

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

ARTICLES OF ASSOCIATION OF

6031485

INTERNATIONAL BRAIN TUMOUR ALLIANCE

(Amended by Special Resolution of 18 July 2014 to include Articles 1(A) 1(B), 1(C) and 1(D))

Interpretation.

1 In these articles

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,

“address” means a postal address or for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Company,

“the Company” means the company intended to be regulated by these articles,

“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,
- the day for which it is given or on which it is to take effect,

“the Commission” means the Charity Commissioners for England and Wales,

“the Directors” means the directors of the Company The directors are charity trustees as defined by Section 97 of the Charities Act 1993,

“the memorandum” means the memorandum of association of the Company,

“officers” includes the Directors and the secretary,

“the seal” means the common seal of the Company if it has one,

“secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary,

“the United Kingdom” means Great Britain and Northern Ireland,

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

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Company

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

1(A) The Company’s objects (“the Objects”) are to achieve for brain tumour patients, their families and their carers a wider public recognition of the specific challenges which they face in dealing with their disease For the purposes of the Objects this will include the provision of financial assistance, skills and expertise, training and / or practical support and other support to

- a) Encourage and assist the facilitation of moves towards greater international collaboration between brain tumour support advocacy and information groups,
- b) Cooperate with like-minded organisations and individuals, including relevant government agencies, health professional organisations, pharmaceutical companies, cancer organisations, clinicians and research institutes and other patient advocacy organisations,
- c) Assist those in the international brain tumour community who reside in countries where brain tumour support, advocacy and information groups do not exist, in order to help ensure that no-one is who is living with a brain tumour feels isolated and forgotten,
- d) Encourage and support the creation of brain tumour/Central Nervous System (“CNS”) support groups in countries where they do not exist,
- e) Seek a greater emphasis by research bodies in identifying causes of brain tumours and the development of more effective therapies, seek to encourage greater collaboration among researchers to reduce duplication and seek a greater input of funding from the community, governments and industry, to support such research and development,
- f) Advocate the development of improved access to a multi-disciplinary specialist range of services, including palliative care, rehabilitation (including but not limited to speech, neuropsychology, occupational

therapy and physiotherapy) and psychological support, to ensure that services are at all times appropriate to the needs of people living with a brain tumour and their families,

- g) Support the development and implementation of a system of standardized data collection of benign, low-grade and malignant CNS tumours, to serve as a foundation for research that promotes improved care and treatment and which ultimately leads to cures and which also inform service delivery,
 - h) Support the development of a database of research projects relevant to brain tumours and provide encouragement to all those undertaking such research to be members of their relevant professional organisation,
 - i) Encourage each group in the collaboration project to continue to serve the brain tumour community in accordance with their own purpose and also where appropriate encourage each participating group to contribute to the power of a single collaboration effort for the good of brain tumours patients, their families and carers,
 - j) Seek to instill a greater measure of hope within the international brain tumour community by celebrating the courage and achievements of brain tumours survivors, sharing knowledge and working together to achieve progress,
 - k) Support those charged with the responsibility for developing an appropriate international collaborative structures so the Objects may be achieved ”
- 1(B) (1) to raise funds In doing so, the Company must not undertake any substantial permanent trading activity and must comply with any relevant statutory obligations,
- a) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
 - b) to sell, lease or otherwise dispose of all or any part of the property belonging to the Company,
 - c) to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed,
 - d) to co-operate with charities, voluntary bodies and statutory authorities in furtherance of the Objects and to exchange information and advice with them,
 - e) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,

- f) to acquire, merge with or enter into any partnership or joint venture arrangement with any other company formed for any of the Objects,
- g) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- h) to employ and remunerate such staff as are necessary for carrying out the work of the Company The Company may employ or remunerate a Director only to the extent it is permitted to do by Article 1(C)(4) and provided it complies with the conditions in that Article,
- i) to
 - (i) deposit or invest funds,
 - (ii) employ a professional fund-manager, and
 - (iii) arrange for the investments or other property of the Company to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act 2000,
- j) to provide indemnity insurance for the Directors or any other officer of the Company in relation to any such liability as is mentioned in sub-clause (2) of this Article, but subject to the restrictions specified in sub-clause (3) of the Article,
- k) to pay out of the funds of the Company the costs of forming and registering the Company both as a company and as a company,
- l) to do all such other lawful things as are necessary for the achievement of the Objects,

(2) The liabilities referred to in sub-clause (1)(k) of this Article are

- a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company,
- b) the liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)

(3)(a) The following liabilities are excluded from sub-clause 2(a) of this Article

- (i) fines,

- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer,
 - (iii) liabilities to the Company that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Company or about which the person concerned did not care whether it was in the best interests of the Company or not
- (b) There is excluded from sub-clause 2(b) of this Article any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation "
- 1(C) (1) The income and the property of the Company shall be applied solely towards the promotion of the Objects
- (2) (a) A Director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company
- (b) Subject to the restrictions in Article 1(B)(2) and Article 1(B)(3), a Director may benefit from trustee and/or Director indemnity insurance cover purchased at the Company's expense
- (3) None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company This does not prevent a member who is not also Director receiving
- (a) a benefit from the Company in the capacity of a beneficiary of the Company,
- (b) reasonable and proper remuneration for any goods or services supplied to the Company
- (4) No Director may
- (a) buy goods or services from the Company,
- (b) sell goods, services or any interest in land to the Company,
- (c) be employed by or receive any remuneration from the Company,
- (d) receive any other financial benefit from the Company,

unless the payment or transaction is previously and expressly authorised in writing or subsequently expressly ratified in writing by all the Ordinary Members of the Company

- (5) In sub-clause (2) of this clause 5

“Director” shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner ”

- 1(D) (1) The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways

- (a) directly for the Objects, or
- (b) by transfer to any charity or charities or other company having in its Constitution or governing documents like restrictive provision to that contained in this Article 1(D) for purposes similar to the Objects, or
- (c) to any charity or other company having in its Constitution or governing documents like restrictive provision to that contained in this Article 1(D) for use for particular purposes that fall within the Objects

- (2) Subject to any such resolution of the members of the Company, the Directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways

- (a) directly for the Objects, or
- (b) by transfer to any charity or charities or other company having in its Constitution or governing documents like restrictive provision to that contained in this Article 1(D) for purposes similar to the Objects, or
- (c) to any charity or other company having in its Memorandum of Association a like restrictive provision to that contained in clause 5 of this Memorandum of Association for use for particular purposes that fall within the Objects

- (3) In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company (except to a member

that is itself a charity or other company having in its Constitution or governing documents like restrictive provision to that contained in this Article 1(D)) and if no such resolution is passed by the members or the Directors the net assets of the Company shall be applied for charitable purposes as directed by the court or the Commission ”

Ordinary Membership.

- 2 (1) The subscribers to the memorandum are the first Ordinary Members of the Company
- (2) Ordinary Membership is open to individuals who apply to the Company in the form required by the Directors and who are admitted to Ordinary Membership at the discretion of the Directors
- (3) Ordinary Members shall have the right to attend, speak and vote at general meetings

Associate Membership.

- 3 The Directors shall be entitled to grant associate membership to any person (either an individual or a corporate body) who or which demonstrates to the satisfaction of the Directors that he, she or it agrees with and supports the Objects of the Company but who or which either is not entitled to be admitted to Ordinary Membership or is not in the opinion of the Directors to be admitted to Ordinary Membership or who or which confirms that they do not wish to take up Ordinary Membership Such associate members shall not have an entitlement to vote at general meetings but shall be entitled to attend and speak at general meetings

Honorary Membership.

- 4 The Directors shall be entitled to grant honorary membership to those individuals who the Directors feel merit the grant of that status in the best interests of the Company Such honorary members shall not be entitled to vote, attend or speak at general meetings

Conditions applicable to membership.

- 5 (1) No applicant for membership shall be admitted as a member of the Company unless the application is approved by the Directors.
- (2) (a) Save for any application for Ordinary Membership of the Company which the Directors shall be entitled to decide at their absolute discretion, the Directors may only refuse an application for associate membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application
- (b) The Directors must inform the applicant in writing of the reasons for the refusal within 21 days of the decision

- (c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Applications for Ordinary Membership must be submitted in writing to the secretary using the Company's standard application form.
- (4) Applications for associate membership must be submitted in writing to the secretary using the Company's standard application form.
- (5) Honorary members will be those individuals who are invited to join by the Directors and they will not be required to make any financial contribution to the Company.
- (6) Membership is not transferable to anyone else.
- (7) The Directors must keep a register of names and addresses of the members.
- (8) No member without the prior written authority of the Directors shall communicate or have any dealings with any third party on behalf of the Company.

Classes of Membership.

- 6 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

The rights attached to a class of membership may only be varied if

- (a) three-quarters of the members of that class consent in writing to the variation, or
- (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any classes of members.

Termination of Membership.

- 7 Membership is terminated if

- (1) the member dies,
- (2) the member resigns by written notice to the Company unless, after the resignation, there would be less than two members,

- (3) any financial contribution due from the member to the Company is not paid in full within six months of it falling due, or
- (4) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Company that his or her membership is terminated. A resolution to remove a member from membership may only be passed if
 - (a) the member has been given at least twenty-one working days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed,
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting

General meetings.

- 8 (1) The Company must hold its first annual general meeting within eighteen months after the date of its incorporation
 - (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings
 - (3) All general meetings other than the annual general meetings shall be called extraordinary general meetings
- 9 The Directors may call an extraordinary general meeting at any time

Notice of general meetings.

- 10 (1) The minimum periods of notice required to hold a general meeting of the Company are
- twenty-one clear days' notice for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution,
 - fourteen clear days' notice for all other extraordinary general meetings
- (2) A general meeting may be called by shorter notice if it is so agreed
- in the case of an annual general meeting, by all the members entitled to attend and vote, and
 - in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the

meeting who together hold not less than 95 percent of the total voting rights

- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so
 - (4) The notice must be given to all members and to the Directors and auditors
- 11 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company

Proceedings at general meetings.

- 12 (1) No business shall be transacted at any meeting unless a quorum is present
- (2) A quorum is two members entitled to vote upon the business to be transacted at the meeting
- 13 (1) If
- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
 - (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the Directors shall determine
- (2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting
 - (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting
- 14 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting
 - (3) If there is only one Director present and willing to act, he or she shall chair the meeting

- (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote shall choose one of their number to chair the meeting
- 15 (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
 - (0) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution
 - (1) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
 - (2) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting
- 16 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
 - (a) by the person chairing the meeting, or
 - (b) by at least two members having the right to vote at the meeting, or
 - (c) by a member of members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
 - (b) The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
 - (b) If the demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand for the poll was made
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment shall be taken immediately
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
 - (c) The poll must be taken within thirty days after it has been demanded
 - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting
- 17 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have
- 18 A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members

Votes of members.

- 19 Subject to Articles 6 and 17, every Ordinary Member, shall have one vote
- 20 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

Directors.

- 21 (1) A Director must be a natural person aged 18 years or older
- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 31
- 22 The number of directors shall be not less than two and not more than nine
- 23 The first directors shall be those persons notified to Companies House as the first directors of the Company
- 24 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors

Powers of Directors.

- 25 (1) The Directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution
- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all powers exercisable by the Directors

The Appointment of Directors.

- 26 The Company may by ordinary resolution appoint a person who is willing to act to be a Director
- 27 Save for the persons appointed under Article 26, no person shall be appointed or reappointed a Director at any general meeting unless
- (1) he or she is recommended by the Directors, or
- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Company is given notice that
- (a) is signed by a member entitled to vote at the meeting,
- (b) states the member's intention to propose the appointment of a person as a Director,
- (c) contains the details that, if the person were to be appointed, the Company would have to file at Companies House, and
- (d) is signed by the person who is proposed to show his or her willingness to be appointed
- 28 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director
- 29 (1) The Directors may appoint a person who is willing to act to be a Director
- A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and shall be eligible for re-election thereat by ordinary resolution
- 30 The appointment of a Director, whether by the Company in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors

Disqualification and removal of Directors.

- 31 A Director shall cease to hold office if he or she
- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director,
 - (2) is disqualified from acting as a Trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
 - (3) ceases to be a member of the Company,
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - (5) resigns as a Director by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect), or
 - (6) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated

Directors' remuneration and re-imbursement of expenses.

- 32 The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration unless it is authorised by clause 5 of the Memorandum

Proceedings of directors.

- 33
- (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles
 - (2) Any Director may call a meeting of the Directors
 - (3) The secretary must call a meeting of the Directors if requested to do by a Director
 - (4) Questions arising at a meeting shall be decided by a majority of votes
 - (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote
- 34 (1) No decision shall be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made

- (2) The quorum shall be two or such other number as may be decided from time to time by the Directors
- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote
- 35 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting
- 36 (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment
- (2) If no-one has been appointed to chair meetings of the Directors or if the Director appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors
- 37 (1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of Directors duly convened and held
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors
- 38 A Director may participate in a meeting of the Directors or of a committee of Directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is

Delegation.

- 39 (1) The Directors may delegate any of their powers or functions to a committee or sub-committee of two or more Directors and the terms of the delegation shall be recorded in the minute book
- (2) The Directors may impose conditions when delegating, including the conditions that

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

(3) The Directors may revoke or alter a delegation

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

40 A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest)

41 (1) Subject to paragraph 40(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a director

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

if without

- the vote of that Director, and
- that Director being counted in the quorum,

the decision has been made by a majority of the directors at a quorate meeting

(2) Paragraph 40(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 40(1), the resolution would have been void, or if the Director has not complied with article 40

42 Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least two Directors or a Director and the secretary

Secretary.

- 43 Subject to the provisions of the Act, the secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

Seal.

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

Minutes.

- 45 The Directors must keep minutes of all
- (1) appointments of officers made by the Directors,
 - (2) proceedings at meetings of the Company,
 - (3) meetings of the Directors and committees of the Directors including
 - the names of the Directors present at the meeting,
 - the decisions made at the meetings, and
 - where appropriate the reasons for the decisions

Accounts.

- 46 (1) The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- (2) The Directors must keep accounting records as required by sections 221 and 222 of the Act
- 47 **Notices** Any notice to be given to or by any person pursuant to the articles
- (1) must be in writing, or
 - (2) must be given using electronic communications
- 48 (1) The Company may give any notice to a member either

- (a) personally, or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
 - (c) by leaving it at the address of the member, or
 - (d) by giving it using electronic communications to the member's address
- (2) A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company
- 49 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 50 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given
- (3) A notice shall be deemed to be given
- (a) 48 hours after the envelope containing it was posted, or
 - (b) in the case of an electronic communication, 48 hours after it was sent

Indemnity.

- 51 The Company shall indemnify every Director or other officer or auditor of the Company against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

Rules.

- 52 (1) The Directors may from time to time make such reasonable and proper rules or bye laws as they deem necessary or expedient for the proper conduct and management of the Company
- (2) The bye laws may regulate the following matters but are not restricted to them

- (a) the admission of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
 - (b) the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times for any particular purpose or purposes,
 - (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or the articles,
 - (e) generally, all such matters as are commonly the subject matter of company rules
- (3) The Company in general meeting shall have power to alter, add to or revoke the rules or bye laws
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of the members of the Company
- (5) The rules or bye laws, shall be binding on all members of the Company
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

Denis Strangman
DENIS STRANGMAN
10 CARRODS ST FRASER ACT 2015 AUSTRALIA
K.R. Ouel
KATHY R. OUEL
TRITON GATE, 16 EPSOM LANE SOUTH, TADWORTH, SURREY
KT20 5SX, UNITED KINGDOM

Dated 22 September 2006

Witness to the above signatures

Name GCOLLER



Address: 273-287 Regent Street
London W1B 2AD

Occupation:

Solicitor