

Company number 559784

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTIONS

of

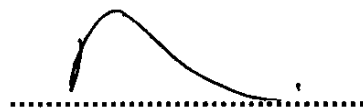
THE PIRBRIGHT INSTITUTE ("Company")

Passed on 21 November 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the resolution below was passed as special resolution on the date stated above.

SPECIAL RESOLUTION

THAT the draft articles of association in the form attached to these Resolutions be adopted as the new articles of association of the Company



Company Secretary

TUESDAY



A29

A2LXGVN5

26/11/2013

#23

COMPANIES HOUSE



Company Number: 559784

THE COMPANIES ACTS 1948 to 2006

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

**ARTICLES OF ASSOCIATION
OF
THE PIRBRIGHT INSTITUTE**

(ADOPTED BY SPECIAL RESOLUTION PASSED ON 21 November 2013)



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THE COMPANIES ACTS 1948 to 2006
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PRELIMINARY

These Articles alone shall constitute the regulations of the Charity to the exclusion of Table A set out in the Companies Act 1948 and any other articles or regulations prescribed by statute.

1. DEFINITIONS AND INTERPRETATION

1.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

"Act"	the Companies Act 2006 (as amended from time to time);
"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution;
"BBSRC"	means the Biotechnology and Biological Sciences Research Council (or other such body established as the successor thereto);
"Chairperson"	the person appointed to chair meetings of the directors from time to time in accordance with these Articles;
"Charity"	the company regulated by these Articles;
"clear days"	in relation to the period of a notice means that 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,
"Corporate Member"	any corporate body that is a member of the Charity admitted in accordance with these Articles and any successor of such body;
"Commission"	the Charity Commission for England and Wales;
"directors"	the directors for the time being of the Charity or (as the context shall require) any of them acting as the board of

directors of the Charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

"electronic form" "electronic means"	and have the meanings given to them in section 1168 of the Act;
"office"	the registered office of the Charity;
"United Kingdom"	Great Britain and Northern Ireland;
"writing" or "written"	printing, typewriting, lithography, photography and any other mode or modes of representing or reproducing words, symbols or other information in a legible and non-transitory form, including (subject to the provisions of the Act) in electronic form.

1.2 In these Articles any reference to "persons" includes natural persons, firms, partnerships, companies, corporations, limited liability partnerships, associations, organisations, governments, states, foundations and trusts (in each case whether or not having separate legal personality)

1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.

2. **OBJECTS OF THE CHARITY**

2.1 The Charity's objects ("**Objects**") are:

2.1.1 to conduct and promote scientific research on diseases of animals, including exotic diseases and to develop appropriate methods for their control, and on all matters concerned with animal health and ancillary thereto and to publish the results of such research; and

2.1.2 to prepare, edit, print, publish, issue, acquire and circulate any literary works or matters treating of or bearing on the said research work, establish and maintain collections of material, literature and scientific data relating thereto, disseminate information obtained therefrom, and contribute towards the provision of a library or libraries designed to assist such work.

2.2 The Charity's objects are specifically restricted to the Objects.

3. **POWERS**

In furtherance of the Objects but not otherwise the Charity shall have the following powers:

3.1 To buy and to sell and to manufacture for sale serums, vaccines and other drugs or products for research and for the general treatment and control of disease, to enter into contracts agreements or the grant of licences for the manufacture, production or distribution thereof, and to receive payment or royalties therefore,

provided that all or any of the profits accruing to the Charity under this Article shall be applied to the Objects specified in Article 2.1.1.

- 3.2 To purchase, feu, take on lease or in exchange, hire, or otherwise acquire any real or heritable personal or moveable property and also any land, buildings, workshops, or laboratories, wheresoever situate and any machinery, plant, apparatus, appliances and livestock, and any rights or privileges necessary for the purposes, of the Charity and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Charity and to manage, farm, develop, sell, feu, demise, let, hire, mortgage, dispose of, turn to account or otherwise deal with all or part of the same and conduct and carry on experiments, and to provide funds for such work and for payments to any person or persons engaged in research work, whether on such land or in such laboratories or elsewhere, and to promote the training of persons employed to be employed on such work.
- 3.3 To retain or employ qualified professional advisers in connection with the Objects and pay them such fees or remuneration as may be thought expedient; and employ and remunerate instructors and supervisors for the training of persons employed or to be employed on such work.
- 3.4 To encourage the discovery of, and investigate and make known the value and merits of inventions, improvements, processes, materials and designs which may seem capable of being used in connection with the Objects specified in Article 2.1.1; and to purchase, or otherwise acquire, any letters patent or licences whether exclusive, non exclusive, or limited, relating to such inventions, improvements, processes, materials and designs whether in the United Kingdom or any other part of the world, and to acquire and register any designs or standardisation matters with a view to the use thereof for the control of diseases of animals upon such terms as may seem expedient and to arrange for the development, perfecting and testing of the value of such inventions, improvements, processes, materials and designs.
- 3.5 To apply to Government Departments, local government authorities, and other public bodies, corporations, companies, trusts or persons for, and accept grants of money and of land, donations, gifts, subscriptions and other assistance with a view to promoting the objects of the Charity; and to discuss and negotiate with them schemes of research and other work and matters within the Objects, and to conform to any proper conditions upon which such grants and other payments may be made.
- 3.6 To assist in the charitable research work of, or collaborate with any persons, associations and institutions and other bodies, incorporated or not incorporated, engaged in scientific research.
- 3.7 To establish, equip, maintain, control and manage associate and subsidiary stations for the purpose of undertaking research similar to that being done at The Pirbright Institute in the United Kingdom or elsewhere, as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such stations, and where thought fit to dissolve or modify the same.
- 3.8 To undertake and execute any trusts, which may be necessary for any of the Objects.
- 3.9 To borrow or raise any money that may be required by the Charity upon such terms and upon such security as may be deemed advisable

- 3.10 To invest the monies of the Charity not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, but so that monies subject or representing property subject to the jurisdiction of the Commission shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- 3.11 To use the funds of the Charity in the employment of persons of learning or skill and the provisions and use of buildings and of instruments, materials, and appliances, and of any equipment of the Charity for any form of scientific studies which may be considered to have some bearing on the Objects of the Charity as defined in Article 2.1.1.
- 3.12 To grant pensions and retirement benefits to or for the employees or former employees of the Charity and to the widows, children and other dependents of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees of the Charity, their widows, children and other dependents.
- 3.13 To procure the Charity to be registered or recognised in any part of the Commonwealth or in any foreign country or place.
- 3.14 To do all such other lawful things as may be necessary or expedient for the attainment of any or all of the Objects.

Provided always that nothing contained in these Articles shall empower the Charity to carry on the business of life assurance, personal accident assurance, fire assurance or employers liability insurance or any business of insurance within the meaning of the Assurance Companies Act, 1909, or any Act extending, amending or re-enacting the same, or to re-insure any risks comprised in any such business aforesaid.

Provided also that the Objects shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers.

Provided also that in case the Charity shall take or hold any property subject to the jurisdiction of the Commission or the Chancellor of the Duchy of Lancaster or any authority exercising corresponding jurisdiction outside England and Wales, the Charity shall not sell, feu, 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 directors shall be chargeable for such property as 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 charity trustees have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division, the Commission or the Chancellor of the Duchy of Lancaster or any such other authority as aforesaid over the directors, but they shall, as regards any such property, be subject jointly and separately to such control or authority, as if the Charity were not incorporated. In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. MEMBERS

- 4.1 At the date of adoption of these Articles the members shall be as follows:

- 4.1.1 Quintin McKellar who is the Chairperson at the date of adoption of these Articles, and the Chairperson shall be an ex officio member of the Charity at all times;
 - 4.1.2 Alison Craig who is also a director of the Charity;
 - 4.1.3 Theo Kanellos who is also a director of the Charity;
 - 4.1.4 Professor Keith Gull; and
 - 4.1.5 BBSRC as a Corporate Member.
- 4.2 No other person shall be admitted to membership of the Charity unless that person applies for membership in the form prescribed by the existing members (or, where there are no existing members, by the directors) and, except in the case of the Chairperson) their application for membership is approved unanimously by the existing members (or, where there are no existing members, by the directors). In particular the members shall ensure that at least one individual member, from time to time, shall be a qualified scientist or a research or scientific institution with an international reputation in an area of science relevant to the Charity's science programme.
- 4.3 Membership shall not be transferable and shall cease on death.
- 4.4 Membership of the Charity shall terminate if the member:
- 4.4.1 is also a director and ceases to be a director in accordance with the provisions of Article 15;
 - 4.4.2 resigns by giving not less than seven clear days' notice to the Charity and such resignation has taken effect in accordance with its terms;
 - 4.4.3 being a Corporate Member:
 - 4.4.3.1 is, or is deemed for the purposes of any law to be, unable to pay its debts as they fall due (without such inability to pay its debts having to be proved to the satisfaction of the court); or
 - 4.4.3.2 any meeting of creditors (or any class or classes of creditors) of the member is called; or
 - 4.4.3.3 any step is taken in connection with any voluntary arrangement or any other compromise, assignment or any other arrangement for the benefit of any creditors of the member (including a scheme or arrangement under part 26 of the Act); or
 - 4.4.3.4 an application is made for an administration order by any person or the making of an administration order in relation to the member; or
 - 4.4.3.5 any notice is given of intention to appoint an administrator by any person, or the filing at court of the prescribed documents in connection with the appointment of an administrator, or the appointment of an administrator, in any case in relation to the member; or

- 4.4.3.6 a receiver or manager or an administrative receiver is appointed in relation to any property or income of the member; or
- 4.4.3.7 there is commenced a voluntary winding-up in respect of the member, except a winding-up for the purpose of a bona fide amalgamation or reconstruction; or
- 4.4.3.8 a petition for a winding-up order is presented, or a winding-up order is made in respect of the member; or
- 4.4.3.9 an application for, or the appointment of, a provisional liquidator by any person in respect of the member is made; or
- 4.4.3.10 the member is struck from the Register of Companies or an application for the member to be struck off is made; or
- 4.4.3.11 the member otherwise ceases to exist; or
- 4.4.3.12 the member materially changes the nature of its business; or
- 4.4.3.13 the member disposes of all or substantially all of its respective assets to any person; or
- 4.4.3.14 any change of control of the member takes place ("**control**" having the meaning given to it in section 840 of the Income and Corporation Taxes Act 1988);
- 4.4.3.15 or, being a charity registered in England and Wales or in Scotland, is removed in either case from the register of Charities maintained respectively by the Charities Commission or by the Office of the Scottish Charities Regulator;
- 4.4.4 being an individual:
 - 4.4.4.1 becomes bankrupt, insolvent, or makes any formal arrangement or composition with his or her creditors generally; or
 - 4.4.4.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs and a registered medical practitioner who is treating that person gives a written opinion to the Charity that he is likely to remain so for more than three months;
 - 4.4.4.3 is also the Chairperson of the Board, and ceases to hold that position in accordance with the provisions of these Articles or the Act.
- 4.5 Unless otherwise agreed by all of the members, the number of members at any time shall be five. If any one or more of the members shall have their membership terminated in accordance with the provisions of these Articles or under the Act so that the number of members falls below the minimum number of members determined by the members in accordance with this Article, the

remaining members shall ensure that a new member is identified and admitted to membership forthwith.

- 4.6 In the event that the membership of all members is automatically terminated as a result of Article 4.4, then the directors shall invite and determine applications for membership from such persons or corporate bodies as they shall think fit pursuant to Article 4.2.

5. GENERAL MEETINGS

- 5.1 The directors may call general meetings at any time.
- 5.2 If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director of the Charity may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

6. NOTICE OF GENERAL MEETINGS

- 6.1 A general meeting shall be called by at least fourteen clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
- 6.2 Subject to the provisions of these Articles notice of general meetings shall be given to all members and to all directors.
- 6.3 Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with section 307 of the Act.
- 6.4 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.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1 No business shall be transacted at any general meeting unless a quorum of members is present. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a corporation shall be a quorum save that, if and for so long as the Charity has only one person as a member, one member present in person shall be a quorum. If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting 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 general meeting a quorum is not present within half an hour from the time appointed therefore the member or members present in person or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 7.2 The Chairperson shall preside as chairperson at every general meeting of the Charity, or if there is no Chairperson, or if he or she 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 (and in the case of a director being a body

corporate, its duly appointed representative) shall elect one of their number to be chairperson of the meeting.

- 7.3 If at any meeting no director is willing to act as chairperson or if no director is present within fifteen minutes after the time appointed for holding the general meeting, the members present shall choose one of their number to be chairperson of the meeting.
- 7.4 A director (and in the case of a director being a body corporate, its duly appointed representative) shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting, and to chair such a meeting in accordance with the provisions of these Articles.
- 7.5 The chairperson of the meeting 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 which might properly have been transacted at the meeting had the adjournment not taken 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.
- 7.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.
- 7.7 A declaration by the chairperson 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 of the Charity 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.
- 7.8 A resolution in writing executed in accordance with the relevant provisions of Chapters 1 and 2 of Part 13 of the Act (as they relate to the passing of ordinary and special resolutions) shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of the requisite number of members.

8. VOTES OF MEMBERS

- 8.1 On a show of hands every member (being an individual) present in person or by proxy or (being a corporation) present by a duly authorised representative or by proxy shall have one vote.
- 8.2 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 chairperson whose decision shall be final and conclusive.

9. CONTENT OF PROXY NOTICES

- 9.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - 9.1.1 states the name and address of the member appointing the proxy;

- 9.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 9.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 9.1.4 is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate.
- 9.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 9.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 9.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 9.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 9.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

10. DELIVERY OF PROXY NOTICES

- 10.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- 10.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 10.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 10.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

11. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution the number of directors shall be at least four but shall not exceed eleven.

12. NO ALTERNATE DIRECTORS

A director shall not be entitled to appoint an alternate director.

13. POWERS OF DIRECTORS

- 13.1 Subject to the provisions of the Act and these Articles and to any directions given by special resolution, the business of the Charity shall be overseen by the directors who may exercise all the powers of the Charity, and who may delegate the day to day management of the Charity to the Director of The Pirbright Institute or any other person, as they see fit (subject to any conditions the directors may impose). No alteration of these Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article 13.1 shall not be limited by any special power given to the directors by these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 13.2 Subject to the provisions of these Articles, the directors may from time to time establish, amend and revoke such governance policies, terms of reference, reporting requirements and delegation limits as they deem necessary or expedient for the proper management of the Charity.
- 13.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Charity, 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 determine.

14. DELEGATION OF DIRECTORS' POWERS

- 14.1 The directors may delegate any of their powers to any committee (by whatever name called), consisting of one or more directors, and/or such other persons (if any) not being directors, co-opted on to such committee as the directors think fit. Any such delegation may be made subject to any conditions the directors may impose and may be collateral to their own powers and may be revoked or altered. Any representatives appointed to any such committee may be delegated such powers the directors see fit in order to carry out their duties, whether by contract, power of attorney, or otherwise. Subject to any such conditions the proceedings of a committee of representatives with two or more members shall be governed by the Articles regulating the proceedings of directors (including obligations of disclosure) so far as they are capable of applying.
- 14.2 The directors may create a scientific advisory board to provide assistance and recommendations to the board regarding the scientific strategy and operations of the Charity. The terms of appointment of any such scientific advisory board shall be as determined by the directors from time to time.

15. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 15.1 The directors shall be appointed as follows.
- 15.2 In the case of the Chairperson, the directors shall
- 15.2.1 nominate a suitable candidate;
 - 15.2.2 notify the member/s in writing of their proposed candidate;
 - 15.2.3 consult with the member/s in relation to the proposed candidate;
 - 15.2.4 having received confirmation from the member/s that they have jointly agreed upon the appointment, proceed with the appointment or, if no such confirmation is given, reconsider the nomination and identify an alternative candidate; and

- 15.2.5 the remaining directors shall be appointed by a decision of the directors.
- 15.3 In the event that the directors fail for whatever reason to complete the required appointment/s pursuant to Article 15.2.5 such that the number of directors falls below the minimum number of directors prescribed by or in accordance with these Articles, then the members shall have the right to appoint a director at any time (whether to fill a vacancy or as an additional director) by ordinary resolution, provided that the person who is to be appointed is willing to act, and is permitted by law to do so, and the appointment does not cause the number of directors to exceed the maximum number of directors as prescribed by the Articles.
- 15.4 Subject to any shorter term specified by the directors in any director's terms of appointment, in the case of any director appointed on or after the date of adoption of these Articles, a director's term of office shall be three years from the date of his or her appointment.
- 15.5 Subject to Article 15.6, prior to the expiration of a director's term of office the directors may vote, without that director being present, to extend that Trustee Director's term of office for up to a further four years.
- 15.6 The Chairperson's term of office may be extended by the directors for a further period of three years, if he or she has already served as a director for seven years in total, provided the directors have consulted with the Corporate Member/s and all of them (other than the Chairperson) have voted in favour of the extension.
- 15.7 Members shall act in the best interests of the Charity when exercising rights under this Article 15.

16. DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a director shall be vacated if:

- 16.1 he or she becomes prohibited by law from being a director or a charity trustee; or
- 16.2 he or she becomes bankrupt, insolvent, or makes any arrangement or composition with his or her creditors generally; or
- 16.3 he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs and a registered medical practitioner who is treating that person gives a written opinion to the Charity that he is likely to remain so for more than three months;
- 16.4 he or she resigns his or her office by notice to the Charity and such resignation has taken effect in accordance with its terms; or
- 16.5 he or she is removed by a unanimous resolution of the Board (excluding the director proposed to be removed); or
- 16.6 he or she dies.

17. DIRECTORS' REMUNERATION

The directors shall not be paid any remuneration unless it is authorised by Article 23.

18. PROCEEDINGS OF THE DIRECTORS

- 18.1 Subject to the provisions of these Articles, the directors may regulate their meetings as they think fit. A director may call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote. Notice of every meeting of the directors shall be given to each director, including directors who may for the time being be absent from the United Kingdom and have given the Charity an address within the United Kingdom for service.
- 18.2 Any director may participate in a meeting of the directors or a committee constituted pursuant to Article 14 of which he or she is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairperson of the meeting then is.
- 18.3 The quorum for the transaction of the business of the directors may be fixed by the directors, and unless so fixed at any other number, shall be four.
- 18.4 The directors may appoint one of their number to be the chairperson of the board of directors and may remove him or her from that office. Unless he or she is unwilling to do so, the director so appointed shall preside at every meeting of the directors at which he or she is present. But, if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
- 18.5 All acts done by any meeting of the directors or of a committee constituted pursuant to Article 12, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that they or 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 director and had been entitled to vote.
- 18.6 A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors or of a committee constituted pursuant to Article 14 shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more directors or members of the committee (as the case may be).

19. DIRECTORS' INTERESTS

- 19.1 The directors may, in accordance with the requirements set out in the Articles, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Act to avoid conflicts of interest.
- 19.2 Unless authorised by the directors in accordance with these Articles a director must not vote on or be counted in the quorum in relation to any resolution of the directors in which the director has a direct or indirect interest that conflicts or

may conflict with the interests of the Charity ("**Conflict**") For the avoidance of doubt, no such requirement applies to any decision made under Article 17.8.1.

19.3 Any authorisation under this Article will be effective only if:

19.3.1 the matter in question shall have been proposed by any 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;

19.3.2 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

19.3.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

19.4 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):

19.4.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;

19.4.2 be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine; and

19.4.3 be terminated or varied by the directors at any time provided that this will not affect anything done by the director in accordance with the terms of the authorisation prior to such termination or variation.

19.5 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 Charity and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:

19.5.1 disclose such information to the directors or to any director or other officer or employee of the Charity; or

19.5.2 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.

19.6 Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently):

19.6.1 that the director is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;

19.6.2 is not given any documents or other information relating to the Conflict;

19.6.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict

19.7 Where the directors authorise a Conflict:

19.7.1 the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;

19.7.2 the director will not infringe any duty he owes to the Charity by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.

19.8 A director's duty to avoid conflicts does not apply in relation to a proposed transaction or arrangement with the Charity where:

19.8.1 the directors so decide; and

19.8.2 the proposed transaction or arrangement:

19.8.2.1 is not prohibited by these Articles; and

19.8.2.2 is within the descriptions of the types of transactions and arrangements into which the Charity has power to enter as described in these Articles.

19.9 Notwithstanding Article 19.8 above, a director must declare to the other directors the nature and extent of any Conflict in relation to a proposed transaction or arrangement with the Charity or in relation to a transaction or arrangement entered into by the Charity which has not previously been declared, unless the other directors are already aware of the Conflict.

19.10 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Charity for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Charity in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation), or which he derives from a transaction or arrangement with the Charity as described above, and no contract shall be liable to be avoided on such grounds.

20. MINUTES

The directors shall cause minutes to be made in books kept for the purposes:

20.1 recording the names and addresses of all members; and

20.2 of all appointments of officers made by the directors; and

20.3 of all proceedings at meetings of the Charity and of the directors and of committees constituted pursuant to Article 14 including the names of directors and members (as appropriate) present at each such meeting.

21. ACCOUNTS AND ANNUAL REPORT

21.1 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Charity except as conferred by statute or authorised by the directors or by ordinary resolution of the Charity

- 21.2 The directors must prepare accounts and keep accounting records as required by the Act.
- 21.3 The directors shall comply with the requirements of the Charities Act 2011 (and any subsequent modification or replacement) with regard to statement of accounts, preparation of an annual report, preparation of an annual return and their transmission to the Commission.
- 21.4 The directors shall notify the Commission of any changes to the Charity's entry on the Register of Charities.

22. NOTICES

- 22.1 Any notice, document or information to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
- 22.2 The Charity may give any notice, document or information to a member either personally or by sending it by first class post in a pre- paid envelope addressed to the member at his or her registered address or by leaving it at that address, or by sending it in electronic form to an address provided by the member for the purpose or (if he or she has no registered address within the United Kingdom) to or at the address, if any, within the United Kingdom supplied by him or her to the Charity for the giving of notices to him or her or to an address provided by the member to the Charity for the giving of notices to him or her in electronic form, but otherwise, no such member shall be entitled to receive any notice from the Charity.
- 22.3 Where a notice, document or information is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice, document or information was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted.
- 22.4 Where a notice, document or information is sent by the Charity by electronic means proof that it was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice, document or information was given and it shall be deemed to have been received 24 hours after sending.
- 22.5 A member present, either in person or by proxy or (being a corporation) by a duly authorised representative, at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

23. INCOME AND PROPERTY OF THE CHARITY

- 23.1 The income and property of the Charity whencesoever derived shall be applied solely towards the promotion of the Objects; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, division, bonus, or otherwise howsoever by way of profit to the members of the Charity.
- 23.2 Nothing in these Articles shall prevent the payment, in good faith, of reasonable and proper remuneration on arms length terms to any officer or servant of the Charity or to any member of the Charity in return for any services actually rendered to the Charity or for any material, labour, plant and power supplied for experimental or other proper purposes of the Charity, nor prevent the payment of

interest at a rate per annum not exceeding two per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or three per cent, whichever is the greater on money lent or payment of a reasonable and proper rent and ancillary leaseholder expenses on reasonable arms length terms for premises demised or let by any officer, servant or member to the Charity: but so that no member of the Charity shall be appointed to any salaried office of the Charity or any office of the Charity paid by fees; and that except with such approval or as otherwise provided as aforesaid, no remuneration or other benefit in money or monies worth shall be given by the Charity to any member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or of the payment of a reasonable and proper rent and ancillary leaseholder expenses for premises demised, or let to the Charity. Provided that nothing hereinbefore contained shall prevent any payment to any company of which a member of the Charity may be a member or shareholder holding less than one hundredth part of its capital, and members shall not be bound to account for any share of profits they may receive in respect of any such payment.

- 23.3 Nothing in these Articles shall prevent any member of the Charity from exercising any processes, and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention or patent resulting from the work of the Charity.

24 WINDING UP

- 24.1 If upon the winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity but shall be given or transferred to a charitable organisation or organisations having similar objects.

25. LIMIT OF LIABILITY

- 25.1 The liability of the members is limited.

- 25.2 Every member of the Charity undertakes to contribute to the assets of the Charity 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 Charity 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.

26. INDEMNITY

- 26.1 Subject to the provisions of, and so far as may be permitted by, the Act and the Charities Act 2011 but without prejudice to any indemnity to which the person concerned may be otherwise entitled, every director, or other officer of the Charity shall be indemnified out of the assets of the Charity against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his or her duties or the exercise of his or her powers or otherwise in relation to or in connection with his or her duties, powers or office, providing that any such indemnity in relation to a Director shall only be valid in respect of any negligence, default, breach of duty or a breach of trust of which the Director may be guilty in relation to the Charity to the extent that it constitutes a qualifying third party indemnity provision as defined in Section 234 of the Act. The Charity may also, subject to the Act, provide funds to any Director or other officer

(excluding the Auditors) or do anything to enable a Director or other officer to avoid incurring expenditure of the nature described in Section 205 of the Act.

27. RULES OR BYE-LAWS

27.1 The directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye-laws regulate:

27.1.1 the conduct of members of the Charity in relation to one another, and to the Charity's officers, employees and agents;

27.1.2 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

27.1.3 the procedure at general meetings and meetings of the directors and committees constituted pursuant to Article 14 in so far as such procedure is not regulated by these Articles;

27.1.4 and, generally, all such matters as are commonly the subject matter of such rules,

provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in these Articles.

27.2 The Charity shall have power to alter or repeal the rules or bye-laws referred to in Article 27 and to make additions thereto. The directors shall adopt such means as they deem sufficient to bring to the notice of members all such rules or bye-laws made pursuant to this Article 27 which, so long as they shall be in force, shall be binding on all members.