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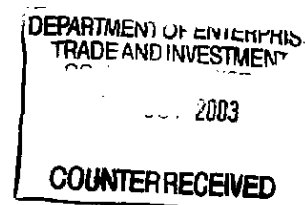
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## CERTIFICATE OF UPDATING

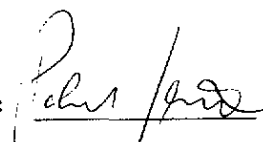
THIS IS TO CERTIFY THAT THIS IS AN UPDATED COPY OF THE ~~MEMORANDUM~~  
AND ARTICLES OF ASSOCIATION OF

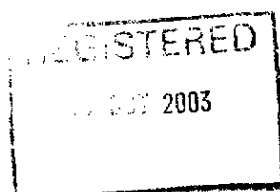
**BIOSCIENCE AND TECHNOLOGY INSTITUTE LIMITED**

AS AT THE: 8<sup>th</sup> October 2003



SIGNED:

  
Director/Secretary



**COMPANIES (NORTHERN IRELAND) ORDER 1986**

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

**ARTICLES OF ASSOCIATION**

**OF**

**BIOSCIENCE AND TECHNOLOGY INSTITUTE LIMITED**

**1. INTERPRETATION**

**1.1 In these articles:**

<b>"the Articles"</b>	means these Articles of Association of the Company;
<b>"Company"</b>	means the company intended to be regulated by these Articles;
<b>"clear days"</b>	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;
<b>"executed"</b>	includes any mode of execution;
<b>"Memorandum"</b>	means the Memorandum of Association of the Company;
<b>"office"</b>	means the registered office of the Company;
<b>"the Order"</b>	means the Companies (Northern Ireland) Order 1986 including any statutory modification or re-enactment thereof for the time being in force;
<b>"the seal"</b>	means the common seal of the Company;
<b>"secretary"</b>	means the secretary of the Company or any other person appointed to perform the duties of the secretary of

the Company, including a joint, assistant or deputy secretary;

"directors" means the directors of the Company;

- 1.2 words importing the masculine gender only shall include the feminine gender.
- 1.3 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Order.

## **2. MEMBERS**

- 2.1 The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 20.1 shall be members of the Company. No person shall be admitted a member of the Company unless his application for membership is approved by the directors. Membership shall not be transferable
- 2.2 Unless the directors of the Company in general meeting shall make other provision under Article 20, the directors may in their absolute discretion permit any member of the Company to retire, provided that after such retirement the number of members is not less than one.

## **3. GENERAL MEETINGS**

- 3.1 The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next: Provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Annual general meetings shall be held at such times and places as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
  - 3.2 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Order, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within Northern Ireland sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.
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annual/extraordinary general meeting of the Company, to be held on  
, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below  
as follows:

Resolution No. 1 \*for \*against  
Resolution No. 2 \*for \*against.

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or  
abstain from voting.

(a) Signed this      day of      "

6.9 The instrument appointing a proxy and any authority under which it is  
executed or a copy of such authority certified notarially or in some  
other way approved by the directors may-

- (a) be deposited at the office or at such other place within the  
United Kingdom as is specified in the notice convening the  
meeting or in any instrument of proxy sent out by the Company  
in relation to the meeting not less than 48 hours before the time  
for holding the meeting or adjourned meeting at which the  
person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is  
demanded, be deposited as aforesaid after the poll has been  
demanded and not less than 24 hours before the time appointed  
for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than  
48 hours after it was demanded, be delivered at the meeting at  
which the poll was demanded to the chairman or to the  
secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a  
manner so permitted shall be invalid.

6.10 Any organisation which is a member of the Company may by resolution  
of its council or other governing body authorise such person as it thinks  
fit to act as its representative at any meeting of the Company, and the  
person so authorised shall be entitled to exercise the same powers on  
behalf of the organisation which he represents as the organisation  
could exercise if it were an individual member of the Company.

taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

- 6.5 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his controller, receiver, curator bonis or other person authorised in that behalf appointed by the court, and any such controller, receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, 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 default the right to vote shall not be exercisable.
- 6.6 No objection shall be raised to the qualifications of any voter either at the meeting or adjourned meeting at which the vote was 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 whose decision shall be final and conclusive.
- 6.7 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

"BIOSCIENCE AND TECHNOLOGY INSTITUTE LIMITED

I/We, \_\_\_\_\_, of \_\_\_\_\_, being a member/members of the above-named company, hereby appoint of \_\_\_\_\_, or failing him, \_\_\_\_\_ of \_\_\_\_\_, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on \_\_\_\_\_, and at any adjournment thereof.

Signed on \_\_\_\_\_ 19 \_\_\_\_ "

- 6.8 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

" BIOSCIENCE AND TECHNOLOGY INSTITUTE LIMITED

I/We, \_\_\_\_\_, of \_\_\_\_\_, being a member/members of the above-named company, hereby appoint of \_\_\_\_\_, of \_\_\_\_\_, or failing him \_\_\_\_\_ of \_\_\_\_\_, as my/our proxy to vote in my/our name[s] and on my/our behalf at the

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.

- 5.12 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 5.13 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. 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 result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 5.14 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 5.15 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it, if it had been proposed at a general meeting at which he was present, 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 one or more members.

## **6. VOTES OF MEMBERS**

- 6.1 Subject to Article 5.12, every member shall have one vote.
- 6.2 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
- 6.3 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 whose decision shall be final and conclusive.
- 6.4 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll

- 5.5 If no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 5.6 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 5.7 The chairman 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 5.8 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 Order, a poll may be demanded:
- (a) by the chairman; or
  - (b) by at least two members having the right to vote at the meeting; or
  - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- and a demand by a person as proxy for a member shall be the same as a demand by the member.
- 5.9 Unless a poll is duly demanded a declaration by the chairman 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.
- 5.10 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. 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.
- 5.11 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for

#### **4. NOTICE OF GENERAL MEETINGS**

- 4.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice, but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (b) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the directors and the auditors.

- 4.2 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.

#### **5. PROCEEDINGS AT GENERAL MEETINGS**

- 5.1 No business shall be transacted at any meeting unless a quorum is present. Subject to article 5.2 below, two persons entitled to vote on the business to be transacted, each being a member or a proxy for a member shall constitute a quorum.
- 5.2 If and for so long as the Company has only one member, that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.
- 5.3 *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 directors may determine.*
- 5.4 The chairman if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within 15 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 and, if there is only one director present and willing to act, he shall be chairman.
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request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from Northern Ireland. Save as otherwise provided herein, 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.

- 13.2 The quorum for the transaction of the business of the directors shall, except when one director only is in office, be two.
- 13.3 The directors shall appoint one of their number to be the chairman. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he 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 five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting. The chairman may be removed by the vote of two thirds of the directors and may retire from such office by notice to the Company. Upon such removal or retirement, the directors shall appoint one of their number to be the chairman in his place.
- 13.4 The directors may appoint one or more sub-committees consisting of three or more directors for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the directors would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any sub-committees shall be fully and promptly reported to the directors.
- 13.5 All acts done by a meeting of directors, or of a committee of directors, 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.
- 13.6 A resolution in writing, signed by all directors entitled to receive notice of a meeting of directors or of a committee of directors, shall be as valid and effective 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. Such a resolution may consist of several documents in the same form, each signed by one or more of the directors.
- 13.7 Any bank account in which any part of the assets of the Company is deposited shall be operated by the directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall, except when one director only is in office, be signed by at least two directors.

#### 14. SECRETARY

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- 9.9 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be re-appointed.

## **10. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 10.1 A director shall cease to hold office if he:

- (a) ceases to be a director by virtue of any provision in the Order or is disqualified from acting as a director by virtue of any applicable statutory provision;
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (c) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (d) resigns his office by notice to the Company (but only if at least one director will remain in office when the notice of resignation is to take effect); or
- (e) is absent without the permission of the directors from all their meetings held within a period of six months and the directors resolve that his office be vacated.

## **11. DIRECTORS' EXPENSES**

- 11.1 The directors may be paid all reasonable 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, but shall otherwise be paid no remuneration.

## **12. DIRECTORS' APPOINTMENTS**

- 12.1 Subject to the provisions of the Order, and to clause 5 of the Memorandum, the directors may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Company. Any such appointment may be made on such terms as the directors determine. Any appointment of a director to an executive office shall terminate if he ceases to be a director.
- 12.2 Except to the extent permitted by clause 5 the Memorandum, no director shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a director in any other contract to which the Company is a party.

## **13. PROCEEDINGS OF DIRECTORS**

- 13.1 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
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reappointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Company's register of directors together with a notice executed by that person of his willingness to be appointed or re-appointed; or

(c) if his appointment is vetoed by the chairman.

9.4 No person may be appointed as a director:

(a) unless he has attained the age of 18 years; or

(b) in circumstances such that, had he already been a director, he would have been disqualified from acting under the provisions of Article 10.1; or

(c) if his appointment is vetoed by the chairman.

9.5 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Company's register of directors.

9.6 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

9.7 In any case where as a result of the death of a sole member of the Company the Company has no members and no directors the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting.

9.8 The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors and provided further that the chairman shall have the power to veto the appointment by the directors of any such person. A director so appointed shall hold office only until the next following annual general meeting. If not re-appointed at such general meeting, he shall vacate office at the conclusion thereof.

## **7. DIRECTORS**

- 7.1 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors shall be one, a sole director shall have authority to exercise all the powers and discretions by these articles expressed to be vested in the directors generally.
- 7.2 The first directors shall be those persons named in the statement delivered pursuant to Article 21 of the Order, who shall be deemed to have been appointed under the Articles. Future directors shall be appointed as provided subsequently in the Articles.

## **8. POWERS OF DIRECTORS**

- 8.1 Subject to the provisions of the Order, 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 the 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 the powers exercisable by the directors.

## **9. APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 9.1 At each annual general meeting all the directors shall retire from office.
- 9.2 If the Company at the meeting at which a director retires pursuant to the provisions of Article 9.1, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting (i) it is resolved not to fill the vacancy or (ii) a resolution for the re-appointment of the director is put to the meeting and lost or (iii) the chairman vetoes the re-appointment of the director.
- 9.3 No person other than a director retiring pursuant to the provisions of Article 9.1 or a director appointed pursuant to the provisions of Article 9.7 shall be appointed or re-appointed a director at any general meeting:
- (a) unless he is recommended by the directors; or
  - (b) unless not less than 14 nor more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or
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- 14.1 Subject to the provisions of the Order, the secretary shall be appointed by the directors for such term, at such remuneration (if not a director) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

## **15. MINUTES**

- 15.1 The directors shall keep minutes in books kept for the purpose:

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings 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.

## **16. THE SEAL**

- 16.1 The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

## **17. ACCOUNTS**

- 17.1 Accounts shall be prepared in accordance with the provisions of Part VIII of the Order.

## **18. NOTICES**

- 18.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing, except that a notice calling a meeting of the directors need not be in writing.
- 18.2 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 registered address or by leaving it at that address. A member whose registered address is not within Northern Ireland and who gives to the Company an address within Northern Ireland at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
- 18.3 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 18.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

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*NAMES AND ADDRESSES OF SUBSCRIBERS*

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*SIGNATURES OF  
SUBSCRIBERS*

Professor Roy Spence  
7 Downshire Crescent  
Hillsborough  
BT26 6DD

Mrs S. Teresa Townsley  
660 Shore Road  
Jordanstown  
Newtownabbey  
BT37 0PR

Dated 05.11.98

WITNESS to the above signatures:

Jane McCann  
32 Brompton Park  
Belfast  
BT14 7LD

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## **19. INDEMNITY**

- 19.1 Subject to the provisions of the Order, 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 in that capacity 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.

## **20. RULES**

- 20.1 The directors may from time to time make such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or by-laws regulate:

- (a) the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Company in relation to one another, and to the Company's employees;
- (c) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the directors and committees of the directors in so far as such procedure is not regulated by the Articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.

- 20.2 The Directors and the Company in general meeting shall have power to alter, add to or repeal the rules or by-laws and the directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or by-laws, which shall be binding on all members of the Company. Provided that no rule or by-laws shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.