

NO. OF COMPANY

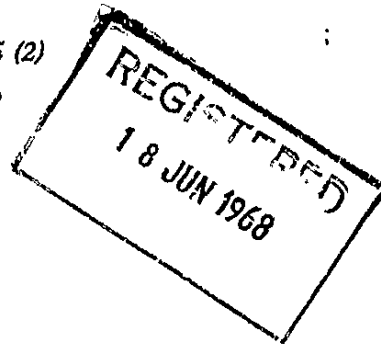
933932

THE COMPANIES ACT, 1948.

Declaration of Compliance with the requirements
of the Companies Act, 1948, on application for
Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)



NAME OF

COMPANY

BATH INSTITUTE OF MEDICAL ENGINEERING

LIMITED.

CAT. No. C.F.41.

C511 JS164(J)L

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers and Publishers

116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by

MESSRS. VYALE BENSON & CO.,

14 ORCHARD STREET,

BRISTOL. 1.



The Filing Fee 13/-
Form No. 41

I, HENRY COUNSELL

of 14, ORCHARD STREET,

BRISTOL, 1.

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] ~~[a person named in the Articles of Association as a Director/Secretary],~~

of BATH INSTITUTE OF MEDICAL ENGINEERING

LIMITED,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at Bristol

the 14th day of May

One thousand nine hundred and sixty eight

before me,

[Signature]
A Commissioner for Oaths (b)

H. Counsell.

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

10/- Paid/fees



22-15-0

THE COMPANIES ACTS, 1948 to 1967.

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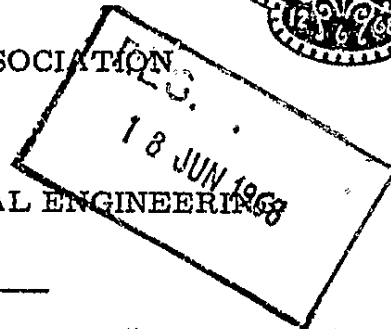
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.



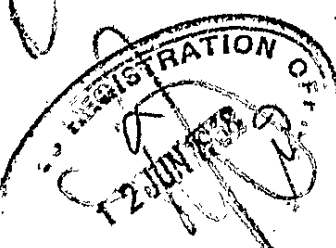
MEMORANDUM OF ASSOCIATION

OF

BATH INSTITUTE OF MEDICAL ENGINEERING
LIMITED.



1. The name of the Company (hereinafter called "the Institute") is "BATH INSTITUTE OF MEDICAL ENGINEERING LIMITED".
2. The registered office of the Institute will be situate in England.
3. The primary object for which the Institute is established is the advancement of medical education and of engineering research for medical purposes and the dissemination of the knowledge thereby acquired, and as ancillary thereto and for the furtherance of the said primary object (but not further or otherwise):-
 - (A) (i) To assist, promote, develop and carry on the investigation of and research into Medical Engineering, to provide a forum in which differing medical and engineering disciplines may communicate one with another, to apply technical advances in engineering, electronics, mathematics, kindred sciences and other processes to medicine, to establish laboratory and research facilities, research foundations and scholarships, lectureships and readerships, to promote and organise medical and engineering studies, lectures and conferences, to act as a link between and co-operate with similar organisations, commercial businesses, medical and other schools and universities with a view to further education and science and for the benefit of the public good.
 - (ii) To assist, promote, develop and carry on the investigation of and research into medical or engineering or other fields whether together and in combination or severally, for the benefit of the public good.
 - (iii) To act as experimental and consultant engineers and inventors, manufacturers for experimental purposes and users of instruments, implements, equipment, contrivances and machinery of all kinds and description in connection with and for the purpose of the above objects.



- (B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institute.
- (C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as are expedient with a view to the promotion of its objects.
- (D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Institute and which is directly or indirectly ancillary to its objects.
- (E) To borrow or raise money for the purposes of the Institute on such terms and on such security as may be necessary.
- (F) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (G) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Institute or calculated to further its objects.
- (H) To do all such other things as are incidental or necessary to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Institute shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Institute would make it a Trade Union.
- (iii) In case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the

Board of Governors or Governing Body of the Institute shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Governors or Governing Body have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Board of Governors or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Institute were not incorporated.

4. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association, and 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 Institute.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institute, or to any member of the Institute, in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 2 per cent. per annum over the Bank Rate for the time being on money lent or reasonable and proper rent for premises demised or let by any member to the Institute; but so that no member of the Board of Governors or Governing Body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Board or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Governors or Governing Body may be a member, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment. Provided also that nothing herein shall prevent any company of which a member of the Board of Governors or Governing Body is a member from exercising any process and making, using, acquiring and vending any articles and things in the ordinary course of its business for profit or otherwise under any licence or permission granted by the Institute upon commercial terms in respect of any discovery, invention or patent resulting from the work of the Institute but in any such case such Member of the Board of Governors or Governing Body shall not be counted in the quorum present at the meeting of the Board considering the grant of any such licence or permission nor shall he vote in respect thereof.

5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Board of Trade to the Institute in pursuance of section 19 (1) of the Companies Act, 1948, is subject.

7. The liability of the members is limited.

8. Every member of the Institute undertakes to contribute to the assets of the Institute, 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 debts and liabilities of the Institute contracted before he ceases to be a member, and of the 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 £10.

9. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Roger Jordan Gadden House, Tisbury, Bradford-on-Avon
Medical Practitioner. Wilt

Kenneth Lloyd Williams 5 Gay St. Bath
Somerset. Surgeon

John Murray 6 Circus Bath
George Durant Kebley Physician

Walter Crossland Lucy,
Chartered Engineer Hythe Kent

Brian Graham Sherburn, "Springwood"
Milepost Lane, Limpley Stile, Bath. - Company Director.

Kenneth Seely - Hartum Park. Corsham. Wilt
Company Director.

Stanley Douglas Victor Welles 5 Mount Beacon
Bath. Paediatrician

Dated this 17th day of May, 1968.

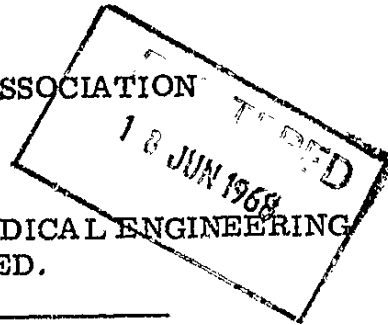
Witness to the above Signatures:-

Henry Cunnell
Solicitor
Bristol.

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.



ARTICLES OF ASSOCIATION
OF
BATH INSTITUTE OF MEDICAL ENGINEERING
LIMITED.



GENERAL.

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

<u>WORDS</u>	<u>MEANINGS</u>
The Act	The Companies Act, 1948.
These presents ..	These Articles of Association, and the regulations of the Institute from time to time in force.
The Institute ..	The above-named Company.
The Board	The Board of Governors for the time being of the Institute.
The Office	The registered office of the Institute.
The Seal	The common seal of the Institute.
The United Kingdom ..	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender: and

Words importing persons shall include corporations.

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

2. The maximum number of members with which the Institute proposes to be registered is two hundred and fifty, but the Board may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Institute, and every member of the Institute shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Institute is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Institute.

MEMBERS.

6. The subscribers to the Memorandum of Association shall be the first members of the Institute.

7. Every member shall be either:-

(i) A qualified medical practitioner recognised by the General Medical Council of Great Britain and Northern Ireland, or

(ii) A person being engaged in a recognised medical auxiliary service, or

(iii) A person engaged in industry or commerce holding a recognised technical qualification, or

(iv) Any other person who is in the opinion of the Board of Governors a person of outstanding merit or accomplishment.

8. Application for membership shall be in such form as the Board of Governors shall require and members shall be elected by the Board of Governors.

FELLOWS.

9. The Board of Governors may award a fellowship to any member (hereinafter referred to as "a Fellow") in recognition

of services rendered to the Institute. Fellows shall be entitled to use such facilities of the Institute in addition to those available to members as the Board of Governors shall determine and may attend and vote or vote by proxy on the election of new Fellows at meetings of the Board of Governors but shall not otherwise be entitled to vote at any meeting of the Board of Governors.

TITLE OF MEMBERS AND FELLOWS.

10. A Member may describe himself as a Member of, and a Fellow may describe himself as a Fellow of the Institute and shall respectively be entitled to use the abbreviations "M.B.I.M.E." and "F.B.I.M.E.".

SUBSCRIPTIONS.

11. The first subscription shall be as follows:-

Members	10 gns. per annum
Fellows	25 gns. per annum.

The Board of Governors may resolve that any person of outstanding merit or accomplishment elected a member by virtue of paragraph (iv) of Article 7 shall be an honorary member and shall not be required to pay a subscription.

12. The subscription for Fellows and Members of the Institute may be varied from time to time by the Board of Governors and shall be announced at the Annual General Meeting of the Institute in each year. The annual subscription shall be payable immediately following the Annual General Meeting and if not paid within six months thereafter the Board of Governors may resolve that the Fellow/Member so defaulting shall no longer be a Fellow/Member of the Institute.

13. A person becoming a Member or Fellow during the currency of any financial year of the Institute, shall be liable to pay the appropriate annual subscription for a full year unless the Board of Governors shall direct to the contrary.

RESIGNATIONS.

14. A Fellow/Member may resign from membership on giving notice in writing to the Board of Governors. If the notice shall be received after the date of the Annual General Meeting the Fellow/Member so resigning shall be liable to pay the subscription for the current year.

RIGHTS OF MEMBERS AND FELLOWS.

15. All Fellows/Members shall be entitled to attend all meetings of the Institute and to use all facilities of the Institute open to members and to receive notices and other information circulated to members.

GENERAL MEETINGS.

16. The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Institute holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

17. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

18. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

19. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Institute; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

20. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

21. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of members and Officers of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

22. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to

business. Save as herein otherwise provided seven members personally present shall be a quorum.

23. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

24. The President shall take the chair at every Annual General Meeting but if there be no such President or if at any Meeting he shall not be present within fifteen minutes after the time appointed for the holding of the same or shall be unwilling to preside the Chairman shall preside. The Chairman of the Board shall preside as Chairman at every General Meeting (other than an Annual General Meeting when the President takes the Chair) but if there be no such Chairman or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same or he shall be unwilling to preside the Vice Chairman shall preside and if he shall not be present or shall be unwilling to preside the members present shall choose some Member of the Board or if no such Member is present or if all Members of the Board present decline to take the Chair they shall choose some Member of the Institute who shall be present to preside.

25. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

26. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not

carried by a particular majority, and an entry to that effect in the minute book of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

27. Subject to the provisions of Article 22, if a poll is demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

29. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

30. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

31. Subject as hereinafter provided, every member shall have one vote.

32. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

33. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

34. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

35. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person

named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

37. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"I, _____,
"of _____,
"a member of _____,
"hereby appoint _____,
"of _____,
"and failing him, _____,
"of _____,
"to vote for me and on my behalf at the [Annual or
"Extraordinary, or Adjourned, as the case may be]
"General Meeting of the Association to be held on the
"_____ day of _____, and at every
"adjournment thereof.

"As witness my hand this _____ day of _____ 19 ____."

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

BOARD OF GOVERNORS.

38. The affairs of the Institute shall be managed by a Board of Governors which shall consist of a President, Chairman, Vice Chairman (herein called "the officers") and not less than seven other Governors who shall all be members or fellows of the Institute.

39. The first members of the Board of Governors shall be subscribers to the Memorandum of Association who may appoint other persons to be members of the Board of Governors not exceeding the prescribed maximum, to take office until the first annual general meeting. The first members of the Board of Governors shall also appoint a President, Chairman and Vice Chairman.

40. Until otherwise determined by a General Meeting the number of members of the Board of Governors shall not be less than ten nor more than twenty, of which not less than two but not more than four of the total number of the members of the Board of Governors shall be persons primarily engaged in the Engineering Industry.

41. In the event of a disagreement as to whether any Member of the Board of Governors is a person primarily engaged in the Engineering Industry the matter shall be referred to the President for the time being whose decision shall be final and conclusive.

42. No person shall be disqualified to be a member of the Board of Governors by reason of his having attained the age of seventy years or any other age and sub-sections (1) to (6) inclusive of Section 185 of the Act shall be excluded from applying to the Institute.

43. The Board may from time to time and at any time appoint any member or fellow of the Institute as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

44. No person who is not a member or fellow of the Institute shall in any circumstances be eligible to hold office as a member of the Board.

POWERS OF THE BOARD

45 The Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Institute as they think fit, and may exercise all such powers of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by statute or by these presents required to be exercised or done by the Institute in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Institute, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Institute in General Meeting, but no regulation made by the Institute in

General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

46. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Institute, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

47. The Board shall have power to make Regulations and Bye Laws (not inconsistent with any of the provisions of these Articles or with the provisions of any Statutes for the time being in force) to govern the use of the premises of the Institute and of its research, library and other facilities.

PRESIDENT.

48. The President shall be charged with the duty of ensuring that the funds of the Institute are utilized as far as may be possible for the carrying out of the purposes and functions for which the Institute was formed or of such of those purposes and functions as shall in his opinion be practical and desirable. The President may at any time pursuant to his duties hereunder convene a General Meeting of the Institute.

49. The President shall be elected for a term of two years expiring at the second Annual General Meeting following his appointment and shall retire at such Meeting. On his retirement as aforesaid the President shall be eligible for re-election for one further term of two years and no more.

SECRETARY AND FINANCE OFFICER.

50. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

51. The Board may appoint a Finance Officer but the Secretary may also be the Finance Officer.

THE SEAL.

52. The seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Board,

and in the presence of at least two members of the Board and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Institute such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD.

53. The office of a member of the Board shall be vacated -

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Institute.
- (D) If by notice in writing to the Institute he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act or Article 59 hereof.
- (G) If he shall fail to attend one half in number of the meetings of the Board of Governors held in any period commencing on the date of one Annual General Meeting and expiring at the date of the next Annual General Meeting of the Institute, unless the Board for good reason excuse his absence.

ROTATION OF MEMBERS OF THE BOARD.

54. At the first Annual General Meeting all the Officers and Members of the Board shall retire and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Board for the time being, (other than the President but including the Chairman and Vice-Chairman) or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

55. The members of the Board to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board shall be eligible for re-election.

56. The institute may, at the meeting at which a member of the Board retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring

member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost. In the event of the President, Chairman or Vice-Chairman retiring as aforesaid the notice convening the meeting at which such Officer is to retire shall indicate that such office is being vacated and is to be filled up.

57. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

58. The Institute may from time to time in General Meeting increase or reduce the number of members of the Board, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

59. In addition and without prejudice to the provisions of section 184 of the Act, the Institute may by Extraordinary Resolution remove any member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD.

60. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes, one of whom shall be a person primarily engaged in the Engineering Industry. In case of an equality of votes the Chairman shall have a second or casting vote. The number of votes cast by Members of the Board who are persons primarily engaged in the Engineering Industry at any Meeting shall not exceed the number of votes cast by all other members of the Board present at such Meeting and the casting vote of the Chairman if exercised.

61. If a Member of the Board has an interest in any matter or thing under discussion at any meeting whether personally or as a Member or Director of any company which is concerned in the matter or thing then such Member of the Board shall not be counted in the quorum present at the meeting where the same be considered and he shall not vote in respect thereof.

62. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.

63. The Chairman or in his absence the Vice-Chairman shall be entitled to preside at all meetings of the Board at which they shall be present, but if at any meeting neither the Chairman nor the Vice-Chairman be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.

64. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institute for the time being vested in the Board generally.

65. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

66. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

67. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Institute and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or

by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

68. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS.

69. The Board shall cause proper books of account to be kept with respect to -

- (A) all sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Institute; and
- (C) the assets and liabilities of the Institute.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Institute and to explain its transactions.

70. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

71. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Institute except as conferred by statute or authorised by the Board or by the Institute in General Meeting.

72. At the Annual General Meeting in every year the Board shall lay before the Institute a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Institute) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of

which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. 'The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

AUDIT.

73. Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

74. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Board being treated as the Directors mentioned in those sections.

NOTICES.

75. A notice may be served by the Institute upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

76. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Institute an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Institute.

77. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION.

78. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John Roger Jordan Beddard Lucas, Tisbury, Bradford-on-Avon, Wilts.
Medical Practitioner.

Kenneth Long Williams 5, St. Barth's Surgeon.

George Owersley 6 Circus Bath. Physician

George Stuart Keyser
Walter Constand Lucip Heflin
Chartered Engineer. Kent.

Rebecca Graham Hartman, "Spingewood" Midford Lane,

Tisbury, Wilts. - Bath. Pumping Director.

Kenneth Seely - Hartman Park - Corsham - Wilts. Company Director.

Stanley Douglas Victor Weller 5 Mount Beacon Bath. Paediatrician

Dated this 17th day of May 1968

Witness to the above Signatures :-

Henry Cornall
Solicitor
Bristol.



CERTIFICATE OF INCORPORATION

No. 933932

I hereby certify that

BATH INSTITUTE OF MEDICAL ENGINEERING LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at London the **18TH JUNE, 1968.**

A handwritten signature in cursive script, appearing to read 'R. Knight'.

Assistant Registrar of Companies

BATH INSTITUTE OF MEDICAL ENGINEERING LIMITED

A Registered Charity and a Company limited by guarantee.

President: Sir Barnes Wallis, C.B.E., F.R.S.

B. I.
M. E.

CHAIRMAN
J.G. Horstmann, C.Eng.

EXECUTIVE DIRECTOR
A.R.C. Rowe, D.S.C.

St. MARTIN'S HOSPITAL
BATH — ENGLAND

Telephone - Combe Down 2383

5th March, 1969.

Bath Institute of Medical Engineering LIMITED

Special Resolution

An Extraordinary General Meeting of Bath Institute of Medical Engineering Limited was held at the Royal National Hospital for Rheumatic Diseases, Bath, at 8.00pm on Tuesday, 4th February, 1969.

The following resolution was passed:

Special

Resolution: Proposed by Mr. Lloyd Williams, seconded by Mr. Kelly and unanimously resolved:

"that the Articles of Association of the Institute be altered as follows:

(a) That the following Article be substituted for Article 12:

The Subscription for Fellows and Members of the Institute may be varied from time to time by the Board of Governors and shall be announced at the Annual General Meeting of the Institute in each year. The first subscription of any Fellow or Member shall be payable immediately upon election and thereafter on the anniversary date of his election. If a subscription be not paid within six months of becoming due the Board of Governors may resolve that the Fellow/Member so defaulting shall no longer be a Fellow/Member of the Institute.

(b) That Article 13 be deleted."

S. R. m
Secretary

Bath Institute of Medical Engineering
St. Martin's Hospital,
Bath, Somerset.



This Institute is governed jointly by representatives from the medical profession, Bath University and Industry.

COPY

(1)

Special

Resolution

(pursuant to Section 141 (2) of the Companies Act 1948) (2)

OF

Bath Institute of Medical Engineering LIMITED

Passed the 16th day of September 1970 .

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at

Bath, Somerset.

On the 16th day of September 1970 , the following

1) Special Resolutions was duly passed:—

3)

Special Resolution 1

That with effect from 15th February 1971 the subscription rates defined in Article 11 of the Memorandum & Articles be amended to read as follows:

Members	£10.50 per annum
Fellows	£26.25 per annum

Special Resolution 2

That the last line of Article 49 of the Memorandum & Articles be deleted.

G. R. MERRILL
G. R. MERRILL
SECRETARY

) Insert "Special" or "Extraordinary" as the case may be.

) Where this Form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Resolution was passed.

) This copy Resolution should be signed by the Chairman of the Meeting or a Director or the Secretary of the Company.

The copy Resolution must then be filed with the Registrar of Companies within 15 DAYS after the date on which it is passed.

JORDAN & SONS, LTD.
The Company Registration Agents
100, Fleet Street, London, E.C.4
Telephone: 01-405 0021 Telex No. 281010

Number of Company: 933932 / 12

THE COMPANIES ACTS, 1948 to 1967.



COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Memorandum
and
Articles of Association
of
BATH INSTITUTE OF MEDICAL
ENGINEERING LIMITED.

Incorporated the 18th day of June, 1968

Solicitors:
Veale, Benson & Co.,
Bristol.

JORDAN & SONS, LIMITED
Company Registration Agents, Seal Engravers, Printers and Publishers
7-9 Fetter Lane, London, E.C.4



THE COMPANIES ACTS, 1948 to 1967.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.

MEMORANDUM OF ASSOCIATION
OF

BATH INSTITUTE OF MEDICAL
ENGINEERING LIMITED.

Medical Engineering

1. The name of the Company (hereinafter called "the Institute") is "BATH INSTITUTE OF MEDICAL ENGINEERING LIMITED".

2. The registered office of the Institute will be situate in England.

3. The primary object for which the Institute is established is the advancement of medical education and of engineering research for medical purposes and the dissemination of the knowledge thereby acquired, and as ancillary thereto and for the furtherance of the said primary object (but not further or otherwise):-

- (A) (i) To assist, promote, develop and carry on the investigation of and research into Medical Engineering, to provide a forum in which differing medical and engineering disciplines may communicate one with another, to apply technical advances in engineering, electronics, mathematics, kindred sciences and other processes to medicine, to establish laboratory and research facilities, research foundations and scholarships, lectureships and readerships, to promote and organise medical and engineering studies, lectures and conferences, to act as a link between and co-operate with similar organisations, commercial businesses, medical and other schools and universities with a view to further education and science and for the benefit of the public good.
- (ii) To assist, promote, develop and carry on the investigation of and research into medical or engineering or other fields whether together and in combination or severally, for the benefit of the public good.
- (iii) To act as experimental and consultant engineers and inventors, manufacturers for experimental purposes and users of instruments, implements, equipment, contrivances and machinery of all kinds and descriptions in connection with and for the purpose of the above objects.

- (B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institute.
- (C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as are expedient with a view to the promotion of its objects.
- (D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Institute and which is directly or indirectly ancillary to its objects.
- (E) To borrow or raise money for the purposes of the Institute on such terms and on such security as may be necessary.
- (F) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (G) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Institute or calculated to further its objects.
- (H) To do all such other things as are incidental or necessary to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Institute shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Institute would make it a Trade Union.
- (iii) In case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the

Board of Governors or Governing Body of the Institute shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Governors or Governing Body have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Board of Governors or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Institute were not incorporated.

4. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association, and 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 Institute.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institute, or to any member of the Institute, in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 2 per cent. per annum over the Bank Rate for the time being on money lent or reasonable and proper rent for premises demised or let by any member to the Institute; but so that no member of the Board of Governors or Governing Body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Board or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Governors or Governing Body may be a member, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment. Provided also that nothing herein shall prevent any company of which a member of the Board of Governors or Governing Body is a member from exercising any process and making, using, acquiring and vending any articles and things in the ordinary course of its business for profit or otherwise under any licence or permission granted by the Institute upon commercial terms in respect of any discovery, invention or patent resulting from the work of the Institute but in any such case such member of the Board of Governors or Governing Body shall not be counted in the quorum present at the meeting of the Board considering the grant of any such licence or permission nor shall he vote in respect thereof.

5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Board of Trade to the Institute in pursuance of section 19 (1) of the Companies Act, 1948, is subject.

7. The liability of the members is limited.

8. Every member of the Institute undertakes to contribute to the assets of the Institute, 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 debts and liabilities of the Institute contracted before he ceases to be a member, and of the 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 £10.

9. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.

ARTICLES OF ASSOCIATION

OF

BATH INSTITUTE OF MEDICAL
ENGINEERING LIMITED.

(As altered by Special Resolution passed on the 4th day
of February, 1969)

GENERAL.

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

<u>WORDS</u>	<u>MEANINGS</u>
The Act	The Companies Act, 1948.
These presents	These Articles of Association, and the regulations of the Institute from time to time in force.
The Institute	The above-named Company.
The Board	The Board of Governors for the time being of the Institute.
The Office	The registered office of the Institute.
The Seal	The common seal of the Institute.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

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

2. The maximum number of members with which the Institute proposes to be registered is two hundred and fifty, but the Board may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Institute, and every member of the Institute shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Institute is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Institute.

MEMBERS.

6. The subscribers to the Memorandum of Association shall be the first members of the Institute.

7. Every member shall be either: -

- (i) A qualified medical practitioner recognised by the General Medical Council of Great Britain and Northern Ireland, or
- (ii) A person being engaged in a recognised medical auxiliary service, or
- (iii) A person engaged in industry or commerce holding a recognised technical qualification, or
- (iv) Any other person who is in the opinion of the Board of Governors a person of outstanding merit or accomplishment.

8. Application for membership shall be in such form as the Board of Governors shall require and members shall be elected by the Board of Governors.

FELLOWS.

9. The Board of Governors may award a fellowship to any member (hereinafter referred to as "a Fellow") in recognition of services rendered to the Institute. Fellows shall be entitled to use such facilities of the Institute in addition to those available to members as the Board of Governors shall determine and may attend and vote or vote by proxy on the election of new Fellows at meetings of the Board of Governors but shall not otherwise be entitled to vote at any meeting of the Board of Governors.

TITLE OF MEMBERS AND FELLOWS.

10. A Member may describe himself as a Member of, and a Fellow may describe himself as a Fellow of the Institute and shall respectively be entitled to use the abbreviations "M.B.I.M.E." and "F.B.I.M.E.".

SUBSCRIPTIONS.

11. The first subscription shall be as follows:-

Members	£10 50p per annum
Fellows	£26 50p per annum.

The Board of Governors may resolve that any person of outstanding merit or accomplishment elected a member by virtue of paragraph (iv) of Article 7 shall be an honorary member and shall not be required to pay a subscription.

12. The subscription for Fellows and Members of the Institute may be varied from time to time by the Board of Governors and shall be announced at the Annual General Meeting of the Institute in each year. The first subscription of any Fellow or Member shall be payable immediately upon election and thereafter on the anniversary date of his election. If a subscription be not paid within six months of becoming due the Board of Governors may resolve that the Fellow/Member so defaulting shall no longer be a Fellow/Member of the Institute.

13. * * * * *

RESIGNATIONS.

14. A Fellow/Member may resign from membership on giving notice in writing to the Board of Governors. If the notice shall be received after the date of the Annual General Meeting the Fellow/Member so resigning shall be liable to pay the subscription for the current year.

*Article 13 was deleted by Special Resolution passed the 4th day of February, 1969 and was not replaced.

RIGHTS OF MEMBERS AND FELLOWS.

15. All Fellows/Members shall be entitled to attend all meetings of the Institute and to use all facilities of the Institute open to members and to receive notices and other information circulated to members.

GENERAL MEETINGS.

16. The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Institute holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

17. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

18. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

19. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Institute; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

20. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

21. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the

exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of members and Officers of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

22. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

23. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

24. The President shall take the Chair at every Annual General Meeting but if there be no such President or if at any Meeting he shall not be present within fifteen minutes after the time appointed for the holding of the same or shall be unwilling to preside the Chairman shall preside. The Chairman of the Board shall preside as Chairman at every General Meeting (other than an Annual General Meeting when the President takes the Chair) but if there be no such Chairman or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same or he shall be unwilling to preside the Vice Chairman shall preside and if he shall not be present or shall be unwilling to preside the members present shall choose some Member of the Board or if no such Member is present or if all Members of the Board present decline to take the Chair they shall choose some Member of the Institute who shall be present to preside.

25. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

26. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present

in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

27. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

29. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

30. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

31. Subject as hereinafter provided, every member shall have one vote.

32. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

33. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

34. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

35. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation, as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

37. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"
"I,
"of
"a member of
"hereby appoint
"of
"and failing him,
"of
"to vote for me and on my behalf at the [Annual or
"Extraordinary, or Adjourned, as the case may be]
"General Meeting of the Institute to be held on the
" day of , and at every
"adjournment thereof.

"As witness my hand this day of 19 ."

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

BOARD OF GOVERNORS.

38. The affairs of the Institute shall be managed by a Board of Governors which shall consist of a President, Chairman, Vice Chairman (herein called "the officers") and not less than seven other Governors who shall all be Members or Fellows of the Institute.

39. The first members of the Board of Governors shall be subscribers to the Memorandum of Association who may appoint other persons to be members of the Board of Governors not exceeding

the prescribed maximum, to take office until the first annual general meeting. The first members of the Board of Governors shall also appoint a President, Chairman and Vice Chairman.

40. Until otherwise determined by a General Meeting the number of members of the Board of Governors shall not be less than ten nor more than twenty, of which not less than two but not more than four of the total number of the members of the Board of Governors shall be persons primarily engaged in the Engineering Industry.

41. In the event of a disagreement as to whether any Member of the Board or Governors is a person primarily engaged in the Engineering Industry the matter shall be referred to the President for the time being whose decision shall be final and conclusive.

42. No person shall be disqualified from being a member of the Board of Governors by reason of his having attained the age of seventy years or any other age and sub-sections (1) to (6) inclusive of Section 185 of the Act shall be excluded from applying to the Institute.

43. The Board may from time to time and at any time appoint any Member or Fellow of the Institute as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

44. No person who is not a Member or Fellow of the Institute shall in any circumstances be eligible to hold office as a member of the Board.

POWERS OF THE BOARD.

45. The Board may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Institute as they think fit, and may exercise all such powers of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by Statute or by these presents required to be exercised or done by the Institute in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Institute, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Institute in General Meeting, but no regulation made by the Institute in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

46. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in

case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Institute, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

47. The Board shall have power to make Regulations and Bye Laws (not inconsistent with any of the provisions of these Articles or with the provisions of any Statutes for the time being in force) to govern the use of the premises of the Institute and of its research, library and other facilities.

PRESIDENT.

48. The President shall be charged with the duty of ensuring that the funds of the Institute are utilized as far as may be possible for the carrying out of the purposes and functions for which the Institute was formed or of such of those purposes and functions as shall in his opinion be practical and desirable. The President may at any time pursuant to his duties hereunder convene a General Meeting of the Institute.

49. The President shall be elected for a term of two years expiring at the second Annual General Meeting following his appointment and shall retire at such Meeting. On his retirement as aforesaid the President shall be eligible for re-election.

SECRETARY AND FINANCE OFFICER.

50. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

51. The Board may appoint a Finance Officer but the Secretary may also be the Finance Officer.

THE SEAL.

52. The seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide

dealing with the Institute such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE
BOARD.

53. The office of a member of the Board shall be vacated -

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Institute.
- (D) If by notice in writing to the Institute he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act or Article 59 hereof.
- (G) If he shall fail to attend one half in number of the meetings of the Board of Governors held in any period commencing on the date of one Annual General Meeting and expiring at the date of the next Annual General Meeting of the Institute, unless the Board for good reason excuse his absence.

ROTATION OF MEMBERS OF THE BOARD.

54. At the first Annual General Meeting all the Officers and Members of the Board shall retire and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Board for the time being, (other than the President but including the Chairman and Vice-Chairman) or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

55. The members of the Board to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board shall be eligible for re-election.

56. The Institute may, at the meeting at which a member of the Board retires in manner aforesaid, fill up the vacated office by

electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost. In the event of the President, Chairman or Vice Chairman retiring as aforesaid the notice convening the meeting at which such Officer is to retire shall indicate that such office is being vacated and is to be filled up.

57. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

58. The Institute may from time to time in General Meeting increase or reduce the number of members of the Board, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

59. In addition and without prejudice to the provisions of section 184 of the Act, the Institute may by Extraordinary Resolution remove any member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD.

60. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes, one of whom shall be a person primarily engaged in the Engineering Industry. In case of an equality of votes the Chairman shall have a second or casting vote. The number of votes cast by Members of the Board who are persons primarily engaged in the Engineering Industry at any Meeting shall not exceed the number of votes cast by all other members

of the Board present at such Meeting and the casting vote of the Chairman if exercised.

61. If a Member of the Board has an interest in any matter or thing under discussion at any meeting whether personally or as a Member or Director of any company which is concerned in the matter or thing then such Member of the Board shall not be counted in the quorum present at the meeting where the same be considered and he shall not vote in respect thereof.

62. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.

63. The Chairman or in his absence the Vice-Chairman shall be entitled to preside at all meetings of the Board at which they shall be present, but if at any meeting neither the Chairman nor the Vice Chairman be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.

64. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institute for the time being vested in the Board generally.

65. The Board may delegate any of the powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

66. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

67. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Institute and of the Board and of committees of

the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

68. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS.

69. The Board shall cause proper books of account to be kept with respect to -

- (A) all sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Institute; and
- (C) the assets and liabilities of the Institute.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Institute and to explain its transactions.

70. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

71. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Institute except as conferred by Statute or authorised by the Board or by the Institute in General Meeting.

72. At the Annual General Meeting in every year the Board shall lay before the Institute a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Institute) made up to a date not more than four months before such meeting, together

with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

AUDIT.

73. Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

74. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Board being treated as the Directors mentioned in those sections.

NOTICES.

75. A notice may be served by the Institute upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

76. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Institute an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Institute.

77. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION.

78. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these Articles.

THE COMPANIES ACTS 1948 TO 1967

COPY

†
SPECIAL **Resolution**
(pursuant to Section 141 () of the Companies Act 1948) ‡
OF

BATH INSTITUTE OF MEDICAL ENGINEERING
LIMITED

Passed the 31st day of May, 1975 .

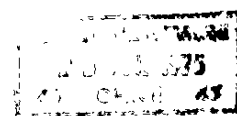
At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at

. Bath University,
. Claverton Down, Bath.

on the 31st day of May 1975 , the following
† Special Resolution was duly passed :—
*

That the Articles contained in the printed document produced to the Meeting, as amended, and signed by way of identification by the Chairman thereof, shall be adopted as the Articles of Association of the Institute, in substitution for the existing Articles.

.....
G.R. Merrell,
Secretary.



† Insert "Special" or "Extraordinary" as the case may be.

‡ Where this form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Resolution was passed.

* This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company. The copy Resolution must then be filed with the Registrar of Companies within 15 DAYS after the passing of the same.

Adopted to be a true copy of the Articles adopted at the Extraordinary General Meeting held on 31 May 1975

S. R. Mearns Secretary

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

NEW
Articles of Association
OF
BATH INSTITUTE OF MEDICAL ENGINEERING
LIMITED

(As adopted by Special Resolution passed on the
31st day of May 1975)

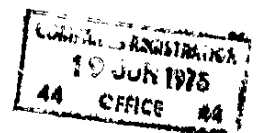
GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act, 1948.
These presents	These Articles of Association, and the regulations of the Institute from time to time in force
The Institute	The above-named Company
The University	The University of Bath
The Health Authorities	Two of the Regional Health Authorities which in the opinion of the Council are interested in the activities of the Institute.
The Council	The Council for the time being of the Institute.
The Office	The registered office of the Institute
The Seal	The common seal of the Institute.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and



Words importing persons shall include corporations.

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

2. The maximum number of members with which the Institute proposes to be registered is two hundred and fifty, but the Council may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Institute, and every member of the Institute shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Institute is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Institute.

MEMBERS

6. The subscribers to the Memorandum of Association shall be the first members of the Institute.

7. Every member shall be either:—

- (i) A qualified medical or dental practitioner recognised by the General Medical or Dental Council of Great Britain and Northern Ireland, or
- (ii) A person being engaged in a recognised medical auxiliary service, or
- (iii) A person engaged in industry or commerce holding a recognised technical qualification, or
- (iv) The University
- (v) A member of the University other than a student member
- (vi) The Health Authority
- (vii) Any other person who is in the opinion of the Council of Governors a person of outstanding merit or accomplishment
- (viii) Any group of persons engaged in the practice of medicine or in any medical ancillary service or in the engineering industry, such persons being known as 'Group Members'.

8. Application for membership shall be in such form as the Council shall require and members shall be elected by the Council.

FELLOWS

9. The Council may award a fellowship to any member (hereinafter referred to as 'a Fellow') in recognition of outstanding services rendered to medical engineering. Fellows shall be entitled to use such facilities of the Institute in addition to those available to members as the Council shall determine and may attend and vote or vote by proxy on the election of new Fellows at meetings of the Council but shall not otherwise be entitled to vote at any meeting of the Council. There shall be not more than 20 Fellows at any time.

TITLE OF MEMBERS AND FELLOWS

10. A Member may describe himself as a Member of, and a Fellow may describe himself as a Fellow of the Institute and shall respectively be entitled to use the abbreviations 'M.B.I.M.E.' and 'F.B.I.M.E.'

SUBSCRIPTIONS

11. At the date of the adoption of these Articles the subscription for Members (other than Group Members) shall be £10.50 per annum. The Council may resolve that any person of outstanding merit or accomplishment elected a member by virtue of paragraph (iv) of Article 7 shall be an honorary member and honorary members and Fellows shall not be required to pay a subscription.

12. The subscription for Members of the Institute (other than Group Members) may be varied from time to time by the Council and shall be announced at the Annual General Meeting of the Institute in each year. The Council shall determine the subscription payable from time to time by each group member. The first subscription of any Member shall be payable immediately upon election and thereafter on the anniversary date of his election. If a subscription be not paid within six months of becoming due the Council may resolve that the Member so defaulting after due notice in writing shall no longer be a Member of the Institute.

RESIGNATIONS

13. A Member may resign from membership on giving notice in writing to the Council. If the notice shall be received after the date of the Annual General Meeting the Member so resigning shall be liable to pay the subscription for the current year.

RIGHTS OF MEMBERS AND FELLOWS

14. All Fellows/Members shall be entitled to attend at all meetings of the Institute and to receive notices and other information circulated to members. The facilities of the Institute may only be open to the use of Fellows and Members in such manner as may from time to time be approved by the Council.

GENERAL MEETINGS

15. The Institute shall hold a General Meeting in every calendar

year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first, shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Institute holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

16. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

17. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by Section 132 of the Act.

18. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served) or deemed to be served and of the day for which it is given), specify the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Institute; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

19. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

20. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members and officers of the Council in the place of those retiring, (other than those appointed pursuant to Article 40) and the appointment of, and the fixing of the remuneration of, the Auditors. The election of officers (other than the President) and members of the Council to fill vacancies then existing may take place at the meeting at which the adoption of these presents is effected and for such purposes any member may be eligible for election if duly proposed and seconded without prior nomination.

21. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein provided a quorum shall consist of any number of members (being not less than five) present in person and must include the representative of the University itself.

22. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

23. The President shall take the Chair at every Annual General Meeting but if there be no such President or if at any Meeting he shall not be present within fifteen minutes after the time appointed for the holding of the same or shall be unwilling to preside the Chairman shall preside. The Chairman of the Council shall preside as Chairman at every General Meeting (other than an Annual General Meeting when the President takes the Chair) but if there be no such Chairman or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same or he shall be unwilling to preside the Vice Chairman shall preside and if he shall not be present or shall be unwilling to preside the members present shall choose some Member of the Council or if no such Member is present or if all Members of the Council present decline to take the Chair they shall choose some Member of the Institute who shall be present to preside.

24. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

25. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, or by the University and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institute shall be

conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

26. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

27. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

29. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

30. The following matters may only be resolved at any General Meeting of the Institute with the prior written consent or sanction of the University, namely:—

- (1) The appointment or removal of the Director of the Institute or a Member of the Council appointed by the University.
- (2) Any resolution for the alteration of these presents.
- (3) The sale or purchase or transfer or mortgaging or charging of any freehold or leasehold property of the Institute.
- (4) The amalgamation or merger of the Institute with any other company or concern or the sale or other disposition of all or a main part of the Institute's assets.
- (5) The increase or reduction of the maximum or minimum number of Council Members.

VOTES OF MEMBERS

31. Subject as hereinafter provided, every member shall have one vote.

32. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

33. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no

vote, but a proxy for a corporation or the University may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act, and the University may vote by its duly appointed representative or representatives. A proxy need not be a member.

34. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation or the University under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

35. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

37. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

"
"I, ,
"of ,
"a member of ,
"hereby appoint ,
"of ,
"and failing him, ,
"of ,
"to vote for me and on my behalf at the [Annual or
"Extraordinary, or Adjourned, as the case may be]
"General Meeting of the Institute to be held on the
" day of ,
"and at every adjournment thereof.
"As witness my hand this day of 19 "

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

THE COUNCIL

38. The affairs of the Institute shall be managed by the Council which shall consist of a President, Chairman, Vice Chairman (herein called 'the officers') and not less than seven other persons.

39. Until otherwise determined by a General Meeting the number of members of the Council shall not be less than ten nor more than twenty, of whom not more than nine shall be appointees of the University and of whom two at least shall be persons primarily engaged in the practice of medicine (and not at the time of appointment holding an appointment at the University) and one at least shall be a person primarily engaged in the Engineering Industry (and not at the time of appointment holding an appointment at the University).

40. (i) The University shall be entitled by notice in writing addressed to the Secretary of the Institute to appoint from time to time a member or members of the University to the Council to act as its representative or representatives and by notice aforesaid to remove the same and appoint another or others in his or their place.

(ii) Each of the Health Authorities shall be entitled by notice in writing addressed to the Secretary of the Institute to appoint from time to time an officer of the Health Authority to act as its representative and by notice aforesaid to remove the same and to appoint another in his place.

41. No person shall be disqualified from being a member of the Council by reason of his having attained the age of seventy years or any other age and sub-sections (1) to (6) inclusive of Section 185 of the Act shall be excluded from applying to the Institute.

42. Subject to Article 39 the Council may from time to time and at any time appoint any Member of the Institute as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

43. No person who is not a Member or Fellow of the Institute shall in any circumstances be eligible to hold office as a member of the Council other than persons appointed by the University or by the Health Authority.

POWERS OF THE COUNCIL

44. The Council may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Institute as they think fit, and may exercise all such powers of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by Statute or by these presents required to be exercised or done by the Institute in General Meeting, subject nevertheless to any regulations of these

presents, to the provisions of the statutes for the time being in force and affecting the Institute, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Institute in General Meeting, but no regulation made by the Institute in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

45. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Institute, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

46. The Council shall have power to make Regulations and Bye Laws (not inconsistent with any of the provisions of these Articles or with the provisions of any Statutes for the time being in force) to govern the use of the premises of the Institute and of its research, library and other facilities.

PRESIDENT OF THE INSTITUTE

47. The President shall be charged with the duty of ensuring that the funds of the Institute are utilized as far as may be possible for the carrying out of the purposes and functions for which the Institute was formed or of such of those purposes and functions as shall in his opinion be practical and desirable. The President may at any time pursuant to his duties hereunder convene a General Meeting of the Institute.

48. The President shall be elected for a term of two years expiring at the second Annual General Meeting following his appointment and shall retire at such Meeting. On his retirement as aforesaid the President shall be eligible for re-election.

DIRECTOR OF THE INSTITUTE

49. A. The University may from time to time appoint a person to the office of Director of the Institute ('the Director') after consultation with the Council.

B. The Director shall not be entitled to join the Council if the Institute shall at any time pay remuneration or emoluments (other than out of pocket expenses and disbursements) to the Director but the Director shall nevertheless be entitled to attend and speak at Council and General Meetings of the Institute.

C. The Council may entrust to and confer upon the Director the following powers without prejudice to the responsibilities and powers of the Council conferred by statute or hereunder:

- (1) The day to day running of the Institute.
- (2) The good order and conduct of the Institute's facilities.
- (3) The compilation and implementation of the research and development activities of the Institute after having consulted the Projects Committee hereinafter described.
- (4) The acquisition and invitation of funds for both the general running of the Institute and specific projects apt to be undertaken by the Institute.
- (5) The arrangement of lectures symposia and conferences and the liaison thereof of representatives from the scientific engineering and medical professions.
- (6) Liaison with the University.
- (7) The employment and dismissal of staff of the Institute.

SECRETARY AND FINANCE OFFICER

50. The Secretary shall be appointed by the University for such time, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

51. The University shall appoint a Finance Officer but the Secretary may also be the Finance Officer.

THE SEAL

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

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

53. The office of a member of the Council shall be vacated—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Institute except any Member appointed by the University or the Health Board.

- (D) If by notice in writing to the Institute he resigns his office.
- (E) If he ceases to hold office by reason of any order made under Section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act or Article 58 hereof.
- (G) If he shall fail to attend one half in number of the meetings of the Council held in any period commencing on the date of one Annual General Meeting and expiring at the date of the next Annual General Meeting of the Institute, unless the Council for good reason excuse his absence.

RETIREMENT OF OFFICERS AND MEMBERS OF THE COUNCIL

54. The Chairman, Vice Chairman and each member of the Council appointed by election pursuant to Article 20 shall hold office for three years and shall retire at the third Annual General Meeting following his appointment. Such member of the Council so retiring shall be eligible for re-election.

55. The Institute may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, in offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost. In the event of the President, Chairman or Vice Chairman or member of the Council retiring, the notice convening the meeting at which such Officer or Member is to retire shall indicate that such office is being vacated and is to be filled up.

56. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election or unless nominated by the University or the Health Authority be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

57. Subject to the provisions of these Articles the Institute may from time to time in General Meetings increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

58. Subject to the provisions of these Articles but in addition and without prejudice to the provisions of Section 184 of the Act and the powers of the University and the Health Authority hereunder the Institute may by Extraordinary Resolution remove any elected member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL.

59. (i) The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum of whom one must be a member appointed by the University. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. The number of votes cast by Members of the Council who are persons appointed by the University shall always be deemed to exceed by one of the number of votes cast by other members of the Council present at such meeting and the casting vote of the Chairman if exercised.

(ii) Land and buildings of the Institute and any interest therein shall not be disposed of or charged without the prior approval of the Council at which the University appointees shall only be entitled to cast such number of votes as equals the appointees actually present at such meeting and voting. Not less than Twenty-one days notice shall be given to every member of the Council in respect of any resolution to effect such disposal or charge.

60. If a member of the council has an interest in any matter or thing under discussion at any meeting whether personally or as a member or Director of any company which is concerned in the matter or thing then such Member of the Council shall declare such interest and shall not be counted in the quorum present at the meeting where the same be considered and he shall not vote in respect thereof.

61. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

62. The Chairman or in his absence the Vice Chairman shall be entitled to preside at all meetings of the Council at which they shall be present, but if at any meeting neither the Chairman nor the Vice Chairman be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

63. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by

or under the regulations of the Institute for the time being vested in the Council generally.

64. The Council may delegate any of the powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

65. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

66. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Institute and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

67. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

PROJECTS COMMITTEE

68. (i) There shall be established by the Council forthwith upon the adoption of these presents a committee of the Council under the provisions of Article 64 hereof known as the Projects Committee. The Director shall be a member of the Projects Committee.

(ii) The function of the Projects Committee shall be to discuss and advise on all aspects of the research and development programme of the Institute.

ACCOUNTS

69. The Council shall cause proper books of account to be kept with respect to—

- (A) all sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Institute; and
- (C) the assets and liabilities of the Institute.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Institute and to explain its transactions.

70. The books of account shall be kept at the office, or, subject to section 147(3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

71. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Institute except as conferred by Statute or authorised by the Council or by the Institute in General Meeting.

72. At the Annual General Meeting in every year the Council shall lay before the Institute a proper income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

AUDIT

73. Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

74. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

75. A notice may be served by the Institute upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

76. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Institute an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Institute.

77. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter.

DISSOLUTION

78. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these Articles.