

Company number: 01989172

The Companies Acts 1985 to 2006

Company limited by shares

**CERTIFIED**

To be a true copy of its original

*Bates, Wells & Braithwaite*  
**BATES, WELLS & BRAITHWAITE**  
Dated 18/11/08

**WRITTEN SPECIAL RESOLUTION  
OF  
MOTOR NEURONE DISEASE (SALES) LIMITED  
("the Company")**

**8 NOVEMBER 2008**

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

**SPECIAL RESOLUTION**

"THAT the draft regulations 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 "

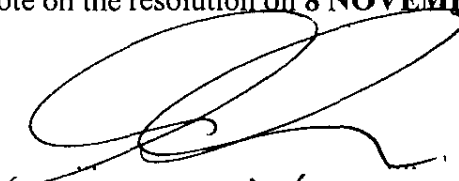
**AGREEMENT**

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 **8 NOVEMBER 2008**, hereby irrevocably agrees to the resolution

Signed by **ALAN GRAHAM**

Date

  
8/11/08

**NOTES**

- 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 *Malcolm Watkins, Motor Neurone Disease (Sales) Limited, David Niven House, 10/15 Notre Dame Mews, Northampton NN1 2BG.*
- **Post.** returning the signed copy by post to *Malcolm Watkins, Motor Neurone Disease (Sales) Limited, David Niven House, 10/15 Notre Dame Mews, Northampton NN1 2BG.*
- **Fax** faxing the signed copy to 01604 611852 marked "For the attention of *Malcolm Watkins*"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to *malcolm.watkins@mndassociation.org*. Please enter "Written resolutions dated 8 November 2008" in the e-mail subject box

If you do not agree to the resolution, 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, by **8 November 2008**, sufficient agreement has been received for the resolution to pass, it will lapse If you agree to the resolution, 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 Acts 1985 to 2006

Company Limited by Shares

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**Articles of Association**

**of**

**Motor Neurone Disease (Sales) Limited**

(as amended by special resolution dated 8 November 2008)

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**Bates Wells & Braithwaite London LLP**

**2-6 Cannon Street**

**London EC4M 6YH**

**Telephone: 020 7551 7777**

**[www.bwbllp.com](http://www.bwbllp.com)**

**PK/SS/011734/0021**

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**BATES, WELLS & BRAITHWAITE**  
Dated 18/11/08

The Companies Acts 1985 to 2006

Company Limited by Shares

**Articles of Association**

**of**

**Motor Neurone Disease (Sales) Limited**

**Interpretation**

1 In these Articles -

1.1 “address” in relation to electronic communications includes any number or address used for the purpose of such communication

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 “Companies Acts” has the meaning given to it in section 2 of the Companies Act 2006

1.6 “electronic means” has the meaning given to it in the Companies Act 2006

1.7 “the Memorandum” means the memorandum of association of the company

1.8 “Secretary” means the secretary of the company, if any

1.9 Unless the context otherwise requires, words or expression contained in the Articles bear the same meaning as in the Companies Acts but excluding any

statutory modification thereof not in force when the Articles become binding on the company.

- 1 10 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 Companies Acts 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 Companies Acts and Article 6, 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.
6. A members' resolution under the Companies Acts removing a director or an auditor before the expiry of his or her term of office may not be passed as a written resolution
- 7 Communications in relation to written resolutions shall be sent to the company's auditors in accordance with the Companies Acts
- 8 If in accordance with the Companies Acts 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**

- 9 The directors shall be appointed and may be removed by service on the director and the Secretary of a written notice signed by the members or, in the case of a corporate member, its authorised representative There shall be no maximum number of directors and the minimum shall be two

10. The office of a director shall be vacated if:-
- 10.1 he or she ceases to be a director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a director, or
- 10.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 10.3 he or she is, or may be, suffering from mental disorder and either:-
- 10.3.1 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
- 10.3.2 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
- 10.4 he or she resigns his or her office by notice to the company; or
- 10.5 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

### **Powers of directors**

- 11 Subject to the provisions of the Companies Acts, 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
12. 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' powers**

- 13 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**

- 14 The directors (other than directors who are also trustees of the Charity) shall be entitled to such remuneration as the directors may determine provided that any remuneration of a director who is also a trustee of the Charity must be in accordance with the Charity's constitution or the Charities Act 1993 (or any statutory modification or re-enactment thereof).

### **Directors' expenses**

15. 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 remuneration**

- 16 Subject to the provisions of the Companies Acts a director -
- 16.1 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 unless permitted under the Charity's constitution or the Charities Act 1993 (or any statutory modification or re-enactment thereof), and
- 16.2 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 provided the directors' conflicts of interest procedures in these Articles have been followed

### **Proceedings of directors**

- 17 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary, if any, 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.

- 18 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.
19. 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
20. 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.
- 21 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
- 22 The directors may hold meetings by telephone or by using any televisual or other electronic or virtual method agreed by resolution of the directors in which all participants may communicate simultaneously with all other participants
- 23 The directors may take a unanimous decision without a directors' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each director or to which each director has otherwise indicated agreement in writing

#### **Directors' conflicts of interest procedure**

- 24 Whenever a director has an interest in a matter he or she must:
  - 24 1 declare an interest before discussion begins on the matter,
  - 24 2 remain only for such part of the meeting as is in the view of the other directors necessary to inform the debate,
  - 24 3 unless Article 26 applies, not be counted in the quorum for that part of the meeting, withdraw during the vote and have no vote on the matter



25. Article 24 shall not apply if the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest. In the case of a director other than the chair, the chair's view shall be final and conclusive. In the case of the chair, a decision of the directors at that meeting shall be conclusive
26. This Article 26 shall only apply on and from 1 October 2008 Whenever a director has an interest in a matter, the unconflicted directors may authorise a conflict of interest Authorisation can be general or in relation to a specific matter The conflicted director may not be counted in the quorum for the part of the meeting at which the authorisation is considered and the matter should be agreed to either without the conflicted director voting or, if they voted, without their vote being taken into account. Once authorisation has been given, the conflicted director is, subject to any decision of the other directors to the contrary, entitled to be counted in the quorum and vote on any matter within the scope of the authorisation in which he or she has an interest
27. 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

### **Secretary**

- 28 A Secretary may, unless appointed by the members in accordance with the procedure for appointing directors, be appointed by the directors for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them A Secretary appointed by the members may be removed only by them following the procedure for removal of directors
29. The Secretary shall not be remunerated if he or she is a trustee of the Charity (unless permitted under the constitution of the Charity or the Charities Act 1993 (or any statutory modification or re-enactment thereof)) but shall be entitled to reimbursement of expenses to the same extent that the directors are entitled
- 30 If there is no Secretary
- 30 1 anything authorised or required to be given or sent to, or served on, the company by being sent to its Secretary may be given or sent to, or served on, the company itself, and if addressed to the Secretary shall be treated as addressed to the company, and
- 30 2 anything else required or authorised to be done by or to the Secretary of the company may be done by or to a director, or a person authorised generally or specifically in that behalf by the directors

## **Minutes**

31 The directors shall cause minutes to be made in books kept for the purpose -

31.1 of all appointments of officers made by the directors, and

31.2 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 for a period of at least 10 years following the date of the resolution

## **Accounts**

32. Accounts shall be prepared in accordance with the Companies Acts.

## **Notices**

33. Subject to the provisions of the Companies Acts and these Articles, any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic means to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the directors need not be in writing.

34. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his, her or its registered address or by leaving it at that address or by electronic means to an address provided for that purpose.

35. A member present in person or by proxy at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called

36. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a document sent by electronic means has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given 48 hours after the envelope containing it was posted or in the case of a notice sent by electronic means 48 hours after the time it was sent

## **Winding up**

37 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**

38. Subject to the provisions of the Companies Acts 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