

THE COMPANIES ACTS 1948 TO 1981

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block
lettering*Insert full
name of company

For official use

Company number

1917779/h

Name of company

DIABETES FOUNDATION

I, JOHN COLLINGWOOD MILLS
of 19-25 Cavendish Street Ramsgate Kent CT11 9AN*Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976do solemnly and sincerely declare that I am a Solicitor of the Supreme Court
engaged in the formation
of Diabetes Foundationand that all the requirements of the Companies Acts 1948 to 1981
in respect of the registration of the said company and of matters
precedent 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

44/46 Green Street Ramsgate Kent

Signature of Declarant

the 3rd day of March AprilOne thousand nine hundred and eighty five

before me

[Signature]
A Commissioner for Oaths or Notary Public or Justice of the Peace
or Solicitor having the powers conferred on a Commissioner for OathsPresentor's name, address and
reference (if any):

For official use

New companies section

Post room

1000 ✓
The Companies Acts 1948 to 1976

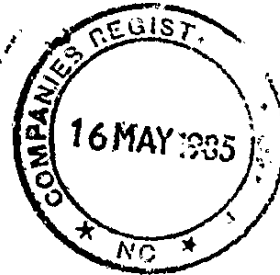
1917779 B

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

DIABETES FOUNDATION



1. The name of the Foundation hereinafter called 'the Foundation' is "DIABETES FOUNDATION".

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

3. The objects for which the Foundation is established are to support and advance research in the field of Diabetes and particularly Juvenile (insulin dependent) Diabetes in the United Kingdom and throughout the World and to provide material of an educational and informational nature to persons who are interested in and affected by Diabetes by means of consolidation of funds and centralised disbursement.

AND the Foundation shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (A) To purchase, take on lease or in exchange, hire or otherwise acquire real or person property and rights or privileges and to construct maintain and alter buildings or erections;
- (B) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Foundation;
- (C) To undertake and execute any charitable trusts which may lawfully be undertaken by the Foundation;
- (D) To borrow or raise money on such terms and on such security as may be thought fit;
- (E) To invest the monies of the Foundation not immediately required for its purposes only in or upon such investments, securities or property as may be thought fit by independent brokers/bankers subject nevertheless to such conditions (if any) and such

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consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

- (F) To ensure that excessive financial reserves are not accumulated;
- (G) To establish and support or aid in the establishment and support of any charitable associations or institutions, particularly the Association of Insulin Dependent Diabetics, and to subscribe or guarantee money for charitable purposes;
- (H) To do all such other things as shall further the said objects or any of them.

PROVIDED THAT:-

- (i) In case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts;
- (ii) The Foundation's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (iii) In case the Foundation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Foundation 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 Directors or Governing Body of the Foundation 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 Directors or Governing Body, have been if no incorporation had been effected and the incorporation of the Foundation shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Directors or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Foundation were not incorporated.

4. The income and property of the foundation shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid

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4. The income and property of the foundation shall be applied solely towards the promotion of its objects 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 members of the Foundation and no member of its Board of Directors or Governing Body shall be appointed to an office of the Foundation paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Foundation. No payment shall be made to any company in which a member of the Board of Directors has any direct or indirect interest whatsoever.

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Foundation:-

- (A) of reasonable and proper remuneration to any member, officer or servant of the Foundation (not being a member of its Board of Directors or Governing Body) for any service rendered to the Foundation;
- (B) of interest at the base lending rate for the time being prescribed by the bank appropriate for the Foundation on money lent or reasonable and proper rent for premises demised or let by any member of the Foundation or of its Board of Directors or Governing Body;
- (C) to any member of its Board of Directors or Governing Body of out-of-pocket expenses previously agreed by the Board of Directors;
- (D) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Directors or Governing Body may be a member holding not more than one hundredth part of the capital of that company.

5. The liability of the members is limited.

Every member of the Foundation undertakes to contribute to the assets of the Foundation, 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 Foundation 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 One pound (£1.00).

6. It is a policy of the Foundation:-

- (a) To provide equal employment to all employees and to all candidates and applicants for employment without regard to race, colour, creed, age, religion or sex;
- (h) To make no management charges by the Foundation on money raised for specific purposes.

7. If upon the winding up or dissolution of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Foundation, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Foundation, 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 Foundation under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Foundation 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 and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Bank Official	ARTHUR BENNETT, 177a Tennison Road, London, SE25 5NF.	<i>Bennett</i>	<i>[Signature]</i>
Housewife	ANN ERIC ^{ad.} BROOKS, 37 Salisbury Avenue, Boardstairs, Kent, CT10 2DU.	<i>Brooks</i>	<i>R.D. Plant</i>
Senior Lecturer	REGINALD WILLIAM BRAND, 12 Sandalwood Drive, St. Nicholas-at-Wade, Birchington, Kent, CT7 0PE.	<i>R. Brand</i>	<i>R.D. Plant</i>
Housewife	ELSIE MAY GWYNNE-HUGHES, Gate Lodge, Kettering Road, Moulton, Northampton, Northamptonshire, NN3 1TT.	<i>E. M. Gwynne-Hughes</i>	<i>[Signature]</i>
Commercial Assistant	PAMELA JEAN ALLEN, 78 Pullman Court, Streatham Hill, London, SW2 4ST.	<i>P. J. Allen</i>	<i>[Signature]</i>
Television Dealer	CLIVE ATKIN, 130 Low Lane, Middlesbrough, Cleveland, TS5 8EE.	<i>C. Atkin</i>	<i>[Signature]</i>
	ALLAN CHALMERS BARKER, 4b Ninewells Court, Menzieshill, Dundee, Scotland.		
	RICHARD DOWNING, Hope Cottage, Dodford Road, Bourne Heath, Bromsgrove, Birmingham.		
Professor of Human Metabolism	VICTOR WYNN, 21 Redington Road, Hampstead, London, NW3 7QY.	<i>Victor Wynn</i>	<i>[Signature]</i> 1-3 85

Dated this 2nd day of March, 1985.

Witness to the above Signatures of A.E. BROOKS and R.W. BRAND:-

R.D. Plant

REV. ROBERT DAVID PLANT,
4 Sandalwood Drive,
St. Nicholas-at-Wade,
Birchington,
Kent, CT7 0PE.

Teacher and Curate of St. Nicholas at Wade (NSM).

Witness to the above Signatures of A. BENNETT and P.J. ALLEN:-

J. Grant

JAMES GRANT,
14 Pullman Court,
Streatham Hill,
London, S.W.2.

Salesman.

Witness to the above Signatures of G.W. GWYNNE-HUGHES, C. ATKIN
and V. WYNN:-

B. Keates

BERYL ELIZABETH KEATES,
11 Albion Road,
Ramsgate,
Kent.

Teacher.

The Companies Acts 1948 to 1981
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

of

DIABETES FOUNDATION

INTERPRETATION

1. In these Articles:-

- (A) 'the Act' means the Companies Act 1948;
- (B) 'the Acts' means Companies Acts 1948 to 1981;
- (C) 'the Seal' means the Common Seal of the Foundation;
- (D) 'Secretary' means any person appointed to perform the duties of the Secretary of the Foundation;
- (E) 'the United Kingdom' means Great Britain and Northern Ireland.

Expressions referred to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Foundation.

MEMBERS

2. The number of members with which the Foundation proposes to be registered is 136 but the directors may from time to time register an increase of members.

Any person, family, firm or corporation may become a member of the Foundation upon payment of such dues and subject to such terms as shall be prescribed by the Board of Directors of the Foundation and shall be entitled to membership of any the Foundation fund-raising group.

3. The subscribers to the Memorandum of Association and such other persons as the directors shall admit to membership shall be members of the Foundation.

Subject to a right of appeal, the Board of Directors reserve the right to refuse membership of the Foundation to such persons whose conduct is deemed prejudicial to the welfare of the Foundation although no person shall be excluded from membership and participation therein because of race, colour, creed, sex, age, religion, nationality or physical handicap. Such discrimination of any kind is expressly prohibited.

Any member of the Foundation who, in the opinion of the Board of Directors, has violated the rules and regulations prescribed by the Board of Directors of the Foundation may be expelled from membership by the Board of Directors.

GENERAL MEETINGS

4. The Foundation shall in each year hold a general meeting as its Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Foundation and that of the next. Provided that, so long as the Foundation holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the directors may appoint.

5. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

6. The directors 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. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any directors or any two members of the Foundation may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least and a meeting of the Foundation other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by

the Foundation in general meeting to such persons as are, under the Articles of the Foundation, entitled to receive such notices from the Foundation.

PROVIDED THAT a meeting of the Foundation shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (A) In the case of a meeting called as the Annual General Meeting by all the members entitled to attend and vote thereat and
- (B) In the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

8. The accidental omission to give notice of a meeting to, or in the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an Extraordinary General Meeting, also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance-sheets and the reports of the directors and auditors, the election of directors in place of those retiring and the appointment of the auditors.

10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten members present in person shall be a quorum.

11. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of the 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 to such other day and at such other time and place as the directors may determine and if, at the adjourned meeting, a quorum is not present within half-an-hour from the time appointed for the meeting the members present shall be a quorum.

12. The Chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the Foundation, or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.

13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

14. 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. 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 on the declaration of the result of the show of hands) demanded:-

(A) By the chairman or

(B) By at least four members present in person or

(C) By any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Foundation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

16. Except as provided in Article 18, if a poll is duly demanded, it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second, or casting, vote.

18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time

as the chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

19. Subject to the provisions of the Act a resolution in writing, signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or, being corporations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Foundation duly convened and held.

VOTES OF MEMBERS

20. Every member shall have one vote.

21. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Foundation have been paid.

22. On a poll, votes may be given either personally or by proxy.

23. The instrument appointing a proxy shall be in writing under the hand of the appointor, or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Foundation.

24. The instruction appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Foundation or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the powers 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.

25. 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 such death insanity or revocation as aforesaid shall have been received by the Foundation at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

DIABETES FOUNDATION

I/WE,
of _____ in the County
of _____ being a member/members of the
above-named Foundation HEREBY APPOINT
of _____
as my/our proxy to vote for me/us on my/our behalf at
the Annual/Extraordinary General Meeting of the
Foundation to be held on the _____ day of _____ and
at any adjournment thereof.

Signed this _____ day of _____ 19 .

27. Where it is desired to afford members an opportunity of voting for or against a resolution, the instruction appointing a proxy shall be in the following form, or a form as near thereto as circumstances admit:-

DIABETES FOUNDATION

I/WE,
of _____ in the County
of _____ being a member/members of the
above-named Foundation HEREBY APPOINT
of _____
or, failing him,
of _____
as my/our proxy to vote for me/us on my/our behalf at the
Annual/Extraordinary General Meeting of the Foundation
to be held on the _____ day of _____ and at any
adjournment thereof.

Signed this _____ day of _____ 19 .

This form is to be used *in favour of/against the resolution. Unless otherwise instructed the proxy will vote as he thinks fit.

* strike out whichever is not desired.

28. The instrument appointing a proxy shall be deemed to confer authority to demand or jointly demand a poll.

29. A vote again 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 such death, insanity or revocation as aforesaid shall have been received by the Foundation at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS

30. Any corporation which is a member of the Foundation may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Foundation, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Foundation.

APPOINTMENT OF DIRECTORS

31. Unless and until otherwise decided the number of Directors of the Foundation shall not exceed twenty-four and the first Acting Directors shall include:-

Mr. Arthur Bennett of 177a Tennison Road,
London, SE25 5NF.

Mrs. Ann Erica Brooks of 37 Salisbury Avenue,
Broadstairs, Kent, CT10 2DU.

Mr. Reginald William Brand of 12 Sandalwood
Drive, St. Nicholas-at-Wade, Birchington,
Kent, CT7 0PE.

Mrs. Elsie May Gwynne-Hughes of Gate Lodge,
Kettering Road, Moulton, Northampton,
Northamptonshire.

Miss Pamela Jean Allen of 78 Pullman Court,
Streatham Hill, London, SW2 4ST.

Mr. Clive Atkin of 130 Low Lane, Middlesborough,
Cleveland, TS5 8EE.

Mr. Richard Downing of Hope Cottage, Dodford
Road, Bourne Heath, Bromsgrove, Birmingham.

Prof. Victor Wynn of 21 Redington Road,
Hampstead, London, NW3 7QY.

32. The directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Foundation or in connection with the business of the Foundation.

33. The Foundation may from time to time by special resolution increase the number of directors and in such event shall specify by whom such additional directors are to be appointed.

POWERS AND DUTIES OF DIRECTORS

34. The business of the Foundation shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Foundation and may exercise all such powers of the Foundation as are not, by the Act or by these Articles required to be exercised by the Foundation in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Foundation in general meeting; but no regulation made by the Foundation in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

35. All cheques, promissory notes, drafts bills of exchange and other negotiable instruments and all receipts for monies paid to the Foundation shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the directors shall from time to time by resolution determine.

36. The directors shall cause minutes to be made in books provided for the purpose:-

- (A) Of all appointments of officers made by the directors;
- (B) Of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (C) Of all resolutions and proceedings at all meetings of the Foundation and of the directors and of committees of directors;

and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

37. The office of a director shall be vacated if the director:-

- (A) Becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (B) Becomes prohibited from being a director by reason of any order made under Section 188 of the Act;
- (C) Becomes of unsound mind;
- (D) Resigns his office by notice in writing to the Foundation;
- (E) Ceases to be a director by virtue of Section 185 of the Act;

- (F) Is directly or indirectly interested in any contract with the Foundation and fails to declare the nature of his interest in manner required by Section 199 of the Act.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout and if he does so vote, his vote shall not be counted.

A Director may be removed, with or without cause, by vote of two-thirds of the members present in person, or by their proxy, at any annual meeting of the foundation or at any special meeting called for such purpose.

A Director may be removed for cause by vote of two-thirds of the remaining directors at any duly authorised directors' meeting. A director may be removed without cause by a vote of 75% of the remaining directors at any duly authorised directors' meeting.

ROTATION OF DIRECTORS

38. At the first Annual General Meeting of the Foundation all the directors shall retire from office and at the Annual General Meeting in every subsequent year one-third of the directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

39. The directors to retire in every year shall be those who have been longest in office since their last election but as between persons who become directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

40. A retiring director shall be eligible for re-election. Except that no director may serve more than three consecutive three year terms.

41. The Foundation at the meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring director 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 director shall have been put to the meeting and lost.

42. No person other than a director retiring at the meeting, unless recommended by the directors, shall be eligible for election to the office of director at any general meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Foundation notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, or his intention to propose such person and of his willingness to be elected.

43. The Foundation may from time to time by ordinary resolution increase or reduce the number of directors and may also determine

in what rotation the increased or reduced number is to go out of office.

44. The directors shall have power at any time and from time to time to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles. Any director so appointed shall hold office only until the next following Annual General Meeting and shall be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

45. The Foundation may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Foundation and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Foundation.

46. The Foundation may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding Article. Without prejudice to the powers of the directors under Article 38 the Foundation in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

PROCEEDINGS OF DIRECTORS

47. The directors may meet together for the despatch of business, adjourn or otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second, or casting, vote. A director may, and the Secretary, on the requisition of a director, shall, at any time, summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.

48. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and, unless so fixed, shall be four.

49. Notwithstanding Article 36, should the number of directors fall below four, the continuing directors may act until such time as replacement directors are appointed under the provisions of Article 29 above.

THE OFFICERS OF THE FOUNDATION

50. The principal officers of the Foundation shall be the Chairman, the Secretary and the Treasurer. All officers shall be elected by the Board of Directors of the Foundation by majority vote and must be members of that Board.

The term of all officers shall be one year and shall commence immediately following their election at the Annual General Meeting and shall expire twelve months thereafter.

51. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, confirm to any regulations that may be imposed on it by the directors.

All acts and proceedings of such committees must be reported back to the Directors as soon as possible.

52. A Committee may elect a chairman of its meetings, if no such chairman is elected or if, at any meeting, the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

53. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the chairman shall have a second, or casting, vote.

54. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director 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 and was qualified to be a director.

55. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

56. Upon an affirmative vote of a majority of the members of the Board of Directors of the Foundation present in person at any regular meeting of the Board of Directors of the Foundation or any special meeting of the Board of Directors of the Foundation called for such purpose, any officer may be removed with or without cause and a successor elected.

57. Vacancies in any office for any reason may be filled for the unexpired portion of the term by decision of a majority of the Board of Directors of the Foundation present in person at any of their meetings.

THE SEAL

58. The directors shall provide for the safe custody of the seal which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the directors for the purpose.

ACCOUNTS

59. The directors shall cause proper books of account to be kept with respect to:-

- (A) All sums of money received and expended by the Foundation and the matters in respect of which the receipt and expenditure takes place;
- (B) All sales and purchases of goods by the Foundation;
- (C) The assets and liabilities of the Foundation.

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 Foundation's affairs and to explain its transactions.

60. The books of account shall be kept at the registered office of the Foundation or, subject to Section 12 of The Companies Act 1976, at such other place or places as the directors think fit and shall always be open to the inspection of the directors.

61. The accounts and books of the Foundation shall be open to the inspection of members (not being directors) immediately prior to the Annual General Meeting and no member (not being a director) shall have any right of inspecting any account or book or document of the Foundation at any other time except as conferred by statute or authorised by the directors or by the Foundation in general meeting.

62. The directors shall from time to time, in accordance with Section 150 of The Companies Act 1976 and Section 157 of the Act (as amended), cause to be prepared and to be laid before the Foundation in general meeting such profit and loss accounts, balance-sheets, group accounts (if any) and reports as are referred to in those Sections.

63. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Foundation in general meeting, together with a copy of the auditor's report, shall, not less than twenty-one days before the date of the meeting, be sent to every member of the Foundation. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Foundation is not aware.

AUDIT

64. Auditors shall be appointed and their duties regulated in accordance with the Acts.

NOTICES

65. A notice may be given by the Foundation to any member either personally or by sending it by post to him or his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Foundation for the giving of notice to him. Where any notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and to have been effected, in the case of a notice of meeting, at the expiration of twenty-four hours after the letter containing the same is posted and in any other case, at the time which the letter would be delivered in the ordinary course of post.

66. Notice of every general meeting shall be given in any manner hereinby authorised to:-

- (A) Every member except those members who (having no registered address within the United Kingdom) have not supplied to the Foundation an address within the United Kingdom for the giving of notices to them;
- (B) Every person, being a legal personal representative or a trustee in bankruptcy of a member, where the member, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
- (C) The auditor for the time being of the Foundation.

No other person shall be entitled to receive notices of general meetings.

DISSOLUTION

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Bank Officer ARTHUR BENNETT,
177a Tennison Road,
London, SE25 5NF.

A Bennett

J. Gant

Housewife ANN ERICA BROOKS,
37 Salisbury Avenue,
Broadstairs, Kent, CT10 2DU.

A Brooks

R.D. Plant

Senior Lecturer REGINALD WILLIAM BRAND,
12 Sandalwood Drive,
St. Nicholas-at-Wade, Birchington, Kent, CT7 0PE.

R.W. Brand

R.D. Plant

Housewife ELSIE MAY GWYNNE-HUGHES,
Gate Lodge, Kettering Road,
Moulton, Northampton, Northamptonshire, NN3 1TT.

E.M. Gwynne-Hughes, D. R. Gant

Commercial Assistant PAMELA JEAN ALLEN,
78 Pullman Court,
Streatham Hill, London, SW2 4ST.

P.J. Allen

J. Gant

Television Designer CLIVE ATKIN,
130 Low Lane,
Middlesborough, Cleveland, TS5 8EE.

C. Atkin

J. Gant

~~ALLAN CHALMERS BARKER,
4b Ninewells Court,
Menziehill, Dundee, Scotland.~~

~~RICHARD DOWNING,
Hope Cottage, Dodford Road,
Bourne Heath, Bromsgrove, Birmingham.~~

Professor of Human Metabolism VICTOR WYNN,
21 Redington Road,
Hampstead, London, NW3 7QY.

Victor Wynn, J. Gant

Dated this 2nd day of March, 1985.

Witness to the above Signatures of A.E. BROOKS and R.W. BRAND:-

R.D. Plant
REV. ROBERT DAVID PLANT,
4 Sandalwood Drive,
St. Nicholas-at-Wade,
Birchington,
Kent, CT7 0PE.

Teacher and Curate of St. Nicholas at Wade (NSM).

Witness to the above Signatures of A. BENNETT and P.J. ALLEN:-

J. Grant
JAMES GRANT,
14 Pullman Court,
Streatham Hill,
London, S.W.2.

Salesman.

Witness to the above Signatures of G.W. GWYNNE-HUGHES, C. ATKIN
and V. WYNN:-

B. Keates
BERYL ELIZABETH KEATES,
11 Albion Road,
Ramsgate,
Kent.

Teacher.



THE COMPANIES ACTS 1948 TO 1981

Form No. 1

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding margin



To the Registrar of Companies

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of Company

1017779 / 4a

*delete if
inappropriate

DIABETES FOUNDATION

limited

The intended situation of the registered office of the company
on incorporation is as stated below

177a Tenuison Road London SE25 5NF.

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

x

Over Services Limited
Company Division
70/74 City Road
London, EC1Y 2DQ
Tel. 253-0414

Number of continuation sheets attached (see note 1)

3

Presentor's name and
reference (if any):

Address and

For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(e) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1985. Please read the notes on page 4 before completing this part of the form.

†Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	Richard Downing BSc.MB.ChB.F.R.C.S.	Business occupation	Lecturer in Surgery
Previous name(s) (note 3)		Nationality	British
Address (note 4)	Hope Cottage, Dodford Road, Bourne Heath, Bromsgrove, Birmingham.	Date of birth (where applicable) (note 6)	
Other directorships†	None		
I hereby consent to act as director of the company named on page 1			
Signature	Date 1-3-85		

Name (note 3)	Mrs. Elsie May Gwynne-Hughes	Business occupation	Housewife
Previous name(s) (note 3)		Nationality	British
Address (note 4)	Gate Lodge, Kettering Road, Moulton Northants.	Date of birth (where applicable) (note 6)	
Other directorships†	Autobrake Service Limited, 7/9 Burns Street Northants.		
I hereby consent to act as director of the company named on page 1			
Signature	Date 2-3-85		

Name (note 3)	Victor Wynn MD MB FRCP FRCPATH	Business occupation	Professor of Human Metabolism
Previous name(s) (note 3)		Nationality	Australian
Address (note 4)	21 Reddington Road Hampstead London NW3 7QY	Date of birth (where applicable) (note 6)	
Other directorships†	None		
I hereby consent to act as director of the company named on page 1			
Signature	Date 1-3-85		

Please do not
write in this
winding margin

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	Mrs. Ann Erica Brooks
Previous name(s) (note 3)	
Address (notes 4 & 7)	37 Salisbury Avenue Broadstairs Kent
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>AE Brooks</i> Date 17 th February 1985

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

delete as
appropriate

Signature *AE Brooks*
W Brand
W Brand [Subscriber] [Agent] Date 17th March 1985

Signature *P. J. Allen*
E. Gwynne-Hughes
K. Allen [Subscriber] [Agent] Date 19th March 1985

Signed twice in error
wt. *EW*

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No. 1
to Form No. 1

For official use

1917779

Please complete
legibly, preferably
in black type, or
bold black lettering

Name of company

DIABETES FOUNDATION

limited

*delete if
inappropriate

Particulars of the first directors (continued) (note 2).

Name (note 3)	Reginald William Brand FSCA, ATII, FIAA	Business occupation	Senior Lecturer
Previous name(s) (note 3)		Nationality	British
Address (note 4)	12 Sandalwood Drive, St. Nicholas at Wade, Birchington, Kent CT7 OPE	Date of birth (where applicable) (note 6)	
Other directorships†	None		
I hereby consent to act as director of the company named on page 1			
Signature	<i>Reginald Brand</i>	Date	17 th February 1985

Enter particulars of
other directorships
held or previously
held (see note 5). If
this space is
insufficient continue
overleaf.

Name (note 3)	Mrs. Ann Erica Brooks	Business occupation	Housewife
Previous name(s) (note 3)		Nationality	British
Address (note 4)	37 Salisbury Avenue Broadstairs Kent CT10 2DU	Date of birth (where applicable) (note 6)	
Other directorships†	None		
I hereby consent to act as director of the company named on page 1			
Signature	<i>Ann Brooks</i>	Date	17 th February 1985

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and
secretary and intended situation
of registered office (continuation)

Continuation sheet No. 2
to Form No. 1

For official use

1917779

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company-

DIABETES FOUNDATION

Limited*

*delete if
inappropriate

Particulars of the first directors (continued) (note 2).

Name (note 3)	Arthur Bennett	Business occupation	Bank Official
Previous name(s) (note 3)		Nationality	British
Address (note 4)	177A Tennison Road, London, SE 25 5NF	Date of birth (where applicable) (note 6)	
Other directorships†	None		
I hereby consent to act as director of the company named on page 1			
Signature	<i>A Bennett</i>	Date	28-2-85

Enter particulars of
other directorships
held or previously
held (see note 5). If
this space is
insufficient continue
overleaf.

Name (note 3)	Clive Atkin	Business occupation	Television Dealer
Previous name(s) (note 3)		Nationality	British
Address (note 4)	130 Low Lane, Middlesbrough, TS5 8EE	Date of birth (where applicable) (note 6)	
Other directorships†	None		
I hereby consent to act as director of the company named on page 1			
Signature	<i>C Atkin</i>	Date	1-3-85

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No. 3
to Form No. 1

For official use

1917779

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

DIABETES FOUNDATION

Limited*

*delete if
inappropriate

Particulars of the first directors (continued) (note 2).

Name (note 3)	Miss Pamela Jean Allen	Business occupation	Commercial Assistant
Previous name(s) (note 3)		Nationality	British
Address (note 4)	78 Pullman Court, Streatham Hill, London SW2 4ST	Date of birth (where applicable) (note 6)	
Other directorships†	None		
I hereby consent to act as director of the company named on page 1			
Signature	P. J. Allen	Date	28.2.85

Enter particulars of
other directorships
held or previously
held (see note 5). If
this space is
insufficient continue
overleaf.

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships†	
I hereby consent to act as director of the company named on page 1	
Signature	Date

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1917779

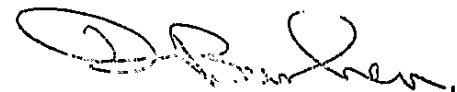
I hereby certify that

DIABETES FOUNDATION

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

30TH MAY 1985



D. C. M. JOTHER

an authorised officer



COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

22

Please complete legibly, preferably in block type, or bold block lettering

To the Registrar of Companies

For official use

Company number

1917779

1917779

Name of company

* DIABETES FOUNDATION LIMITED

Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month

3 0 0 6

† delete as appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~[is to be treated as having come to an end]~~ [will come to an end]† on

Day Month Year

3 0 0 6 1 9 8 7

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

Arthur Bennett

[Director][Secretary]† Date 21st. January, 1987.
and

Presenter's name address and reference (if any):

Arthur Bennett
177a, Tennison Road,
London, SE25 5NF.

For official Use
General Section

Post room

