

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

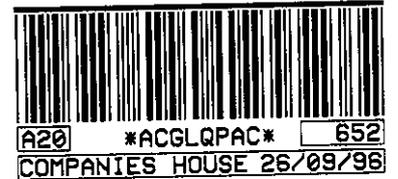
*** ARTICLES OF ASSOCIATION**

OF

BSH CONFERENCES LIMITED

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PRELIMINARY



1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the company save in so far as they are excluded or varied hereby: that is to say, Clauses 8 and 64 to Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

SHARES

2. (A) Subject to Sub-Article (B) thereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

(B) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated; and that this authority shall expire on the fifth anniversary of the incorporation

* As amended by a special resolution passed on 9th September 1996.

of the Company unless varied or revoked or renewed by the Company in General Meeting.

(C) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

(D) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.

3. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof.

GENERAL MEETINGS

4. A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.

5. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

6. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words, "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

7. (a) The Directors of the Company shall be:

- i) the President, Vice President, Vice President-Elect, Treasurer and Scientific Secretary of The British Society for Haematology ("the Society") who shall hold office as directors of the Company by virtue of their holding of the relevant office in the Society and the immediate past President of the Society. Such directors are called in these Articles "A" Directors.
- ii) up to three others appointed by the "A" Directors who shall be members (but not necessarily Committee members) of the Society and

are called in these Articles "B" Directors.

- (b) Unless and until the Company in General Meeting shall otherwise determine the minimum number of directors of the Company shall be three and the maximum nine.
- (c)
 - i) Save for the "A" Director who holds office by virtue of being the immediate past President of the Society, the "A" Directors shall hold office (subject always to Clause 81 of Table A and Section 303 of the Act) for so long as they hold the relevant office in the Society and no longer.
 - ii) The "A" Director who holds office by virtue of being the immediate past President of the Society shall hold office (subject always to Clause 81 of Table A and Section 303 of the Act) for as long as he is the immediate past President of the Society but no longer.
 - iii) A "B" Director shall hold office until the third anniversary of his appointment (unless removed by the "A" Directors prior to then) when he shall retire from office. Such a person shall be eligible for re-appointment at any time within 60 days of his retirement by the "A" Directors as a "B" Director and, if so appointed, shall hold office until the third anniversary of his re-appointment (unless removed by the "A" Directors prior to then) when he shall retire from office and shall not thereafter be eligible for re-appointment as a "B" Director.
 - iv) The "A" Directors and the "B" Directors shall not be subject to retirement by rotation. Clauses 73-80 (inclusive) of Table A shall accordingly not apply to the "A" Directors and the "B" Directors.
 - v) The "A" Directors may remove and replace a "B" Director from time to time.
- (d) No person shall be appointed or re-appointed as a "B" Director unless they have provided to the Company a list of any other company directorships they hold. The list must be provided at least 42 clear days before the date of any meeting at which they are to be proposed for appointment or re-appointment and be up to date as at the date it is given.
- (e) The Company Secretary of the Company shall be the person who is from time to time the Scientific Secretary of the Society and shall hold office for as long as they:-
 - i) hold that office in the Society; and
 - ii) remain a director of the Company

Clause 99 of Table A shall not apply. If for any reason there is no current Scientific Secretary of the Society the Company Secretary of the Company

shall be appointed from among the remaining Directors of the Company and shall act until a Scientific Secretary of the Society is appointed.

(f) The following sub-clauses shall be added to Clause 81 in Table A:

(f) if (being an "A" Director save for an "A" Director holding office by virtue of being the immediate past President of the Society) he ceases for whatever reason to hold the office in The British Society for Haematology by virtue of which he is an "A" Director of the Company.

(g) if he ceases for whatever reason to be a member of The British Society for Haematology.

(h) if (being an "A" Director by virtue of being the immediate past President of the Society) he ceases to be the immediate past President of the Society.

8. (a) The following amendments to Table A are hereby made:-

- i) the first sentence of Clause 89 is deleted
- ii) the whole of Clause 91 is deleted
- iii) the words "or by a person acting as a director" shall be deleted from Clause 92

(b) The quorum for a meeting of directors shall be three and a meeting shall not be quorate unless a majority of the directors present are "A" Directors.

(c) The Board shall elect from among the Directors a Chairman of the Board of Directors such election to take place annually. If he is unable to attend a meeting of the board or is not present five minutes after the time fixed for commencement of the meeting or is otherwise unable or unwilling to act chairmanship shall pass for the duration of the relevant meeting to whichever of the "A" Directors present is willing so to act and if there is none the meeting shall be dissolved. The Chairman shall not have a second or casting vote. No person shall hold office as Chairman of the Board of Directors for more than six consecutive years.

9. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

10. (a) Clauses 82 and 87 of Table A shall not apply.

(b) Subject only to the Clause 83 and 118 of Table A (as amended in the latter case by Article 11) no director or company secretary of the Company shall be entitled to make or receive any remuneration or any other direct or indirect

benefit or profit as a result of their holding of their office in the Company apart from repayment of travelling expenses reasonably incurred in the course of performing his duties as a director or company secretary of the company.

- (c) No director or company secretary of the Company shall (so far as the law allows) be entitled to receive any compensation for loss of office or otherwise arising from the termination or cessation of his office of director or company secretary (as the case may be).

INDEMNITY

11. Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

TRANSFER OF SHARES

12. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share; and Clause 24 of Table A shall be modified accordingly.

NAMES AND ADDRESSES OF SUBSCRIBERS

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Dated this 1st day of December 1991

Witness to the above signatures:-

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