

# COELIAC UK - Company Number 3068044

## Special Resolutions

passed at the Annual General Meeting of the Company  
held on 5<sup>th</sup> July 2008

1 To amend the Memorandum of Association to include:

- 9 Nothing in this Memorandum and Articles of Association shall authorize an application of the property of the Charity for purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005


2 To amend Article34(b) of the Articles of Association to read:

- (b) The Board shall seek to ensure that at any time there is amongst the Governors at least one who has suitable healthcare qualifications and specialist knowledge of the Coeliac Condition (such person being ineligible to receive any research grant) provided nonetheless that the institution of which he or she is an employee or consultant or agent may nonetheless receive a grant but only if the Governor concerned shall take no part in the consideration thereof or voting thereon.

and to amend Article39(a),(b),(c) and (d) of the Articles of Association to read:

Health Advisory Council

- 39 (a) The Charity shall have a Health Advisory Council ("HAC") whose function shall be to provide expert advice to the Board in respect of the granting of research grants and such other healthcare advice as the Board may request
- (b) Unless otherwise determined by Ordinary Resolution the maximum number of HAC Members shall be 12 and the minimum number shall be four
- (c) The Elected Governors shall by resolution appoint (and may remove) HAC members and on such terms as the Elected Governors shall think fit PROVIDED THAT the Elected Governors shall ensure that at least one HAC Member with suitable healthcare qualifications and specialist knowledge of the Coeliac Condition shall be on the Board at any time. Save for the circumstances outlined in Article 34(b) the HAC member so appointed will not be entitled to be a recipient of a research grant from the Charity
- (d) Subject to these Articles or any Board Resolution the HAC may regulate its proceedings as its members shall think fit

.....  .....

5<sup>th</sup> July 2008

Chair of the Annual General Meeting held on 5<sup>th</sup> July 2008

TUESDAY



A32 15/07/2008 271  
COMPANIES HOUSE