

THE COMPANIES ACT 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

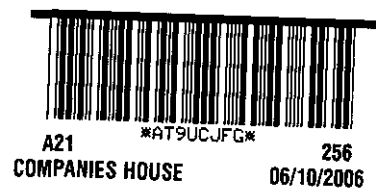
**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF THE
JENNER VACCINE FOUNDATION**

**Company No. 3079818
as a company exempt from the
requirement to use the word "Limited"**

Registered Charity No. 1051079

**HEMPSONS
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London WC2N 6NJ
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HEMPSONS SOLICITORS

THE COMPANIES ACTS 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION*
OF THE
JENNER VACCINE FOUNDATION

- 1 The Charity's name is The Jenner Vaccine Foundation (and in this document it is called "the Charity").
- 2 The Charity's registered office is to be situated in England.
- 3 The object ("the Objects") for which the Charity is established is the advancement of education and in particular education, research and training in the fields of immunology and infectious, malignant or other chronic diseases and related fields of medicine, science and technology for the discovery or creation of strategies for novel vaccines, for the public benefit by:
 - (1) the establishment of a research institute to undertake, on its own behalf and on behalf of others, medical and scientific research in the fields of immunology and infectious and malignant diseases or other chronic conditions that may lead to the development of new or novel vaccines;
 - (2) commissioning medical and scientific research in the fields of immunology and infectious and malignant diseases or other chronic conditions and related areas of science and technology; and

* As adopted by a Special Resolution passed on 1 November 2005

- (3) education and training in the fields of science and technology directly or indirectly related to the Objects.

4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers:-

- (a) to foster, commission and maintain scientific investigations and research and the interchange of ideas and information with respect to the best means and methods of exploiting new and promising areas of science and technology for the public benefit, and to exploit the results of such investigations and research in such manner as the Charity shall think fit, and to provide opportunities by all suitable means for the discussion, publication, examination and interchange of knowledge, ideas, techniques and experience on all matters of interest in relation to or connected with such exploitation;
- (b) to organise workshops, seminars, conferences and meetings, to award research grants, and by other similar means to advance the Objects for the public benefit;
- (c) to produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others producing, publishing or distributing material in any form or medium including books, pamphlets, reports, journals, films, tapes, video tapes or programmes that may be deemed desirable for the promotion of the Objects;
- (d) to watch and advise upon existing and prospective legislation affecting the Objects;
- (e) to subscribe to any society, institution, library, museum, laboratory or works, in furtherance of the Objects;
- (f) to apply for, purchase or otherwise acquire (or oppose the application by others for) any patents, copyrights, trade marks, design rights and other intellectual property rights or licences whether exclusive, non-exclusive or limited relating to any inventions, improvements, processes, materials or designs which flow from the research of the Charity, whether in the United Kingdom or any other part of the world and to use, exercise, develop or grant licences in respect of such property and rights;

- (g) to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money or property of any kind including contributions subject to special trusts or conditions: Provided that in relation to any contributions subject to any special trusts or conditions the Charity shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts;
- (h) to raise funds for the Charity by personal or written appeals (whether periodical or occasional), public meetings or otherwise as may from time to time be deemed expedient provided that in raising funds the Charity shall not undertake or carry out any trading activities unless authorised by this Memorandum of Association or by law to do so;
- (i) to carry out trade insofar as either (a) the trade is exercised in the course of carrying out the primary objects of the Charity or (b) the trade is temporary and ancillary to the carrying out of the Objects;
- (j) to employ, engage or retain the services of such persons as may be necessary or desirable for the obtainment of the Objects on such terms as may be thought fit and to make reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependents.
- (k) to enter into agreements with other parties regarding the administrative arrangements for the Charity and to ensure provision of essential services and facilities for its operation;
- (l) to buy, take on lease, hire, or otherwise acquire real or personal property and any rights or privileges necessary or convenient for the purposes of the Charity;
- (m) subject to such consents as may be required by law, to borrow and raise moneys required for the fulfilment of the Objects in such manner and on such security (if any) as the Charity may think fit;
- (n) to make grants and loans whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise and to guarantee money or to use the assets of the Charity as security for the

performance of contracts entered into by any person, association, Charity, local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the Objects;

- (o) to open and maintain bank accounts, and to draw, make, accept, endorse and discount cheques and other negotiable instruments;
- (p) to invest the Charity's moneys not immediately required for its purposes in or upon such investments, securities or property as the Charity may think fit, subject nevertheless to such conditions, if any and such consents (if any) as may from time to time be required or imposed by law;
- (q) to purchase, exchange and lease any freehold or leasehold property and any rights or privileges therein which the Charity may consider necessary for the attainment of its Objects and to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use;
- (r) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity;
- (s) to effect insurances over the Charity's property;
- (t) to establish or subscribe to the support of any charity in connection with the Objects;
- (u) to establish charitable trusts for any particular purposes of the Charity, to act as trustees of any special charitable trusts whether established by the Charity or otherwise and generally to undertake and execute any charitable trusts which may lawfully be undertaken by the Charity and may be conducive to its objects;
- (v) to subscribe to, affiliate, become a member of, or co-operate with any other charitable organisations, companies, institutions, societies, clubs or associations having objects similar to those of the Charity;
- (w) to amalgamate with or purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities or engagements as may lawfully be acquired or undertaken by the Charity of anyone or more of the charitable

organisations, companies, institutions, societies or bodies having objects, altogether or in part similar to those of the Charity and which (shall) prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of the Charity by this Memorandum;

- (x) to pay the expenses incidental to the promotion and incorporation of the Charity, and to pay for any services which may have been rendered prior to the formation of the Charity for any of the Objects;
- (y) to do all such other lawful things as may be incidental to or conducive to the attainment of the Objects.

5 (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:

- (a) of reasonable and proper remuneration for any services or goods supplied to the Charity by any member, officer or servant who is not a Trustee;
- (b) of interest on money lent by any member of the Charity or Trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Trustees or 3 per cent whichever is greater;
- (c) of fees, remuneration or other benefit in money or money's worth to any company limited by shares of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- (d) of reasonable and proper rent for premises demised or let by any member of the Charity or a Trustee;
- (e) to any Trustee of reasonable out-of-pocket expenses;

- (f) of research grants and other charitable benefits to members, or to employees or contractors of members (who may or may not be Trustees); participation by a Trustee in a research project grant-funded by the Charity shall not be regarded as a benefit for this purpose unless the Trustee's own stipend is charged to the Charity's grant;
 - (g) of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf.
- (2) The Charity and its Trustees may only (with the exception of Clause 5(1)(e)) rely upon the authority conferred by the proviso to Clause 5(1) if each of the following conditions is satisfied:
- (a) The remuneration or other sums paid to the Trustee do not exceed an amount that is reasonable in all the circumstances.
 - (b) The Trustee is absent from the part of any meeting at which there is discussion of:
 - (i) his or her remuneration, or any matter concerning the contract; or
 - (ii) his or her performance of the contract; or
 - (iii) any proposal to enter into any other contract or arrangement with him or her to confer any benefit upon him or her that would be permitted under Clause 5(1); or
 - (iv) any other matter relating to a payment or the conferring of any benefit permitted by Clause 5(1).
 - (c) The Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.

- (d) The other Trustees are satisfied that it is in the interests of the Charity to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
- (e) The reason for their decision is recorded by the Trustees in the minute book.
- (f) A majority of the Trustees then in office have received no such payments.

6 The liability of the members is limited.

7 Every Member (as defined in the Articles of Association) undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a Member or within one year afterwards, for payment of the Charity's debts and liabilities contracted before he or she 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.

8 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any money or property it shall not be paid to or distributed among the members of the Charity, but shall be transferred to some other charity or charities having objects similar to the objects of the Charity; and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by clause 5 above, chosen by the Members (as defined in the Articles of Association) at or before the time of dissolution.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

Signatures, Names and Addresses of Subscribers

THE COMMON SEAL of GLAXO RESEARCH AND DEVELOPMENT LIMITED

Glaxo House, Berkeley Avenue,
Greenford, Middlesex UB6 0NN
was hereunto affixed in the presence of:-

THE COMMON SEAL of THE MEDICAL RESEARCH COUNCIL

20 Park Crescent, London WIN 4AL
was hereunto affixed in the presence of:-

THE COMMON SEAL of

THE BIOTECHNOLOGY AND BIOLOGICAL SCIENCES RESEARCH COUNCIL

Polaris House, North Star Avenue.
Swindon SN2 1UH
was hereunto affixed in the presence of:-

THE COMMON SEAL of THE SECRETARY OF STATE FOR HEALTH

70 Whitehall London SW1A
was hereunto affixed in the presence of:-

THE COMPANIES ACTS 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION*
OF THE
JENNER VACCINE FOUNDATION

INTERPRETATION

1 In these Articles and the Memorandum:

“the Act”	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
“the Articles”	means these Articles of Association of the Charity;
“the Board”	means the board of directors of the Charity;
“the Chairman”	means the Chairman of the Board;
“the Charity”	means the above named company;
“clear days”	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

* As adopted by a Special Resolution passed on 1 November 2005

“executed”	includes any mode of execution;
IAH	means the Institute for Animal Health (registered charity number 228824);
Index	means the general index of retail prices in respect of all items as published in the monthly digest of the Statistics Office or if such index ceases to be published such other index as may be officially published in substitution thereof;
“Members”	means all the organisations admitted to membership of the Charity;
“the Memorandum”	means the Memorandum of Association of the Charity;
“month”	means a calendar month;
“Nominating Bodies”	means IAH and OU;
“Objects”	the objects of the Charity specified in Clause 3 of the Memorandum;
“Office”	means the registered office of the Charity;
“OU”	means The Chancellor, Masters and Scholars of The University of Oxford (an exempt charity);
“the seal”	means the common seal of the Charity if it has one;
“Secretary”	means the company secretary of the Charity or any other person appointed to perform the duties of the company secretary of the Charity; including a joint, assistant or deputy secretary;
“Trustee”	means a member of the Board;
“the United Kingdom”	means Great Britain and Northern Ireland; 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 and unless the context requires otherwise, words or expressions defined in the Act (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Charity) shall bear the same meaning in the Articles.

CHARITY TRUSTEES

- 2 The Trustees are directors of the Charity for the purposes of the Act and charity trustees within the meaning of Section 97(1) Charities Act 1993 (as modified or re-enacted from time to time) being the persons having the general control and management of the administration of the Charity.

MEMBERS OF THE CHARITY

- 3 The Members shall be the Nominating Bodies and such other persons as the Charity shall admit to membership as a Member from time to time in accordance with Article 29(1).
- 4 Every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Board may from time to time determine.
- 5 Membership shall not be transferable and a Member shall cease to be a Member:-
- (1) on dissolution;
 - (2) if by notice in writing to the Secretary the Member resigns. The Member is deemed to have resigned when the letter of resignation is received at the Office;

GENERAL MEETINGS

- 6 The first Annual General Meeting of the Charity shall be held at such time not being more than 18 months after the incorporation of the Charity and at such place as the Board may determine.
- 7 Subject to Article 6 the Charity shall in each year hold an 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 Charity and that of the next. Annual General Meetings shall be held at such times and places as the Board shall determine.

- 8 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Board may, and on the requisition of Members in accordance with the provisions of the Act shall, convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition.
- 9 If there are not within the United Kingdom sufficient Trustees to call a General Meeting, any Trustee or any Member may call a General Meeting.

NOTICE OF GENERAL MEETINGS

- 10 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed;
 - (1) in the case of an Annual General Meeting, by all the Members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at that meeting of all the Members.
- 11 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be given to all Members and Trustees, and to the Auditors.
- 12 The accidental omission to give notice of a meeting to, or 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

- 13 No business shall be transacted at any general meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a Member or a duly authorised representative of a Member shall constitute a quorum.

- 14 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a general meeting a quorum ceases to be present, the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine.
- 15 The Chairman or in his absence some other Trustee nominated by the Board shall preside as chairman of the general meeting, but if neither the Chairman nor such Trustee (if any) be present within fifteen minutes after the time appointed for holding the general meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman.
- 16 If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the general meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
- 17 A Trustee shall, notwithstanding that he is not a Member, be entitled to attend and speak (but not vote) at any General Meeting.
- 18 The Chairman of a general meeting may, with the consent of a 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 left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 19 A resolution put to the vote of a general meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (1) by the chairman of the meeting; or
 - (2) by a Member present in person or by a duly authorised representative.
- 20 Unless a poll is duly 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 minutes of the

meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 21 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 22 A poll shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 23 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman of the meeting directs. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 24 A resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at any General Meetings (or being corporations or unincorporated associations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Charity duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more Members.

VOTES OF MEMBERS

- 25 Every Member shall have one vote.
- 26 Each organisation which is a Member may by resolution of its Council or other governing body (or in the case of OU through its Vice-Chancellor or Registrar) authorise such individual as it thinks fit to act as its representative at any general meeting of the Charity, and the individual so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise. An instrument appointing such individual shall be in the following

form or as near to it as circumstances will admit, or in any other form which is usual or which the Board may approve.

JENNER VACCINE FOUNDATION

We [name of organisation] being a Member of the above-named Charity hereby appoint:-

[name and address of representative] or failing him/her,

[name and address of substitute] to vote on our behalf at:-

the [Annual/Extraordinary/Adjourned] General Meeting of the Charity to be held on the [] day of 200 and any adjournment thereof.

Signed [] this day of 200

- 27 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
- 28 A vote given or poll demanded by the duly authorised representative of a Member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

POWERS RESERVED TO THE MEMBERS

- 29** Subject to the provision of the Act, the following powers of the Charity shall only be exercisable by the Members and an exercise of any such power shall only be valid and effective if approved in writing by all the Members:

- (1) to admit any person as a Member;

- (2) to approve the Annual Accounts of the Charity;
- (3) to sell or dispose of the whole or substantial part of the undertaking or assets of the Charity;
- (4) to amalgamate or merge the Charity with any other person or persons;
- (5) to amend the Memorandum or Articles of Association of the Charity (subject to any approval required by law from the Charity Commission or its statutory successor);
- (6) to assign, create or permit to subsist, or redeem any mortgage, charge, lien (other than a lien arising by operation of law) or other security whatsoever upon the whole or any part of the Charity's undertaking, properties or assets (present and future);
- (7) to give any guarantee or indemnity or security of any indebtedness, liability or obligation of any person;
- (8) to enter into any transaction, dealing or contract which is unusual or onerous or is outside the ordinary course of the fundraising or grant-making activities of the Charity;
- (9) to enter into any capital commitment in excess of £100,000;
- (10) to commence any new type of business not being ancillary or incidental to the Charity's fundraising or grant-making activities or to cease any such activities (or any part thereof) or any such new type of activity;
- (11) to establish or acquire any subsidiary of the Charity;
- (12) to enter into any partnership or joint venture;
- (13) to lend any money (otherwise than by way of deposit with a bank or other institution whose normal business includes the acceptance of deposits or as an alternative to making a grant in furtherance of the Objects);
- (14) to borrow any money in excess of £100,000 or equivalent;
- (15) to resolve to wind up the Charity (whether voluntarily or compulsorily), to appoint a receiver over all or any part of the Charity's undertakings or assets or to enter into a composition with the Charity's creditors;

- (16) to institute legal proceedings, or to submit to arbitration any dispute or the settlement of any dispute, involving the Charity which is for an amount equal to or in excess of £100,000;
- (17) to employ any person with an aggregate annual remuneration exceeding £50,000 or to vary the remuneration or terms of employment of any such employee;
- (18) to appoint the Chairman of the Charity in accordance with Article 38 or (without prejudice to the provisions of Sections 303 and 304 of the Act) to remove the Chairman of the Charity or the Research Nominee before the expiration of his period of office;
- (19) to appoint the Director of the Charity or to remove the Director before the expiration of his period of office.

The monetary sums in this Article 29 shall be increased with effect from 1 November 2006 and each subsequent anniversary thereof by the percentage increase in the Index over the preceding twelve (12) months.

THE BOARD

30 The Board shall comprise:

- (1) three (3) Trustees appointed by OU in accordance with Article 35;
- (2) three (3) Trustees appointed by IAH in accordance with Article 36;
- (3) the Chairman;
- (4) one Trustee appointed by whichever of OU and IAH has the greater level of research activity in vaccinology (as determined in rules approved by all the Members from time to time) which appointment is in addition to those under paragraphs (1) and (2) above (“the Research Nominee”)

31 The Trustees shall be appointed as provided subsequently in the Articles.

32 The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board (or its committees or sub-committees) or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration (except to the extent permitted by Clause 5 of the Memorandum).

POWERS OF THE BOARD

- 33 Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Charity shall be managed by the Board who may exercise all the powers of the Charity and do on behalf of the Charity all such acts as may be exercised and done by the Charity and are not by statute or by the Memorandum or Articles required to be exercised by the Charity in General Meeting or by written approval of the Members. No alteration of the Memorandum or the Articles shall invalidate any prior act of the Board which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
- 34 The Board shall have power from time to time to make, repeal and alter such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Charity and the affairs thereof; as to the duties of any officers or servants of the Charity; as to the conduct of the business of the Charity by the Board or any committee or sub-committee and as to any of the matters or things within the power or under the control of the Board provided that the same shall not be inconsistent with the Articles.

APPOINTMENT OF TRUSTEES

- 35 OU shall be entitled at any time and from time to time to appoint three (3) Trustees and to remove and replace any Trustee so appointed **PROVIDED THAT** at any time one of the Trustees (an "Independent Trustee") so appointed shall not be an officer, member of the Council, employee or contractor of OU.
- 36 IAH shall be entitled at any time and from time to time to appoint three (3) Trustees and to remove and replace any Trustee so appointed **PROVIDED THAT** at any time one of the Trustees (an "Independent Trustee") so appointed shall not be an officer, member of the Council, employee or contractor of IAH.
- 37 A person shall not be eligible to be appointed the Chairman if he is an officer, director, trustee, member of the governing body, employee or contractor of a Member.

- 38 The Chairman shall be appointed jointly by OU and IAH.
- 39 Whichever of OU and IAH is so entitled for the time being under Article 30(4) shall be entitled to appoint the Research Nominee and to remove and replace the Trustee so appointed.
- 40 Every appointment or removal of a Trustee under Articles 35 to 39 shall be made by written notice signed by or on behalf of the Nominating Body or Bodies to the appointed Secretary at the Office.
- 41 In the event of removal of any Trustee by the Charity in General Meeting after notice given in pursuance of Section 303 of the Act the Nominating Body or Bodies which appointed the removed Trustee shall have a right of reappointment provided that in this case the person so removed shall not be reappointed without the consent of the Board.

TERM OF OFFICE OF TRUSTEES

- 42 Each of the Chairman and the Research Nominee shall hold office for a term of three (3) years from the date of his appointment at the end of which he shall retire but shall then be eligible for reappointment for one or more further terms of three (3) years.

TERM OF OFFICE OF THE DIRECTOR

- 43 The Director of the Charity shall be appointed by the Nominating Bodies for such period of office, and on such terms, as the Nominating Bodies may think fit.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 44 A Trustee shall cease to hold office if he:-
- (1) ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);

- (4) is absent without the permission of the Board from all their meetings held within a period of six months and the Board resolve that his office be vacated;
- (5) was appointed a Trustee pursuant to Articles 35 or 36 and the person who appointed him ceases to be a Member;
- (6) is the Chairman and becomes a director, officer, trustee, member of the governing body, employee or contractor of a Member.

PROCEEDINGS OF THE BOARD

- 45 Subject to the provisions of the Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Two Trustees may, and the Secretary at the request of two Trustees shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. If at any time it comes to the attention of the Secretary that all the Trustees appointed by a Nominating Body under Article 35 or 36 are officers, directors, trustees, members of the governing body, employees or contractors of that Nominating Body, the Secretary shall notify the Nominating Body of the defect and require compliance with the proviso to whichever of those two Articles is relevant. If the Nominating Body fails to comply within 30 days after receipt of the Secretary's notice, all the Trustees appointed by that Nominating Body under that Article shall be disqualified from being counted in the quorum for, or voting on any matter at, a meeting of the Board or a committee or voting by written resolution of Trustees until the Nominating Body has complied with the relevant proviso. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote on all matters.
- 46 The quorum for the transaction of the business of the Board shall be three Trustees of whom one shall be an appointee of OU under Article 35 and one shall be an appointee of IAH under Article 36.
- 47 The Board may act notwithstanding any vacancies but, if the number of Trustees qualified to be counted in a quorum is less than the number fixed as the quorum, the

continuing Trustees may act only for the purpose of notifying the relevant Nominating Bodies of the need to make appointments in order to make a quorum possible.

- 48 Unless he is unwilling to do so, the Chairman shall preside at every meeting of Board at which he is present. But if there is no Chairman, or if the Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
- 49 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Board or a committee the Trustee concerned must:
- (1) declare an interest at or before discussion begins on the matter;
 - (2) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - (3) not be counted in the quorum for that part of the meeting;
 - (4) withdraw during the vote and have no vote on the matter.
- 50 The Board may delegate any of its powers or the implementation of any of its resolutions to any committee and:-
- (1) the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
 - (2) the composition of any such committee shall be entirely in the discretion of the Board and may comprise such of their number (if any) as the resolution may specify;
 - (3) the deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board;
 - (4) all delegations under this Article shall be revocable at any time;
 - (5) the Board may make such regulations and impose such terms and conditions and give such mandates to any such committee as it may from time to time think fit;
 - (6) for the avoidance of doubt, the Board may delegate all financial matters to any committee and shall be empowered to resolve upon the operation of any bank

account according to such mandate as it shall think fit from time to time provided that the signature of at least one Trustee shall be required.

- 51 All acts done by a meeting of the Board, or a committee thereof shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or a member of the committee and had been entitled to vote.
- 52 A resolution in writing, signed by all the members for the time being of the Board or any committee thereof shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) such committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Trustees or members of a committee of the Board.
- 53 All or any Trustees or members of any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone, video conference link or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the chair of the meeting then is.

SECRETARY

- 54 Subject to the provisions of the Act and to clause 5 of the Memorandum the Board shall appoint or engage the Secretary and may appoint an assistant or deputy Secretary upon such terms as the Board determines and the Board may dismiss any secretary so appointed or engaged.

MINUTES

- 55 The Board shall keep minutes in books kept for the purpose of all proceedings at meetings of the Charity and of the Board and of committees and sub-committees of the Board including the names of those present at each such meeting.

56 The Board shall have the power to employ as a professional investment manager for the Charity any person who is entitled to carry on a regulated activity under the provisions of the Financial Services and Markets Act 2000 (or any statutory modification or re-enactment thereof) and to delegate to any such manager ("the Manager") the exercise of all or any of the power of investments on such terms and at such reasonable remuneration as the Board may see fit but always subject to the following:

- (1) delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Board;
- (2) the Board shall give directions to the Manager as to the manner in which he is to report to them all sales and purchases of investments made on their behalf;
- (3) the Board shall be entitled at any time and without notice to review, revoke or alter the delegation or the terms thereof;
- (4) the Board will be bound to review the arrangements for delegation at least once in every 24 months;
- (5) the Manager shall keep the Board informed on a regular basis of the performance of the investment portfolio managed by the Manager.

57 The Board may:

- (1) make such arrangements as they think fit for any investments of the Charity or income from those investments to be held by a corporate body (which is incorporated in England or Wales or which has established a branch or a place of business in England and Wales) as the nominee of the Charity; and
- (2) pay reasonable and proper remuneration to any corporate body acting as such a nominee in pursuance of this Article.

THE SEAL

58 The seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

THE COMMON SEAL of
THE BIOTECHNOLOGY AND BIOLOGICAL SCIENCES RESEARCH COUNCIL
Polaris House, North Star Avenue.
Swindon SN2 1UH
was hereunto affixed in the presence of:-

THE COMMON SEAL of THE SECRETARY OF STATE FOR HEALTH
70 Whitehall London SW1A
was hereunto affixed in the presence of:-

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