

Company number 10916817

PRIVATE COMPANY LIMITED BY GUARANTEE
WRITTEN RESOLUTION

of
MT INTERNATIONAL SYMPOSIUM LIMITED (the "Company")

CIRCULATION DATE: 6 November 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the Resolution below is passed as a special resolution.

SPECIAL RESOLUTION

THAT the draft Articles of Association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on hereby irrevocably agrees to the Resolution:

Signed on behalf of The
Migraine Trust:

Signature

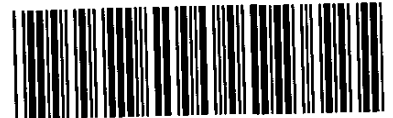
Date


.....
CHAIRMAN

6 NOVEMBER 2018
.....

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By Hand:** delivering the signed copy to Adam Speller, 4th Floor, Mitre House, 44-46 Fleet Street, London EC4Y 1BN
- Post:** returning the signed copy to Adam Speller, 4th Floor, Mitre House, 44-46 Fleet Street, London EC4Y 1BN



A23 *A7KYU0CX* #355
17/12/2018
COMPANIES HOUSE

If you do not agree to these Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. *Unless within 28 days of the Circulation Date sufficient agreement has been* received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

MT INTERNATIONAL SYMPOSIUM LIMITED

Adopted by special resolution on 6 November 2018

INTERPRETATION

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1.1 In these Articles:

"the Articles"	means these Articles of Association;
"Auditor"	means a person appointed to conduct an examination and verification of the Company's accounts and includes a reporting accountant appointed in accordance with the Statutes;
"the Board"	means the board of directors of the company;
"CA 2006"	means the Companies Act 2006;
"Chairman"	means the chairman of the Board appointed from time to time;
"the Charity"	means The Migraine Trust (charity number 1081300);
"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;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006);
"Directors"	means the Directors of the Board of the Company;
"electronic communication"	means the same as in the CA 2006;
"electronic form"	has the meaning in section 1168(3) of the CA 2006;

"executed"	includes any mode of execution;
"hard copy"	has the meaning in section 1168(2) of the CA 2006;
"Members and Membership"	refer to company membership of the Company;
"Model Articles"	means the model articles for private companies limited by guarantee contained in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 2009/3229) as amended prior to the date of adoption of these Articles;
"Month"	means a calendar month;
"Office"	means the registered office of the Company;
"Secretary"	means the Company Secretary of the Company or any other person appointed to perform the duties of the Company Secretary of the Company;
"Statutes"	means the Companies Acts and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Companies Acts;

1.2 Any reference to:

- 1.2.1** a statute or statutory provision includes a reference to the statute or statutory provision as modified or re-enacted or both from time to time, and to any subordinate legislation made under it;
- 1.2.2** the singular includes the plural and vice versa and the masculine includes the feminine and the neuter genders and vice versa; and
- 1.2.3** a *person* includes natural persons, firms, partnerships, companies, corporations, associations, organisations, governments, states, government or state agencies, local authorities, public bodies, foundations and trusts (in each case whether or not having separate legal personality);

- 1.3** Subject to the preceding provisions of this article and unless the context requires otherwise, words or expressions defined in the Statutes (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Company) shall bear the same meaning in the Articles.

APPLICATION OF MODEL ARTICLES

- 2** The Model Articles shall not apply to the Company and are hereby excluded in their entirety.

OBJECTS AND POWERS OF THE COMPANY

- 3** The Company's objects ("Objects") are:

- 3.1 to further the objects of the Charity; and
- 3.2 to carry on a general commercial business or any other activity with a view to generating a profit for the Charity.
- 4 The Company shall have the power to do all such lawful things which may further the Objects or may be incidental or conducive to their furtherance and, in particular:
 - 4.1 to borrow or raise and secure the payment of money for any purpose, including for the purposes of investment or raising funds;
 - 4.2 to make donations (whether by way of gift aid or otherwise) and provide other forms of support to the Charity; and
 - 4.3 to supply all such goods, services and facilities as the Directors may consider appropriate from time to time.

LIABILITY OF MEMBERS

- 5 The liability of the Members is limited to a sum not exceeding £10.

PROCEDURE FOR CHANGE OF NAME

- 6 The Company may change its name by a resolution of the Board.

MEMBERSHIP

- 7 The Company must maintain a register of Members.
- 8 The Members shall be the Charity and, subject to the prior consent of the Charity, any other individual or organisation interested in promoting the Objects who is approved by the Board.
- 9 *Membership shall not be transferrable.*
- 10 Membership is terminated if the Member concerned:
 - 10.1 gives written notice of resignation to the Company;
 - 10.2 dies or, in the case of an organisation, ceases to exist;
 - 10.3 is more than six months in arrears in paying the relevant subscriptions, if any;
 - 10.4 is removed from Membership by resolution of the Directors on the ground that in their opinion the Member's continued Membership is not in the best interests of the Company provided that:
 - 10.4.1 the Member has been given not less than 14 clear days' notice of the Board meeting of which the matter is to be considered; and
 - 10.4.2 has been afforded reasonable opportunity of being heard or of making a written representation to the Board prior to the Board voting on the resolution.

GENERAL MEETINGS

- 11 The Board may call general meetings.

- 12 No business other than the appointment of the chairman of the meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on.
- 13 Where the Company has only one Member for the time being, one qualifying person (as defined in section 318 CA 2006) present at the meeting shall constitute a quorum. In any other case the quorum shall be:
 - 13.1 the Charity, represented by an authorised representative; or
 - 13.2 if the Charity is not a Member, any two Members present in person, by proxy or by an authorised representative.
- 14 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the 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 chairman of the meeting may determine.
- 15 The Chairman, if any, of the Board or in his absence some other Director nominated by the Board shall preside as chairman of the meeting, but if neither the Chairman nor such Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman of the meeting and, if there is only one Director present and willing to act, he shall be chairman of the meeting.
- 16 The chairman of the 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 in any manner in which notice of a meeting may lawfully be given specifying the date, 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.
- 17 A resolution put to the vote of a 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 Statutes, a poll may be demanded:
 - 17.1 by the chairman of the meeting; or
 - 17.2 by at least two Members present in person or by proxy and having the right to vote at the meeting.
- 18 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.
- 19 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.

- 20** 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.
- 21** A poll demanded on the election of a chairman of the meeting 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.
- 22** In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a casting vote in addition to any other vote he may have. The motion shall be deemed not carried but without prejudice to the rights of any Members under these Articles or the Statutes to put the motion again at that or some future meeting.
- 23** At the absolute discretion of the Board and subject to notification being given to the Company, a person entitled to be present at a general meeting may participate by means of electronic communications whereby all persons participating in the meeting can understand and communicate with each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where it is convened to be held or where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is. The word "meeting" in these Articles shall be construed accordingly.

VOTES OF MEMBERS

- 24** Subject to Article 25, every Member shall have one vote.
- 25** No Member shall debate or vote (whether in person or by proxy) on any matter in which he is personally interested without the permission of the majority of the persons present and voting.
- 26** Any Member entitled to attend and vote at any meeting of the Company shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and to speak and to vote (by show of hands or poll) at a general meeting instead of him.
- 27** The appointment of a proxy and any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy shall be in such form as the Board may in their absolute discretion direct and shall:
- 27.1** in the case of an appointment in hard copy form, be delivered personally or by post to the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which it relates; or

- 27.2** in the case of an appointment in electronic form, be received at an address specified by or on behalf of the Company for the purpose of receiving documents or information in electronic form:
- 27.2.1** in, or by way of note to, the notice convening the meeting;
 - 27.2.2** in any form of proxy sent by or on behalf of the Company in relation to the meeting; or
 - 27.2.3** in any invitation in electronic form to appoint a proxy issued by or on behalf of the Company in relation to the meeting,
- not less than 48 hours before the time appointed for holding the meeting or adjourned meeting to which it relates; or
- 27.3** in the case of a poll which is taken more than 48 hours after it is demanded, be delivered or received as aforesaid not less than 24 hours before the time appointed for the taking of the poll; or
- 27.4** in the case of a poll which is not taken at the meeting at which it is demanded but is taken not more than 48 hours after it was demanded, be delivered in hard copy form to the Chairman or to the Secretary or to any Director at the meeting at which the poll was demanded,
- and in calculating the periods referred to in this Article 27, no account is to be taken of any part of a day which is not a working day.
- 28** In default of delivery or receipt in accordance with Article 27, the instrument of proxy shall be invalid and no instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
- 29** An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 30** 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.
- 31** A vote cast or a poll demanded by a proxy shall not be rendered invalid by reason of the death or mental disorder of the appointor or by the termination or revocation of the proxy or the authority under which the proxy was executed unless notice of such shall have been received by the Company not later than the latest time at which the proxy would need to have been delivered to or received by the Company in order to be valid for use whether to vote in person or on a poll at the meeting or adjourned meeting at which the proxy is used to which it relates. Such notice of termination shall be made either by means of an instrument in hard copy form, delivered to the Office or in electronic form received at the address (if any) specified by or on behalf of the Company in accordance with Article 27, regardless of whether any relevant proxy appointment was effected by means of an instrument in hard copy or electronic form.

WRITTEN RESOLUTIONS

- 32 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been circulated to every eligible Member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- 33 Neither a resolution removing a Director before the expiration of his period of office nor a resolution removing an auditor before the expiration of his term of office can be passed as a written resolution.

THE BOARD

- 34 The number of Directors shall be not less than three but shall not be subject to any maximum.
- 35 The first Directors shall be those persons named as the first Directors in the statement delivered to the Registrar of Companies pursuant to the Companies Acts, who shall be deemed to have been appointed under the Articles. Future Directors shall be appointed by the Charity by notice in writing to the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 36 A Director shall cease to hold office if:
- 36.1 he is prohibited by law from being a Director;
- 36.2 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 36.3 he resigns his office by notice to the Company (but only if a quorum of Directors will remain in office when the notice or resignation is to take effect); or
- 36.4 he is removed from office by the Charity by notice in writing to the Company.

PROCEEDINGS OF THE BOARD

- 37 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.
- 38 Questions arising at a 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.
- 39 The quorum for the transaction of the business of the Board shall be two Directors
- 40 The Board may act notwithstanding any vacancies but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.
- 41 The Board shall from time to time elect a chairman of their meetings and may at

any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Board at which he is present. If there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Director present may appoint one of their number to be chairman of the meeting.

- 42** Instead of taking a decision at a meeting of the Directors, a decision of the Directors can be taken when all eligible Directors indicate to each other by any means that they share a common view on a matter provided that the eligible Directors taking such a decision would have formed a quorum had a meeting of the Directors been held. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing (including email). Otherwise, such a decision must be recorded in writing and signed by the Chairman to confirm that agreement of all eligible Directors has been obtained. References in this Article to "eligible Directors" are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 43** Directors and members of any committee may participate in or hold a meeting of the Board or any committee (as the case may be) by means of telephone, televisual, electronic or virtual communications so that all persons participating in the meeting can be identified by the Chairman and can understand and communicate with each other simultaneously. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or a committee (as the case may be) duly convened and held with such persons physically present.

POWERS OF THE BOARD

- 44** The Directors shall have the following powers in the administration of the Company;
- 44.1** to appoint (and remove) any person (who may be a Director) to act as Secretary in accordance with the CA 2006;
- 44.2** to appoint a Chairman, Treasurer and other honorary officers from among their number;
- 44.3** to delegate any of their functions to committees consisting of two or more individuals appointed by them and all proceedings of committees must be reported promptly to the Directors;
- 44.4** to make standing orders consistent with these Articles and the Acts to govern proceedings at general meetings;
- 44.5** to make rules consistent with these Articles and the Acts to govern the administration of the Company, proceedings of the Board and proceedings of committees;
- 44.6** to establish procedures to assist the resolution of disputes or differences within the Company;
- 44.7** to exercise any powers of the Company which are not reserved to a general meeting.

REMUNERATION OF DIRECTORS

- 45** The Directors (other than Directors who are also trustees of the Charity) shall be entitled to such remuneration as the Company may by ordinary resolution determine.

DIRECTORS' EXPENSES

- 46** The Company may meet all reasonable expenses which the Directors properly incur in connection with:
- 46.1** the exercise of their functions; or
- 46.2** the performance of any duty which they owe to, or service which they perform for, the Company or any of its subsidiaries.

DIRECTORS' BENEFITS

- 47** Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the CA 2006 and provided he has declared the nature and extent of his interest in accordance with the requirements of the CA 2006, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- 47.1** shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any decision of the Directors made under Article 42, in respect of such existing or proposed transaction or arrangement in which he is interested;
- 47.2** shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him) derives from any such transaction or arrangement and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit;
- and a Director who is an officer, trustee or employee of the Charity shall not be considered to have a conflict of interest as a consequence and may attend, form part of the quorum and vote at any meeting of the Directors (or of a committee of the Directors) and participate in any decision of the Directors made pursuant to Article 42 which relates to any transaction or arrangement or proposed transaction or arrangement involving the Company and the Charity.
- 48** In accordance with the requirements set out in Articles 49 to 52.2 inclusive, the Directors may authorise any matter proposed to them by any Director which would, if not authorised, constitute a breach of the duty to avoid conflicts of interest under section 175 of the CA 2006 ("Conflict").
- 49** Any authorisation under Article 48 will be effective only if:
- 49.1** the matter in question shall have been proposed by the Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;

- 49.2 any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question and the *Director concerned shall be absent from that part of the meeting at which the matter is discussed;*
- 49.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted; and
- 49.4 the Directors, other than the Director concerned, consider that it is in the interests of the Company to authorise the Conflict.
- 50 Any authorisation of a Conflict under Article 48 may (whether at the time of giving the authorisation or subsequently):
 - 50.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
 - 50.2 be subject to such terms and for such duration, or impose such limits or conditions as the Directors may in their absolute discretion determine; and
 - 50.3 be terminated or varied by the Directors at any time. This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.
- 51 In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his involvement in the Conflict otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person the *Director is under no obligation to:*
 - 51.1 disclose such information to the Directors or to any Directors or other officer or employee of the Company; nor
 - 51.2 use or apply any such information in performing his duties as a Director, where to do so would amount to a breach of that confidence.
- 52 Where the Directors authorise a Conflict:
 - 52.1 the Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict; and
 - 52.2 the Director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the CA 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.

RECORDS AND ACCOUNTS

- 53 The Directors must comply with the requirements of the Statutes as to keeping financial records, the audit of accounts and the preparations and transmission to the Registrar of Companies of:
 - 53.1 annual returns,
 - 53.2 annual reports, and
 - 53.3 annual statements of account.
- 54 The Directors must keep proper records of:

- 54.1** all proceedings at general meetings,
 - 54.2** all proceedings at meetings of the Directors,
 - 54.3** all reports of committees, and
 - 54.4** all professional advice obtained.
- 55** Accounting records relating to the Company must be made available for inspection by any Director at any time during normal office hours and may be made available for inspection by Members who are not Directors if the Directors so decide.
- 56** A copy of the Company's latest available statement of account must be supplied on request to any Director or Member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Company's reasonable costs.

INDEMNITY

- 57** Subject to the provisions of the Acts every Director or other officer of the Company may be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
- 58** The Board shall have power to resolve to effect indemnity insurance for any relevant officer notwithstanding their interest in such policy.

NOTICES

- 59** Notices under the Articles may be sent by hand, by post or by suitable electronic means.
- 60** The only address at which a Member is entitled to receive notices sent by post is an address in the UK shown in the register of Members.
- 61** Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 61.1** 24 hours after being sent by electronic means or delivered by hand to the relevant address,
 - 61.2** two clear days after being sent by first class post to that address,
 - 61.3** three clear days after being sent by second class or overseas post to that address,
 - 61.4** on the date of the publication of a newspaper containing the notice,
 - 61.5** on being handed to the Member personally, or, if earlier,
 - 61.6** as soon as the Member acknowledges actual receipt.
- 62** A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

DISSOLUTION

- 63** Every Member promises, if the Company is dissolved while he, she or it remains a Member or within 12 months afterwards, to pay up to £10 towards the costs of dissolution and the liabilities incurred by the Company while he, she or it was a Member.
- 64** If the Company is dissolved, the assets (if any) remaining after provision has been made for all its liabilities shall be paid to the Charity.