



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **597633**

The Registrar of Companies for Scotland hereby certifies that

EHTG (EUROPEAN HEREDITARY TUMOUR GROUP)

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Scotland

Given at Companies House on **18th May 2018**



NSC5976330



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company



Companies House

A fee is payable with this form.
Please see 'How to pay' on the last page.

☒ **What this form is for**
You may use this form to register a private or public company.

☐ **What this form is NOT for**
You cannot use this form to register a limited liability partnership. If you wish to use this form if any individual with significant control is a director or has applied for protection of their details disclosure, please use form LL IN01. Contact enquiries@companieshouse.gov.uk to get a separate form.

For further information, please



S762A629

SCT

16/05/2018

#247

COMPANIES HOUSE

WEDNESDAY

Part 1 Company details

A1 Company name

Check if a company name is available by using our name availability search:

www.companieshouse.gov.uk/info

Please show the proposed company name below.

Proposed company name in full ①

EH TG (EUROPEAN HEREDITARY TUMOUR GROUP)

For official use

SC597633

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

① Duplicate names

Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance at: www.gov.uk/companieshouse

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.

② Company name restrictions

A list of sensitive or restricted words or expressions that require consent can be found in our guidance at: www.gov.uk/companieshouse

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☒ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

③ Name ending exemption

Only private companies that are limited by guarantee and meet other specific requirements or private companies that are charities are eligible to apply for this. For more details, please go to our website: www.gov.uk/companieshouse

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Company type^①

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked):

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

① Company type

If you are unsure of your company's type, please go to our website: www.gov.uk/companieshouse

A5

Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ②

Classification code 1	9	4	1	2	0
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below:

Principal activity description

② Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section.

A full list of the trade classification codes is available on our website: www.gov.uk/companieshouse

A6

Situation of registered office ③

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☐ England and Wales
☐ Wales
☒ Scotland
☐ Northern Ireland

③ Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

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Application to register a company

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Registered office address ①

	Please give the registered office address of your company.
Building name/number	c/o INTEGRITY INTERNATIONAL EVENTS
Street	THE COACH HOUSE 7 ST ALBANS ROAD
Post town	EDINBURGH
County/Region	
Postcode	E H 9 2 P A

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A6.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A8

Articles of association ②

	Please choose one option only and tick one box only.
Option 1	I wish to adopt one of the following model articles in its entirety. Please tick only one box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company
Option 2	I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company
Option 3	<input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

② For details of which company type can adopt which model articles, please go to our website: www.gov.uk/companieshouse

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.

A9

Restricted company articles ③

Please tick the box below if the company's articles are restricted. <input type="checkbox"/>

③ Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.gov.uk/companieshouse

IN01

Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1

Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C4.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

B2

Secretary's service address ③

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①	
	Please use this section to list all the corporate secretary appointments taken on formation.	
Name of corporate body/firm		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ③		
Registration number		
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

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Application to register a company

Director**D1****Director appointments ^①**

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E4.

Title*	
Full forename(s)	GABRIELA
Surname	MÖSLEIN
Former name(s) ^②	
Country/State of residence ^③	GERMANY
Nationality	GERMAN
Month/year of birth ^④	X X '01 '19 '59
Business occupation (if any) ^⑤	SURGEON

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ^⑥**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑥ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

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Application to register a company

Director

D1 Director appointments ^①	
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	
Full forename(s)	JOHN
Surname	BURN
Former name(s) ^②	
Country/State of residence ^③	ENGLAND
Nationality	BRITISH
Month/year of birth ^④	X X m0 m2 y1 y9 y5 y2
Business occupation (if any) ^⑤	PROFESSOR OF CLINICAL GENETICS

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ^⑥	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page

Application to register a company

Director

D1	Director appointments ^①	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*		
Full forename(s)	PÂL	
Surname	MØLLER	
Former name(s) ^②		
Country/State of residence ^③	NORWAY	
Nationality	NORWEGIAN	
Month/year of birth ^④	X X m 0 n 6 y 1 y 9 y 4 y 6	
Business occupation (if any) ^⑤	DOCTOR	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ^⑥	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode		
Country		

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page

Application to register a company

Director

D1 Director appointments ^①	
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	
Full forename(s)	JULIAN
Surname	SAMPSON
Former name(s) ^②	
Country/State of residence ^③	WALES
Nationality	BRITISH
Month/year of birth ^④	<div> <div>X</div> <div>X</div> <div>m</div> <div>0</div> <div>m</div> <div>7</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>9</div> </div>
Business occupation (if any) ^⑤	DOCTOR

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ^⑥	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

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Application to register a company

Corporate director

E1	Corporate director appointments ①		
	Please use this section to list all the corporate directors taken on formation.		
Name of corporate body or firm			① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
E2	Location of the registry of the corporate body or firm		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
E3	EEA companies ②		
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ③			
Registration number			
E4	Non-EEA companies		
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
If applicable, the registration number			

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to **Part 4 (Statement of guarantee)**.**F1****Statement of capital**

Complete the table(s) below to show the share capital.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation pages

Please use a continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
---	--	------------------	---	--

Currency table A

		Totals		

Currency table B

		Totals		

Currency table C

		Totals		

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)			

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

IN01

Application to register a company

F2

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section F1**.

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

Class of share	
Prescribed particulars ❶	

❶ **Prescribed particulars of rights attached to shares**

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages
Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

F3

Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below.→ **No** Go to **Part 5** People with significant control (PSC).**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

1 Name

Please use capital letters.

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted.

4 Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) ①	GABRIELA
Surname ①	MÖSLEIN
Address ②	c/o INTEGRITY INTERNATIONAL EVENTS, THE COACH HOUSE, 7 ST ALBANS ROAD, EDINBURGH
Postcode	E H 9 2 P A
Amount guaranteed ③	£1.00
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	JOHN
Surname ①	BURN
Address ②	c/o INTEGRITY INTERNATIONAL EVENTS, THE COACH HOUSE, 7 ST ALBANS ROAD, EDINBURGH
Postcode	E H 9 2 P A
Amount guaranteed ③	£1.00
Class of member (if applicable) ④	

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Application to register a company

Subscriber's details	
Forename(s) ①	PAL
Surname ①	MØLLER
Address ②	c/o INTEGRITY INTERNATIONAL EVENTS, THE COACH HOUSE, 7 ST ALBANS ROAD, EDINBURGH
Postcode	E H 9 2 P A
Amount guaranteed ③	£1.00
Class of member (if applicable) ④	

Subscriber's details	
Forename(s) ①	JULIAN
Surname ①	SAMPSON
Address ②	c/o INTEGRITY INTERNATIONAL EVENTS, THE COACH HOUSE, 7 ST ALBANS ROAD, EDINBURGH
Postcode	E H 9 2 P A
Amount guaranteed ③	£1.00
Class of member (if applicable) ④	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted.

④ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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Part 5

People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov.uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register.**

H1

Statement of initial significant control ^①

- ☐ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company.

① Statement of initial significant control

If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2

Statement of no PSC

(Please tick the statement below if appropriate)

- ☒ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

IN01

Application to register a company

Individual PSC

H3

Individual's details

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

❶ Country/State of residence

This is in respect of the usual residential address as stated in section H6.

❷ Month and year of birth

Please provide month and year only.

Title*

Full forename(s)

Surname

Country/State of residence **❶**

Nationality

Month/year of birth **❷**

X X

m m

y y y y

H4

Individual's service address **❶**

Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.

❶ Service address

This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

Building name/number

Street

Post town

County/Region

Postcode

Country

IN01

Application to register a company

H7

Nature of control for an individual¹

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

¹ Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control²

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

² Tick each that apply.

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ●

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

● Tick each that apply.

IN01

Application to register a company

Individual PSC

H3

Individual's details

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title*																					
Full forename(s)																					
Surname																					
Country/State of residence ^①																					
Nationality																					
Month/year of birth ^②	<table><tr><td>X</td><td>X</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td><td></td><td></td><td></td><td></td></tr></table>	X	X									m	m	y	y	y	y				
X	X																				
m	m	y	y	y	y																

① Country/State of residence

This is in respect of the usual residential address as stated in section H6.

② Month and year of birth

Please provide month and year only.

H4

Individual's service address^①

Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Service address

This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

IN01

Application to register a company

H7

Nature of control for an individual^①

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply.

IN01

Application to register a company

Relevant legal entity (RLE)

I1	RLE details ^❶	
Corporate or firm name		❶ Registered or principal office address This is the address that will appear on the public record.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

I2	Legal form and governing law	
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.	❶ Registration number Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.
Legal form		
Governing law		
If applicable, register in which RLE is entered ^❶		
Country/State ^❶		
Registration number ^❶		

IN01

Application to register a company

13

Nature of control for the RLE ^①

Please indicate how the RLE has significant control over the company

① Tick each that apply.

Ownership of shares

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14

Nature of control by a firm over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

15

Nature of control by a trust over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply.

IN01

Application to register a company

Other registrable person (ORP)

J1

ORP details

An 'other registrable person' is:

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2

Principal office address •

Building name/number

Street

Post town

County/Region

Postcode

Country

Principal office address

This is the address that will appear on the public record.

J3

Legal form and governing law

Legal form

Governing law

IN01

Application to register a company

J4

Nature of control ^①

Please show how the ORP has significant control over the company

① Tick each that apply.

Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company.

J5

Nature of control by a firm over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

J6

Nature of control by a trust over which the ORP has significant control ¹

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

¹ Tick each that apply.

IN01

Application to register a company

Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1 Election to keep secretaries' register information on the public register ^①

☐ All subscribers elect to keep secretaries' register information on the public register

^① only applies if the proposed company will have a secretary.

K2 Election to keep directors' register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record ^②

☐ All subscribers elect to keep directors' register information on the public register

^② If the subscribers don't make this election, only the month and year of birth will be available on the public record.

K3 Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will not be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register.

K4 Election to keep members' register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable).

K5 Election to keep PSC register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record ^③

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person ^④ within the notice period before making the election.

^③ If the subscribers don't make this election, only the month and year of birth will be available on the public record.

④ Eligible person

An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

Part 7 Consent to act

L1

Consent statement

Please tick the box to confirm consent.

- ☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity.

Part 8 Statement about individual PSC particulars

M1

Particulars of an individual PSC ^①

Please tick the box to confirm.

- ☐ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.

^① Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

Part 9 Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- No Go to Section N1 (Statement of compliance delivered by the subscribers).
→ Yes Go to Section N2 (Statement of compliance delivered by an agent).

N1

Statement of compliance delivered by the subscribers ^②

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

^② **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

Continuation pages
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.

IN01

Application to register a company

N2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name LINDSAYS

Building name/number CALEDONIAN EXCHANGE

Street 19A CANNING STREET

Post town EDINBURGH

County/Region

Postcode E H 3 8 H E

Country SCOTLAND

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

Agent's signature

Signature

X

Lindsay's

X

IN01

Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name REF: IN-1012-5

Company name LINDSAYS

Address CALDONIAN EXCHANGE

19A CANNING STREET

Post town EDINBURGH

County/Region

Postcode E H 3 8 H E

Country

DX ED25

Telephone 0131 229 1212



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A7).
- ☐ At the agents address (Given in Section N2).



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.



How to pay

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.gov.uk/companieshouse



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 or 790ZF exemption

If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



Further information

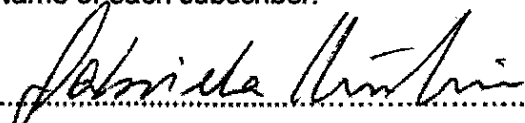
For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
EHTG (EUROPEAN HEREDITARY TUMOUR GROUP)

Each subscriber to this Memorandum of Association wishes to form a Company under the Companies Act 2006 and agrees to become a member of the Company.

Name of each subscriber:

 (signature)

Gabriela Möslin

Date: *May 8,* 2018

..... (signature)

John Burn

Date: 2018

..... (signature)

Pål Møller

Date: 2018

..... (signature)

Julian Sampson

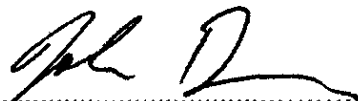
Date: 2018

Name of each subscriber:

..... (signature)

Gabriela Möslein

Date: 2018

..... (signature)

John Burn

Date: 11th May 2018

..... (signature)

Pål Møller

Date: 2018

..... (signature)

Julian Sampson

Date: 2018

Name of each subscriber:

..... (signature)

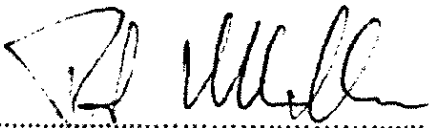
Gabriela Möslin

Date: 2018

..... (signature)

John Burn

Date: 2018


..... (signature)

Pål Møller

Date: May 8th 2018

..... (signature)

Julian Sampson

Date: 2018

Name of each subscriber:

..... (signature)

Gabriela Möslin

Date: 2018

..... (signature)


John Burn

Date: 2018

..... (signature)

Pål Møller

Date: 2018

..... (signature)

Julian Sampson

Date: May 14th 2018



**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM AND ARTICLES
OF ASSOCIATION
EHTG (EUROPEAN HEREDITARY TUMOUR GROUP)**

2018

LINDSAYS WS
Caledonian Exchange
19A Canning Street
Edinburgh
EH3 8HE

Ref: AJK/IN/1012/5

www.lindsays.co.uk

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES of ASSOCIATION
of
EHTG (EUROPEAN HEREDITARY TUMOUR GROUP)**

OBJECTS & ACTIVITIES

Objects of the Company

1. The objects for which the Company is established are:
 - (i) To foster, promote and advance the knowledge of inherited cancer including prevention, detection and clinical management and so advance health; and
 - (ii) To promote education and research devoted to the study of the origin and causes, relief, cure, treatment, prevention lessening and alleviation of inherited cancer or any disease of an allied or similar nature.

(the “Objects”).

Activities of the Company

2. In support of the Objects, the Activities of the Company are:-
 - (i) To initiate, promote, operate, run and obtain access to collaborative trials and studies including established and new registries for inherited cancer or any disease of an allied or similar nature
 - (ii) To initiate, promote, run and obtain a global platform for exchange of ideas, networking and research into inherited cancer or any disease of an allied or similar nature;
 - (iii) To disseminate knowledge to physicians, allied health-care professionals, patients and their families pertaining to inherited cancer or any disease of an allied or similar nature. To establish guidelines and algorithms fro any of the Objects;
 - (iv) To establish a global platform for education pertaining to inherited cancer or any disease of an allied or similar nature; and
 - (v) To establish or contribute to the establishment of research laboratories, hospitals, clinics or other institutions devoted solely to the attainment of the Objects and to make gifts to or to endow or subscribe to research devoted solely to the attainment of the Objects.

Powers of the Company

3. The Company in carrying out the above Objects and Activities shall have and may exercise (but only to the extent to which the same may lawfully be exercised by a charity on the Scottish Charities Register and in accordance with the Charities and Trustee Investment (Scotland) Act 2005) all or any of the following powers:-
- (a) to encourage, provide, support and otherwise facilitate the work of those interested in the objects of the Company.
 - (b) to raise funds, solicit, receive and accept financial assistance, subscriptions, donations, endowments, legacies, gifts and loans of money, rents and any other property whatsoever, heritable or moveable, subject or not to any specific charitable trusts or conditions;
 - (c) to establish, support or aid in the establishment and support of any charitable associations or institutions established for similar purposes and to subscribe monies for charitable purposes in any way connection with the purposes of the Company or calculated to further its objects;
 - (d) to issue appeals, hold public meetings and take such other steps as may be required for the purposes of procuring contributions to the funds of the Company in the form of donations, subscriptions or otherwise;
 - (e) to purchase, take on lease or in exchange or otherwise acquire and to hold, manage, develop, sell, dispose of lease or deal in any way with any heritable or moveable property and any interests therein;
 - (f) to borrow and raise money for the objects of the Company and secure or discharge any debt or obligation of or binding on the Company in such manner and on such terms and conditions as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Company;
 - (g) to invest funds of the Company not immediately required in such investments, securities or property as may be considered appropriate (and to dispose of any vary, such investments);
 - (h) to grant, continue and pay such remuneration and pensions to any person or persons who renders services to the Company supervising, organising, carrying on the work of and advising the Company as may from time to time be thought proper, and to establish pension funds and other trust funds or charitable arrangements of any kind whatsoever for persons employed at any time by the Company and their dependants;
 - (i) to insure and arrange insurance cover for, and to indemnify its officers, employees and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;
 - (j) to promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions;

- (k) to prepare, edit, print, publish, issue, acquire, circulate and distribute books, pamphlets, papers, periodicals and other literary material, pictures, prints, photography, films, sound recordings and mechanical and other models and equipment, and to establish, form, promote, conduct and maintain public collection displays and exhibitions of literature, statistics, charts, information and other material;
 - (l) to construct, erect, alter, improve, demolish and maintain any buildings which may from time to time be required for the purposes of the Company, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same;
 - (m) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
 - (n) to promote and incorporate or to join in the promotion or incorporation of any charitable company with limited or unlimited liability, organisations, societies or associations for the purpose of carrying out any object which the Company itself could carry out and to subscribe for or otherwise acquire the shares, stock or other securities of such company or to lend money to such company on such terms as may be thought fit;
 - (o) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
 - (p) to amalgamate with any companies, organisations, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company; and
 - (q) to do all such other things as are necessary for the attainment of the Objects.
4. The income and property of the Company shall be applied solely towards the promotion of the Objects of the Company as set out in Article 1 above and subject to the following paragraphs no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company. Nothing herein shall prevent any payment in good faith by the Company:-
- (a) of out-of-pocket expenses incurred in carrying out duties by any member, director, officer or employee of the Company;
 - (b) reasonable payment in return for services rendered to the Company;
 - (c) director/trustee indemnity insurance; and
 - (d) payment or benefits permitted in terms of the Charities and Trustee Investment (Scotland) Act 2005.

GENERAL STRUCTURE

Company Structure

5. The structure of the company consists of:-
- (a) the MEMBERS - who have the right to attend the annual general meeting (and any general meeting) and have important powers under the Articles of Association and the Act; in particular, the members may take decisions in relation to changes to the articles themselves.
 - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company and are charity trustees.

MEMBERS

Registers of members

6. The directors shall maintain registers of members, setting out the full name and address of each member and the date on which any member ceased to be a member.

Qualifications for membership

7. The members of the Company shall consist of those persons and bodies who are members at the date of adoption of these articles and such other persons or bodies as are admitted to membership under articles 12 to 14.

Membership shall be open to the following:-

8. (a) **FULL MEMBERS:** such individuals who satisfy the trustees that he/she is a duly registered and accredited medical practitioner or medically or non-medically trained scientist with a demonstrable interest in hereditary cancer disposition, or a related discipline ("**Full Members**");
- (b) **TRAINEE MEMBERS:** such individuals who are duly registered medical practitioners (or related disciplines) in training appointments with an interest in hereditary cancer disposition, or any associated disciplines ("**Trainee Members**");
- (c) **AFFILIATED MEMBERS:** such individuals who shall be genetic counsellors, technicians or nurses working in the field of hereditary cancer disposition, or a related discipline ("**Affiliate Members**");
- (d) **ONLINE MEMBERS:** such individuals who shall have access to the member-only resources on the Company's website ("**Online Members**");
- (e) **CORPORATE MEMBERS:** such corporate bodies or organisations with an interest in hereditary cancer disposition ("**Corporate Members**");
- (f) **HONORARY MEMBERS:** such persons who have made an outstanding contribution to the field of hereditary cancer disposition or a related discipline ("**Honorary Members**"); and
- (g) **PATIENT MEMBERS and PATIENT REPRESENTATIVES:** such

individuals or family member of the affected persons with a hereditary cancer predisposition (**"Patient Members and Patient Representatives"**).

9. Employees of the Company shall not be eligible for membership; a person who becomes an employee of the Company after admission to membership shall automatically cease to be a member.
10. For the avoidance of doubt, those individuals who opt for the "30 Day Trial" on the Company's website will not be registered members unless and until they apply, and are accepted, for one of the classes of membership set out in articles 8 above.
11. The members (irrespective of category of membership) shall at all times promote the interests of the Company and not act or behave in such a way as is likely to be detrimental to the Objects of the Company or bring the Company into disrepute.

Application for membership

12. Any person or body who/which wishes to become a member must complete an online registration form on the Company's website and submit it to the Company together with the relevant remittance. For the avoidance of doubt and subject to article 13 below, no such person or body shall become a member unless such remittance is received in cleared funds by the Company.
13. The trustees (with the approval of the Executive) may, at their discretion, refuse to admit any person or body to membership. If a decision is made to refuse admission then the Company shall return to the applicant any remittance paid by him/her/it under article 12.
14. The trustees shall agree the terms of membership of any Corporate Members.
15. Members shall be required to pay membership fees to the Company as follows:-
 - (a) Full Members:
 - (i) on 10 January in each Calendar year such annual membership fee as set by the trustees (with the approval of the Executive and the Council) from time to time.
 - (b) Trainee Members, Affiliate Members, Online Members and Corporate Members
 - (i) on 10 January in each Calendar year such annual membership fee as set by the trustees (with the approval of the Executive and the Council) from time to time.

No membership fees shall be payable by the Honorary Members.

16. If the membership subscription payable by any member is not paid on or by the due date then the member shall cease to be a member and he/she/it shall be removed from the register of members.
17. A person or body who/which ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.
18. An employee shall not be eligible to become a director member
19. A member may not transfer their membership to any other person.

Withdrawal from membership

20. Any member who wishes to withdraw from membership shall sign, and lodge

with the company, a written notice to that effect; on receipt of the notice by the company, they shall cease to be a member.

Expulsion from membership

21. Any member may be expelled from membership by resolution of the directors, providing the following procedures have been observed:-
- (a) at least 14 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
 - (b) the member concerned shall be entitled to be heard on the resolution at the meeting at which the resolution is proposed.

General meetings (meetings of members)

22. The directors:
- (a) shall convene an annual general meeting in each year;
 - (b) shall ensure that not more than 15 months shall elapse between one annual general meeting and the next;
 - (c) may convene a general meeting at any time; and
 - (d) must convene a general meeting if there is a valid requisition by no less than 10% of the members from time to time.
23. The business of each annual general meeting shall include:-
- (a) a report by the chair on the activities of the company;
 - (b) consideration of the annual accounts of the company; and
 - (c) the election/re-election of directors, as referred to in Article 38.

Notice of general meetings

24. At least 14 clear days' notice must be given of an annual general meeting or general meeting. Where:-
- (a) the term "clear days" in this Article shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded;
 - (b) any notice calling a meeting shall specify the time and place of the meeting; it shall:-
 - i. indicate the general nature of the business to be dealt with at the meeting; and
 - ii. if a special resolution (see article 32) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
 - (c) a notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called a general meeting; and
 - (d) notice of every general meeting shall be given either in writing or, (where the party to whom notice is given has notified the company of an address to be used for the purpose of electronic communications), (by way of an electronic communication) to all the members and directors, and (if there are auditors in office at the time) to the auditors.

Procedure at general meetings

25. No business shall be dealt with at any general meeting unless a quorum is present and where:
- (a) the quorum for a general meeting shall be 5 persons entitled to vote, each being a member or a proxy for a member; and
 - (b) if a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
26. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting;
- (a) if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting; and
 - (b) may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
27. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or by proxy. A member who is not an individual shall vote through their duly authorised representatives.
28. A resolution may be decided by postal ballot if so decided by the Board.
29. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
30. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
31. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Special resolutions and ordinary resolutions

32. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with Article 24, for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
33. In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the company, by special resolution,
- (a) to alter its name;
 - (b) to alter its Objects or Activities; and
 - (c) to alter any provision of these articles or adopt new articles of

association.

34. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson's casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with Article 24.

DIRECTORS

Number of directors

35. The maximum number of directors shall be 12 and the minimum number shall be 3.

Eligibility and Maximum period in office for directors

36. A person may be elected a director by the members of the Company.
37. The directors may also appoint up to 4 directors.
38. A director shall be entitled to hold office for 3 years and shall then be eligible for re-election for further periods of 3 years.

Termination of office

39. A director shall automatically vacate office if:-
- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
 - (b) he/she becomes debarred under any statutory provision from being involved in the management or control of a charity
 - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (d) (in the case of a director elected/appointed under article 38) he/she ceases to be a member of the company
 - (e) he/she resigns office by notice to the company
 - (f) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
 - (g) he/she is removed from office by resolution of the directors.

Register of directors/Directors interests

40. The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and specifying the date on which any person ceased to hold office as a director and containing details of directors interests.

Office bearers

41. The directors shall appoint a Chair, Vice Chair, Company Secretary, Treasurer and such other office bearers (if any) as they consider appropriate.
42. The office bearers shall hold office without limit of time.

43. A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

44. Subject to the provisions of the Act, the memorandum of association and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
45. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Directors Declarations of Interests

46. The Directors may, in accordance with the requirements set out in Articles 46 to 51, authorise any matter proposed to them by any Director which would, if not authorised, involve or constitute a Director (an "Interested Director") breaching or infringing his duty under section 175 of the Act to avoid conflicts of interest (the "Conflict").
47. Any authorisation under Articles 46 to 51 will be effective only if:
- (a) the matter in question, to the extent permitted by the Act, shall have been proposed by any Director for consideration at a meeting of the Board of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
 - (b) any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Interested Director; and
 - (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director had not been counted in the vote.
48. Any authorisation of a matter under Articles 46 to 51 may (whether at the time of giving the authority or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
 - (b) be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine on the Interested Director; or
 - (c) be terminated or varied by the Directors at any time.

This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.

49. Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Director:
- (a) is excluded from discussions (whether at meetings of the Board of Directors or otherwise) related to the Conflict;
 - (b) is not given any documents or other information relating to the Conflict; or
 - (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.

Notwithstanding the fact that the Directors have made provisions (or otherwise) under this Article 49, the Interested Director whose Conflict has been authorised shall not be in breach of his duties to the Company where the Interested Director, of his own accord, does not attend any discussions, refuses to receive any documents or information relating to the Conflict or refuses to vote on any resolution relating to the Conflict (or refuses to do or does any similar action).

50. Where the Directors authorise a Conflict:

- (a) the Interested Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict; and
- (b) the Interested Director will not breach or infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the Directors may impose in respect of its authorisation.
- (c) the Directors may decide (whether at the time of giving the authority or subsequently) that, if a Director has obtained any information through his involvement in the Conflict otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person, the Director is under no obligation to:
 - i. disclose such information to the Directors or to any Director or other officer or employee of the Company;
 - ii. use or apply any such information in performing his duties as a director;

where to do so would amount to a breach of that confidence and, accordingly, by not disclosing, using or applying such information, the Director shall not be in breach or infringe his duties to the Company in terms of Sections 171 to 177 of the Act.

51. A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract, agreement or arrangement relating to a Conflict that has been authorised by the Board of Directors shall be liable to be avoided on such grounds.

Personal interests

52. A Director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other Directors before the Company enters into the transaction or arrangement in accordance with the Act. For the purposes of this article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.
53. A Director who is in any way, whether directly or indirectly, interested in a

transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other Directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under Article 53.

54. Subject, where applicable, to the disclosures required under Article 53 and Article 54, and to any terms and conditions imposed by the Directors in accordance with these Articles 53 to 56, a Director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Company in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.
55. A Director need not declare an interest under Article 53 and Article 54 as the case may be:
 - (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (b) of which the Director is not aware, although for this purpose a Director is treated as being aware of matters of which he ought reasonably to be aware;
 - (c) if, or to the extent that, the other Directors are already aware of it, and for this purpose the other Directors are treated as aware of anything of which they ought reasonably to be aware; or
 - (d) if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a meeting of the Board of Directors.
56. Provided he/she has declared his/her interest a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

DIRECTORS' MEETINGS

Procedure at directors' meetings

57. Board meetings will be held on a regular basis. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
58. The directors can agree to confirm decisions by telephone or by written resolution as alternatives to confirming decisions at directors meetings.
59. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
60. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be five. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
61. Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall

elect from among themselves the person who will act as chairperson of the meeting.

62. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
63. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company.
64. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
65. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.
66. The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of Articles 57 to 65.

Delegation to sub-committees

67. The directors may delegate any of their powers to any sub-committee consisting of two or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate. Any delegation of powers under this Article may be made subject to:-
 - (a) such conditions as the directors may impose and may be revoked or altered; and
 - (b) such rules of procedure for any sub-committee shall be as prescribed by the directors.

ADMINISTRATION

Operation of bank accounts

68. Unless otherwise agreed by the directors, the approval of two authorised representatives of the Company (who need not be directors of the Company) shall be required in relation to all operations (other than lodgement of funds) on the bank, building society or other financial institution accounts held by the company.

Secretary

69. The directors may in their sole discretion decide to appoint a company secretary for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed and replaced or not (at the directors sole discretion) by the directors at any time.

Minutes

70. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as

possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

71. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements for both companies and charities.
72. No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

Notices

73. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:-
 - (a) if properly addressed and sent by pre-paid UK first class post to an address (last intimated by him/her/them) to the company in the UK 48 hours after it is posted;
 - (b) a Member whose registered address is not within the United Kingdom shall be entitled to receive notices at such address and such notices shall be sent to the Member by airmail. Notices sent overseas shall be deemed to be given at the expiry of a period of 5 days after the envelope containing it was posted. Sections 1143 to 1148 together with schedule 4 and 5 of the Act shall apply;
 - (c) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - (d) if properly addressed and sent or supplied by electronic mail (e-mail) (in the case of a Member who has notified the company of an address to be used for the purpose of electronic communications) one hour after the e-mail was sent or supplied; and
 - (e) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is so deemed to have received) notice of the fact that the material is on the website.
74. For the purposes of article 73, no account will be taken of any part of a day that is not a business day (where a "business day" means any day (other than a Saturday, Sunday or public holiday in Scotland) on which clearing banks in Edinburgh are generally open for business). In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purposes of the Act.

MISCELLANEOUS

Winding-up

75. If the company is dissolved or wound up, the liquidator shall, if there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, then the property shall not be paid to or distributed among the members of the Company, but shall be paid, given, transferred or distributed to such body or bodies to be determined by the members of the Company at the time of the dissolution or winding up :

- (a) being a charitable body or bodies having objects similar to the Objects of the Company; and
- (b) being a charitable body or bodies which shall prohibit the distribution of its or their assets, income and property among its or their members to an extent at least as great as is imposed on the Company.

or failing which such other charitable body or bodies as are willing to take the property of the Company.

Indemnity

- 76. Without prejudice to Articles 77 and 81 and subject to the provisions of and to the extent permitted by the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the assets of the Company against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.
- 77. Subject to the Act and any agreement made between a Director and the Company in accordance with the Act, a Director shall be indemnified out of the Company's assets against any expenses which that Director incurs in connection with:
 - (a) civil proceedings in relation to the Company (unless judgment is given against the Director and the judgment is final);
 - (b) criminal proceedings in relation to the Company (unless the Director is convicted and the conviction is final); or
 - (c) any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company (unless the court refuses to grant the Director relief, and the refusal is final).
- 78. For the purposes of Article 77 judgment, conviction or refusal of relief becomes final if:
 - (a) the period for bringing an appeal (or any further appeal) has ended; and
 - (b) any appeal brought is determined, abandoned or otherwise ceases to have effect.
- 79. Every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
- 80. The indemnity contained in article 79 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled.

Insurance

81. Subject to the Act, the Directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss.

In this Article:-

- (a) a "relevant officer" means any Director or former Director of the Company, any other officer or employee or former officer or employee of the Company or its associate (but not the auditors), or any trustee of a pension fund or employee benefits trust of the Company;
- (b) a "relevant loss" means any loss or expenditure which has been or may be incurred by a relevant officer in connection with that relevant officer's duties, powers or responsibilities in relation to the Company or an associate or its pension fund or employee benefits trust; and
- (c) an "associate" means any subsidiary or subsidiary undertaking or holding company of such company and any other subsidiary or subsidiary undertaking of any holding company of such company ("holding company" and "subsidiary company" having the meanings set out in section 1159 and Schedule 6 of the Companies Act 2006).

Liability of Members

82. The liability of the members is limited to ONE POUND (£1.00). Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the:-

- (a) debts and liabilities of the Company contracted before he ceases to be a member;
 - (b) costs, charges and expenses of winding up,
- and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ONE POUND.

Interpretation

83. In these articles the following terms and expressions shall have the following meanings:-

Act	means the Companies Act 2006 and any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;
Activities	shall have the meaning given to it in Article 2;
charity	shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts;
charitable purpose	shall mean a purpose which constitutes a charitable purpose under section 7 of the Charities and Trustee Investment

	(Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Act;
electronic communication	shall have the same meaning as is assigned to that expression in the Electronic Communications Act 2000;
Model Articles	means the model articles for private companies limited by Guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI/2008/3229) as amended prior to the date of adoption of these Articles;
Objects	shall have the meaning given to it in Article 1;
OSCR	shall mean the Office of the Scottish Charity Regulator, 2nd Floor, Quadrant House, 9 Riverside Drive, Dundee, DD1 4NY;
person	means any individual, organisation or body including any authorised representative of any organisation or body; and
Scottish Charity Register	means the register held by OSCR;

84. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles. Unless the context requires otherwise, words or expressions used in these articles bear the same meaning as in the Act (as said Act is in force at the date of adoption of these articles). For the avoidance of doubt:-
- (a) headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
 - (b) unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - i. any subordinate legislation from time to time made under it; and
 - ii. any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
 - (c) reference in these articles to the singular shall be deemed to include the plural.
 - (d) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

- (e) the Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles. Regulations 2, 3, 21, 22, 24, 38, 39 of the Model Articles shall not apply to the Company.