

[COPY]

## special resolution(s)

2  
**J378(2)**

Company Number

name of company

1989172

MOTOR NEURONE DISEASE (SALES)

Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and

held at DAVID NIVEN HOUSE, NOTRE DAME MEWS

on the 17<sup>th</sup> day of JULY 19 99

the following SPECIAL RESOLUTION(S) was/were duly passed:-

~~SEE ATTACHED~~

It is hereby resolved by way of special resolution that the Company adopt the new Memorandum and Articles of Association annexed hereto and initialled by the member in place of the Company's existing Memorandum and Articles of Association



SIGNED

SECRETARY

### NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

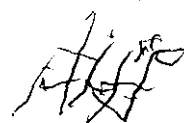
**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**OF**

**MOTOR NEURONE DISEASE (SALES) LIMITED**

(as amended by special resolution dated 17<sup>th</sup> July 1999)

**BATES, WELLS & BRAITHWAITE**  
Cheapside House  
138 Cheapside  
London EC2V 6BB

A handwritten signature in dark ink, appearing to be 'H. J. P.', is located in the bottom right corner of the page.

THE COMPANIES ACTS 1985 TO 1989

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

of

MOTOR NEURONE DISEASE (SALES) LIMITED

1. The name of the company is Motor Neurone Disease (Sales) Limited.
2. The registered office of the company will be in England and Wales.
3. The object of the company is to carry on business as a general commercial company to procure profits and gains for the purpose of paying them to the Motor Neurone Disease Association (registered charity number 294354) or any other charitable body which succeeds to its charitable purposes.
4. The company shall pay such profits and gains at such times and after making such retention for the purposes of the company's continued trade and development as the directors think fit.
5. The liability of the members is limited.
6. The share capital of the company is £100 divided into 100 ordinary shares of £1 each.

THE COMPANIES ACTS 1985 – 1989  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
MOTOR NEURONE DISEASE (SALES) LIMITED  
INTERPRETATION

1. In these articles:-

- 1.1 “the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
- 1.2 “the Articles” means these articles of the company.
- 1.3 “the Charity” means the Motor Neurone Disease Association (registered charity number 294354) or any other charitable body which succeeds to its charitable purposes.
- 1.4 “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.
- 1.5 “the Memorandum” means the memorandum of association of the company.
- 1.6 “Secretary” means the secretary of the company or any other person appointed to perform the duties of the secretary of the company.
- 1.7 Unless the context otherwise requires, words or expression contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the company.
- 1.8 The provisions of Table A shall not apply to and are expressly excluded from the Articles except where they are expressly included.

SHARES

- 2. Subject to the provisions of the Act any share may be issued with such rights or restrictions as the company may by ordinary resolution determine.

3. No share shall be transferred except with the consent of the members who may in their absolute discretion and without giving any reason decline to register any transfer of any share.

#### AUTHORISED REPRESENTATIVES

4. The company secretary from time to time of each corporate member (or such other person as is from time to time notified to the company in writing) shall be the duly authorised representative of such corporate member.

#### MEETINGS AND COMPANY RESOLUTIONS

5. Subject to the provisions of the Act, the company shall dispense with the holding of general meetings and all resolutions of the company shall be passed by way of written resolution signed by each member or, in the case of a corporate member, by its duly authorised representative. The date of each such written resolution shall be the date on which the last member (or duly authorised representative of a corporate member) signs.
6. If in accordance with the Act a general meeting is required to be called then the provisions of articles 40 to 63 inclusive of Table A in force on the date of incorporation of the company shall apply to such meeting.

#### DIRECTORS

##### Appointment and Removal of Directors

7. The directors shall be appointed by resolution of the members. The directors shall be removed by service of a notice as provided for in Article 8.6. There shall be no maximum number of directors and the minimum shall be two.
8. The office of a director shall be vacated if -
  - 8.1 he or she ceases to be a director by virtue of any provision of the Act or he or she becomes prohibited by law from being a director; or
  - 8.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
  - 8.3 he or she is, or may be, suffering from mental disorder and either:-
    - (i) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or

in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or

- 8.4 he or she resigns his or her office by notice to the company; or
- 8.5 he or she shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his or her office be vacated.
- 8.6 a written notice dismissing the director signed by the members or, in the case of a corporate member, its authorised representative, is served on the company at its registered office.

#### Powers of Directors

- 9. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the Memorandum or 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 shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 10. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers.

#### Delegation of Directors' Power

- 11. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him or her. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of

their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

#### Remuneration of Directors

12. 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

13. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties.

#### Directors' Appointments and Interests

14. Subject to the provisions of the Act a director
  - 14.1 may be a director or other officer of, or employed by the Charity or any body corporate promoted by the company or in which the company is otherwise interested provided that no director who is also a trustee of the Charity shall be remunerated or receive other benefits in respect of such employment or office; and
  - 14.2 shall not, by reason of his or her office, be accountable to the company for any benefit which he or she derives from any such office or employment and no transaction or arrangement of the company shall be liable to be avoided on the ground of any such benefit.

#### Proceedings of Directors

15. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, 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 chair shall have a second or casting vote.
16. The quorum for the transaction of the business of the directors may be fixed by the members and unless so fixed at any other number shall be two.
17. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of

directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.

18. The directors may appoint one of their number to be the chair of the board of directors and may at any time 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 directors at which he or she 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 directors present may appoint one of their number to be chair of the meeting.
19. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director 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 director and had been entitled to vote.
20. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors. The date of a written resolution of the directors shall be the date on which the last director signs.
21. Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company.
22. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
23. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
24. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals



may be divided and considered in relation to each director separately and (provided he or she is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment.

25. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and his or her ruling in relation to any director other than himself or herself shall be final and conclusive.

#### SECRETARY

26. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. The secretary shall not be remunerated if he or she is a trustee of the Charity but shall be entitled to reimbursement of expenses to the same extent that the directors are entitled.

#### MINUTES

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

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

27.2 of all proceeding at meetings of the company and of the directors, and of committees of directors, including the names of the directors present at each such meeting;

and the directors shall cause all written resolutions of the members and of the directors to be kept in such books.

#### ACCOUNTS

28. Accounts shall be prepared in accordance with the Act.

#### NOTICES

29. Notices under the Articles may be sent by hand, or by post or by suitable electronic means. The only address at which a member is entitled to receive notices is the address shown in the register of members. Any notice given in accordance with the Articles is to be treated for all purposes as having been received three days after being sent by first class post to that address or immediately if sent by electronic means

effecting immediate transmission and receipt or, if earlier, on being handed personally to the member or, in the case of a corporate member, its duly authorised representative.

#### WINDING UP

30. If the company is wound up all remaining assets of the company after paying the debts of the company and the costs of winding up shall be paid to the Charity.

#### INDEMNITY

31. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.