my hand this _____ day of _____ "

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

THE COUNCIL OF MANAGEMENT

- 35 The number of the members of the Council shall not be less than five nor more than twelve
The first members of the Council shall be the subscribers to the Memorandum of Association
36 Section 185 of the Act (as to retirement of Directors under age limit) shall not apply to members of the Council

POWERS AND DUTIES OF THE COUNCIL OF MANAGEMENT

- 37 The business of the Society shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Society as they think fit and may exercise all such powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not by the Acts or by these presents required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Acts for the time being in force and affecting the Society and to such directions (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Society in General Meeting, but no such direction made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such direction had not been made
38 The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Society filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose
39 The Council may exercise all the powers of the Society to borrow money, and to mortgage, or charge its undertaking and property, or any part thereof, subject to such consents as are required by law, and to create and issue mortgages, charges, memoranda of deposit, debentures, debenture stock and other securities
40 The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council, to be the attorney or attorneys of the Society for such purposes and with such

powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorise any such attorney to delegate all or any of the powers authorities and discretions vested in him

- 41 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine provided that the signatures of two duly authorised members of the Council shall appear on all cheques

PATRONS AND OFFICERS

- 42 (a) The Council may from time to time appoint any person (whether or not a member) as it may think fit to be a Patron, the President or a Vice-President of the Society and may, without assigning any reason therefore, remove any such person The Patrons, President and Vice-Presidents (if any) shall have such powers and duties as the Council may from time to time determine
- (b) Subject to Section 21(5) of the Companies Act 1976 the Secretary to the Society and to the Council shall be appointed by the Council The first Secretary of the Society shall be who will also initially act as Secretary to the Council The provisions of Sections 177 and 179 of the Act and Sections 21 and 22 of the Companies Act 1976 shall apply and be observed The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no secretary capable of acting

THE SEAL

- 43 The Seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council or of one member of the Council and the Secretary, and the said members or member and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed

DISQUALIFICATION OF MEMBERS OF THE COUNCIL OF MANAGEMENT

- 44 The office of a member of the Council shall be vacated
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors generally
- (b) If he becomes of unsound mind
- (c) If by notice in writing to the Society he resigns his office

- (d) If he becomes prohibited from holding office by reason of any order made under the Companies Act 1948 to 1976
- (e) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act
A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted
- 45 The Council may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit The quorum of the Council shall be one quarter of its membership Questions arising at any meeting shall be decided by a majority of votes In case of an equality of votes the Chairman shall have a second or casting vote
- 46 A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time summon a meeting of the Council by notice served upon the several members of the Council A member of the Council who is absent from the United Kingdom and who has no registered address in the United Kingdom shall not be entitled to notice of a meeting
- 47 The Council may appoint committees consisting of such member or members of the Council and such other person or persons as they may from time to time think fit, and any committee so formed shall in the exercise of its duties conform to any regulation, terms of reference or other direction imposed on it by the Council The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid
- 48 All acts bona fide done by any meeting of the Council or of any advisory committee of the Council or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council
- 49 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of advisory committees of the Council and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated
- 50 A resolution in writing signed by all the members for the time being of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and constituted

CHAIRMAN

- 51 (A) The Chairman of the Council shall be elected by the continuing Council Members from time to time

(B) The Council may from time to time elect a Vice-Chairman or Vice-Chairmen who shall be entitled to preside at all meetings of the Council at which the Chairman shall not be present and the Council may determine for what period he is or they are to hold office

ROTATION OF THE COUNCIL OF MANAGEMENT

- 52 The Society may from time to time by ordinary resolution increase or reduce the number of members of the Council
- 53 The Council shall have power at any time, and from time to time, to appoint any person to be a member of the Council, either to fill a casual vacancy or as an addition to the existing members, but so that the total number of members of the Council shall not at any time exceed the number fixed in accordance with these articles Any member of the Council shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the Members who are to retire by rotation at such meeting

ACCOUNTS

- 54 The Council shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976
- 55 The Accounting records shall be kept at the Office or, subject to Section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council
- 56 The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting
- 57 The Council shall from time to time in accordance with Sections 150 and 157 of the Act and Sections 1, 6 and 7 of the Companies Act 1976 cause to be prepared and to be laid before the Society in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in those sections A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to the Auditor and to all other persons entitled to receive notice of General Meetings in the manner in which notices are hereinafter directed to be served The Auditor's report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967

AUDIT

- 58 Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976, the members of the Council being treated as the directors mentioned in those Sections

NOTICES

- 59 A notice may be served by the Society upon any member either personally or by sending it through first-class post in a prepaid letter, addressed to such member at his registered address as appearing in the Register of Members
- 60 Any member described in the Register of Members by an address not within the United Kingdom who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Society
- 61 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter

DISSOLUTION

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