

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

**OF INTERNATIONAL NIEMANN-PICK DISEASE ALLIANCE
(INPDA)**

**Incorporated under the Companies Act 2006
on 9 November 2012**

under No 8287609

The Companies Act 2006
A COMPANY LIMITED BY GUARANTEE
Articles of Association

of

INTERNATIONAL NIEMANN-PICK DISEASE ALLIANCE (INDPA)

INTERPRETATION

1. In these Articles, the words in the first column of the table below, shall bear the meanings set opposite to them in the second column, if not inconsistent with the subject or context:

Words	Meanings
the Act:	The Companies Act 2006 and every statutory modification, replacement or re-enactment of it for the time being in force
Associate Member:	An Associate member of the Company admitted under Article 18
the or these Articles:	The Articles of Association of the Company, as amended from time to time
Charitable	Something which is charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Act (Northern Ireland) 2008
Charity Commission:	The Charity Commission for England and Wales
Clear Day:	In relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect
Code of Conduct:	Any code of conduct adopted by the Governing Council from time to time and applicable to members of the Governing Council and any of its sub-committees
Connected Person:	Any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a

member of the Governing Council, any firm or body corporate (including a limited liability partnership) of which a member of the Governing Council is a member or employee and any company of which a member of the Governing Council is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital

the Company:	Means the company regulated by these Articles
Electronic Form:	Something sent by electronic means (as defined by the Act), such as an email or fax, or by any other means while still being in electronic form
Eligible Member	
of the Governing Council:	All members of the Governing Council who would be entitled to vote on a resolution at a meeting
President:	The chairman of the Company appointed in accordance with these Articles
Executive Communications	
Officer:	The executive communications officer appointed under these Articles
Executive Officers	the executive officers of the Company appointed under Article 76
Executive Secretary	The executive secretary of the Company appointed under these Articles
Executive Treasurer	The executive treasurer of the Company appointed under these Articles
Vice President:	The vice chairman of the Company appointed in accordance with these Articles
Financial Expert:	An individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
Full Member:	A member of the Company admitted under Article 17 and a company member of the Company for the purposes of the Act
General Meeting:	A general meeting of the Company
the Governing Council:	The governing council of the Company who shall be the directors of the company and, for the purposes of charity law, shall be its charity trustees

Members:	Includes both Full Members and Associate Members
the Objects:	The objects of the Company set out in Article 5
the Register:	The register of members of the Company kept pursuant to the Act
the Seal:	The common seal of the Company, if it has one
in writing or written:	The representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise

Unless specifically stated otherwise:

Words or expressions bear the same meaning as in the Act as in force on the date when these Articles become binding on the Company.

Words denoting the singular include the plural and vice versa.

Words denoting any one gender include all genders.

Each reference to “person” includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund and trust (in each case, whether or not having separate legal personality).

General words shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things.

The Companies (Model Articles) Regulations 2008 shall not apply to the Company.

For the avoidance of doubt, the system of law governing the constitution of the Company is the law of England and Wales.

2. The name of the company is International Niemann-Pick Disease Alliance (INDPA) (or such other name as the Governing Council shall from time to time decide).
3. The Office of the Company will be situated in England.
4. Every Full Member undertakes that if the Company is wound up while he is a Full Member, or within one year after he ceases to be a Full Member, that Full Member will contribute to the assets of the Company such amount as may be required for the payment of the debts and liabilities of the Company contracted before he ceases to be a Full Member, payment of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves not exceeding £1.
5. The only objects for which the Company is established are to relieve sickness amongst families affected by Niemann-Pick diseases, any distress which may arise therefrom and to advance the education of such families, interested professionals and the general

public in all matters concerning such diseases as the Governing Council may in its discretion determine (“**the Objects**”).

6. In furtherance of the Objects but not further or otherwise, the Company shall have the following powers (but only to the extent to which they may lawfully be exercised by a company having exclusively charitable objects):
 - 6.1 to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary for the promotion of the Objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company;
 - 6.2 subject to such consents as may be required by law, to sell, exchange, let, mortgage, charge, grant or create security over, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Company;
 - 6.3 subject to such consents as may be required by law, to borrow and raise money and secure or discharge any debt or obligation of the Company in such manner as may be thought fit and in particular by mortgages of, or charges upon or security over, the undertaking and all or any of the real and personal property or assets (present and future) of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description;
 - 6.4 to raise funds and organise appeals and invite and receive contributions from any person whatsoever by way of subscription (whether or not under deed of covenant), donation and otherwise, and whether or not subject to any special trusts or conditions. Provided that the Company shall not undertake any permanent trading activities in raising funds, the profits of which are liable to tax, otherwise than for carrying out the Objects,
 - 6.5 to set aside funds for special purposes or as reserves against future expenditure;
 - 6.6 to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit and to vary the investments in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
 - 6.7 to delegate the management of investments to a Financial Expert but only on terms that:
 - 6.7.1 the investment policy is set down in writing for the Financial Expert by the Governing Council;
 - 6.7.2 every transaction is reported promptly to the Governing Council;
 - 6.7.3 the performance of the investments is reviewed regularly with the Governing Council;
 - 6.7.4 the Governing Council is entitled to cancel the delegation arrangements at any time;

- 6.7.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 6.7.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Governing Council on receipt; and
 - 6.7.7 the Financial Expert must not do anything outside the powers of the Governing Council.
- 6.8 to arrange for investments or other property or assets of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the Governing Council or of a Financial Expert acting under its instructions and to pay any reasonable fee required;
 - 6.9 to encourage groups of persons to form branches, friends groups or other voluntary groups and provide an organisation within which they should conduct their business which must be for, or conducive to, the Objects and at its discretion to dissolve any such branches, friends groups or other voluntary groups or dissociate them from the Company. Each branch, friends group or other voluntary group shall be constituted and its affairs shall be carried on in accordance with regulations approved from time to time by the Governing Council;
 - 6.10 to establish, support, act as trustee of or aid in the establishment and support of any charitable associations, institutions or trusts and to subscribe or guarantee money for charitable purposes in any way connected with the Objects or which shall further the Company's interests or any of them;
 - 6.11 to employ staff and to make provision for the payment of pensions and superannuation to or on behalf of employees and former employees of the Company and their spouses, civil partners, widows, widowers and other dependants and to provide life, health, accident and other insurances and other benefits (financial or otherwise) to or for the benefit of any of them;
 - 6.12 to provide indemnity insurance to cover the liability of the members of the Governing Council which by virtue of any rule of law would otherwise attach to them, or any one of them, in respect of any negligence, default, breach of trust or breach of duty in relation to the Company. Provided that any such insurance shall not extend to any claim arising from any act or omission which the Governing Council, or member of the Governing Council concerned, knew to be a breach of trust or breach of duty or which was committed by the Governing Council or member of the Governing Council in reckless disregard of whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Governing Council, or member of the Governing Council, in their capacity as the Governing Council, or a member of the Governing Council, of the Company;
 - 6.13 to insure the property and assets of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required;

- 6.14 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them;
- 6.15 to subscribe to, support, affiliate, become a member of, transfer all or any of the Company's property to, amalgamate with or cooperate with any other charitable organisation, institution, society or body not formed for or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are, wholly or in part, similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company;
- 6.16 to purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any one or more of the charitable organisations, institutions, societies or bodies having objects altogether or in part similar to the Objects;
- 6.17 to use any form of media and communication including but not limited to printing and publishing any newspaper, periodicals, books, articles or leaflets using films, television, video and the internet;
- 6.18 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 6.19 to undertake or support research in furtherance of the Objects and to publish the useful results of such research;
- 6.20 to provide counselling, support and advisory services and facilities to patients, their families and carers;
- 6.21 in so far as is permitted by law, to give all kinds of indemnities and to guarantee the performance of the obligations and liabilities of any person in each case either with or without the Company receiving any consideration or advantage;
- 6.22 to arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- 6.23 to provide financial assistance, to make grants or loans of money, to give guarantees and donations to and to provide equipment and apparatus;
- 6.24 to make applications for consent under bye-laws or regulations and other like applications;
- 6.25 to pay out of the funds of the Company the costs, charges and expenses of, and incidental to, the formation and registration of the Company;
- 6.26 to enter into contracts and provide services to or on behalf of other bodies;
- 6.27 to establish or acquire subsidiary companies to assist or act as agents for the Company;

- 6.28 to do all such other lawful and charitable things as shall further the attainment of the Objects.
7. The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members and no member of the Governing Council shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company. Provided that this Article shall not prevent any payment in good faith by the Company:
- 7.1 of reasonable and proper remuneration to any Member, officer or employee of the Company (not being a member of the Governing Council, save that such a member of the Governing Council may also be an employee or officer of a Member) for any goods or services supplied to the Company and of travelling expenses necessarily incurred in carrying out the duties of any Member, officer or employee of the Company;
 - 7.2 of interest at a reasonable rate on money lent by any Member or member of the Governing Council;
 - 7.3 of reasonable and proper rent or hiring fee for premises let or hired to the Company by any Member or member of the Governing Council;
 - 7.4 of fees, remuneration or other benefit, in money or money's worth, to a company of which a member of the Governing Council may be a member holding not more than one per cent part of the issued share capital of that company;
 - 7.5 to any member of the Governing Council of reasonable out-of-pocket expenses;
 - 7.6 of an indemnity to any member of the Governing Council in respect of any liabilities properly incurred in running the Company in accordance with Article 97;
 - 7.7 of the usual professional charges for business done by any member of the Governing Council who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf;
 - 7.8 of the payment of remuneration to a member of the Governing Council for services under a contract with the Company as authorised by Article 8;
 - 7.9 of the payment of any premium in respect of any indemnity insurance to cover the liability of the member of the Governing Council as permitted under Article 6.12;
 - 7.10 of the payment to any Member or member of the Governing Council of charitable benefits in furtherance of the Objects; and
 - 7.11 in exceptional cases of other payments or benefits (but only with the written approval of the Charity Commission in advance).
8. A member of the Governing Council may not be an employee of the Company, but a member of the Governing Council or a Connected Person may enter into a contract with

the Company to supply services or goods to the Company in return for a payment or other material benefit if:

- 8.1 the services or goods are actually required by the Company;
 - 8.2 the nature and level of the payment or benefit is no more than is reasonable in relation to the value of the goods or services and is set at a meeting of the Governing Council in accordance with the procedure in Article 9 and recorded in an agreement in writing;
 - 8.3 the number of members of the Governing Council who are interested in any such a contract in any financial year of the Company is in the minority; and
 - 8.4 before entering into such a contract, the members of the Governing Council have decided that they are satisfied that it would be in the best interests of the Company, and likely to promote the success of the Company, for the goods or services to be provided by the relevant person (as opposed to being provided by someone who is not a member of the Governing Council or a Connected Person) to, or on behalf of, the Company for the amount or maximum amount of benefit or payment set at the meeting referred to in Article 8.2.
9. Subject to Article 10, whenever a member of the Governing Council has a direct or indirect interest in a matter to be discussed at a meeting of the Governing Council or a committee of the Governing Council, he must:
- 9.1 declare that interest in accordance with the Act and declare it before the meeting or at the meeting before discussion begins on the matter;
 - 9.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;
 - 9.3 not be counted in the quorum for that part of the meeting; and
 - 9.4 be absent during any vote and have no vote on the matter (whether in a meeting or by written resolution).

and provided that the requirements of Articles 8 and 9 are fully met, a member of the Governing Council's duty to avoid conflicts of interest under the Act is disapplied, in relation to contracts with the Company as authorised by Article 8, in accordance with the provisions of the Act.

10. Where a member of the Governing Council has a direct or indirect interest in a matter to be discussed at a meeting, but that interest does not result in a financial benefit being conferred on the member of the Governing Council or a Connected Person, the other members of the Governing Council may permit that member of the Governing Council to remain at the meeting for that item provided that the quorum for the meeting is met without counting the member of the Governing Council in question and provided that the resolution is agreed to without his vote being counted.
11. The liability of the Members is limited.
12. If, upon the winding-up or dissolution of the Company, 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 (except where a Member is also a charity with similar objects) but shall be given or transferred to such charitable institution or institutions in any part of the world operating with similar objects to those of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under Article 7, such institution or institutions to be determined by the Governing Council at or before the date of dissolution or, failing that, by the Full Members or, failing that, by the Charity Commission. Nothing in these Articles of Association shall authorise an application of the property of the Company for purposes which are not charitable in accordance with the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Act (Northern Ireland) 2008.

MEMBERS

13. The number of Full Members with which the Company proposes to be registered is to be unlimited.
14. The first Full Members of the Company shall be the subscriber to the Company on its incorporation and thereafter shall be as follows:
 - 14.1 Associazione Italiana Niemann Pick (Italy)
 - 14.2 Asociason Niemann Pick de Argentina (Argentina)
 - 14.3 Canadian Chapter of NNPDF
 - 14.4 Fundacion Niemann-Pick de Espana (Spain)
 - 14.5 National Niemann Pick Disease Foundation (USA)
 - 14.6 Niemann-Pick Disease Group (UK)
 - 14.7 Niemann-Pick Selbsthilfegruppe (Germany)
 - 14.8 Niemann-Pick Suisse (Switzerland)
 - 14.9 Vaincre Les Maladies Lysosomales (France)
 - 14.10 Volwassenen Kinderen en Stofwisselingsziekten (Netherlands).
15. After that, the Governing Council may admit any organisation that is properly constituted and registered in its country of origin as a Full Member of the Company provided that the following conditions are met:
 - 15.1 such organisation is a not for profit organisation and has been established for more than two years; and
 - 15.2 its objects include all of the following:
 - 15.2.1 the provision of support for families affected by Niemann-Pick Disease;
 - 15.2.2 the dissemination of information about all aspects of Niemann-Pick Disease; and

- 15.2.3 the facilitation of research into Niemann-Pick Disease and the dissemination of the useful results of such research.
16. In the case of any organisation which is constituted as an unincorporated association, it shall nominate one of its officers to be a Full Member for and on its behalf and such person shall act under the direction of that organisation's governing body.
17. Full Members shall be entitled to attend, speak and vote at General Meetings.
18. The Governing Council may terminate the membership of any Full Member if:
- 18.1 the Full Member no longer meets the criteria for membership under Article 15 (in which case such Full Member may be admitted as an Associate Member by the Governing Body in its discretion under Article 19 if the relevant criteria are met); and
- 18.2 a two thirds majority of the Governing Council vote in favour of a resolution to terminate the membership of the Full Member.
19. In addition to Article 17, the Governing Council may admit any organisation, that is properly constituted and registered in its country of origin, as an Associate Member provided that:
- 19.1 it is a not for profit organisation; and
- 19.2 it meets at least one of the criteria outlined in Article 15.2.
20. In the case of any organisation which is constituted as an unincorporated association, it shall nominate one of its officers to be an Associate Member for and on its behalf and such person shall act under the direction of that organisation's governing body.
21. For the avoidance of doubt, Associate Members shall not be entitled to vote at General Meetings, but may be permitted to receive information from the Company and to take part in networking and mutual support activities and any other event or activity (including General Meetings) as the Governing Council may decide from time to time.
22. The Governing Council may, from time to time, charge a subscription fee to its Full and Associate Members and may, from time to time, vary that fee and the terms for payment.
23. The Governing Council may terminate the membership of any Associate Member if:
- 23.1 the Associate Member no longer meets the criteria outlined in Article 19; and
- 23.2 a two thirds majority of the Governing Council vote in favour of a resolution to terminate the membership of that Associate Member.
24. Notwithstanding Articles 13 – 23, the Governing Council may from time to time establish other categories of membership, and may set out the rights and duties of such members (and may vary or revoke such rights and duties from time to time) and may from time to time require the payment of a subscription fee.
25. In addition to Articles 18 and 23, a Member shall cease to be a Member and its name shall be removed from the Register if:

- 25.1 it resigns by giving one month's notice in writing of its resignation to the Company;
- 25.2 any sum contracted by it to be paid to the Company or due and payable by it to the Company is not paid within 28 days of its due date, and the Governing Council resolves that it shall cease to be a Member;
- 25.3 a resolution is passed or an order is made for its winding up or it is placed in liquidation, or if an administrator or receiver is appointed, or it ceases to exist or, in the case of an unincorporated association, any similar process occurs with a view to its winding up or, if any similar event or process occurs in any jurisdiction with a view to its winding up;
- 25.4 in the case of a member which is an unincorporated organisation acting through its nominated representative, that representative ceases to be an officer of that organisation, in which case, the organisation concerned shall nominate another of its officers in his place;
- 25.5 it otherwise ceases to qualify for membership under these Articles; or
- 25.6 it is otherwise removed from membership by resolution of the Governing Council on the ground that in its reasonable opinion the Member's continued membership is harmful to the interests of the Company (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within fourteen Clear Days after receiving notice).

GENERAL MEETINGS

26. The Governing Council, or the President, may whenever it or he thinks fit, call General Meetings and on the requisition of Full Members pursuant to the provisions of the Act shall immediately proceed to convene a General Meeting in accordance with those provisions. Unless otherwise determined by the Governing Council, a General Meeting shall be called every two years.

NOTICE OF GENERAL MEETINGS

27. Notice of General Meetings shall be given in accordance with the Act.
28. 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.
29. The Governing Council may, in its discretion, invite Associate Members to attend, but not vote, at any General Meeting

PROCEEDINGS AT GENERAL MEETINGS

30. No business shall be transacted at any General Meeting unless a quorum of Full Members is present. Save as herein otherwise provided, one third of the Full Members or a minimum of three Full Members (whichever is the greater) present by their authorised representative and entitled to vote on the business to be transacted shall be a quorum. Members may attend General Meetings in person or by suitable electronic

means (including by video or telephone conference), provided that all participants are able to communicate with one another.

31. If, within fifteen minutes from the time appointed for the holding of a General Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Full Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (but if that day falls on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday), at the same time and place, or to such day, time and place as the Governing Council, shall appoint, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Full Members present shall be a quorum.
32. The President shall preside as chairman at every General Meeting of the Company or if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, or no President has been appointed, the Vice President (if any) shall, if present and willing to act, preside as chairman failing which the Full Members present shall elect a representative from amongst their number to be chairman of that meeting.
33. The chairman of the General 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 business which might properly have been transacted at the meeting had the adjournment not taken place.
34. When a meeting is adjourned for fourteen 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 only be necessary to give reasonable notice.
35. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or upon the declaration of the result of the show of hands) a poll is:
 - 35.1 demanded by the chairman of the meeting; or
 - 35.2 by at least two Full Members present in person having the right to vote at the meeting (including proxies).

Unless a poll is so 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 proceedings of the Company 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.

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.

36. A demand for a poll made by a proxy for a Full Member will be treated in the same way as a demand made by the Full Member which appointed that proxy.

37. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Full Members) and fix a time and place for declaring the results of a poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
38. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
39. No poll may be demanded on the election of a chairman of a meeting or on any question of adjournment.
40. Subject to the provisions of the Act, a resolution in writing is as effective as a resolution actually passed at a General Meeting duly convened and held and shall be treated as being passed when it is agreed to by the number of Full Members who would be required to pass it at a General Meeting.
41. Any corporation which is a Full Member may, by resolution of its directors or other governing body, authorise any person to act as its representative at any General Meeting and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual Full Member including power when personally present to vote on a show of hands and to demand or concur in demanding a poll.

VOTES OF MEMBERS

42. Every Full Member shall have one vote (whether on a show of hands or on a poll) to be cast by the Full Member either personally or by proxy.
43. 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 for all purposes. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
44. Every Full Member shall be entitled to appoint another person as his proxy in accordance with the Act. A proxy does not need to be a Full Member.
45. Proxies may only be validly appointed by a notice in writing (a "proxy notice") which states the name and address of the Full Member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which he is appointed, is signed by or on behalf of the Full Member and is delivered to the Company in accordance with these Articles.
46. The Governing Council may require proxy notices to be delivered in a particular form.
47. Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolution.
48. Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions put to the meeting and 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.

49. 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.
50. An appointment under a proxy notice may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
51. 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 appointer's behalf.

THE GOVERNING COUNCIL

52. Until otherwise determined by an ordinary resolution of the Full Members, the number of members of the Governing Council shall not be less than three nor more than 17.
53. The first members of the Governing Council shall be the persons named below who shall serve in office until 31 August 2015:

Karen Quandt

Christoph Poincilit

Peter Henggeler

Toni Mathieson

James Green

54. Notwithstanding Article 53:
 - 54.1 the President and the Vice President, appointed under Article 76, shall be members of the Governing Council ex officio; and
 - 54.2 each Full Member shall have the power to nominate a person to be a member of the Governing Council, save that if the number of Full Members exceeds the number of vacancies on the Governing Council, then the members of the Governing Council shall be elected from amongst the persons nominated by each Full Member at a General Meeting. Notwithstanding this, the person nominated by the Full Member which is established in the same country in which the Company is established shall automatically be entitled to be a member of the Governing Council for so long as the Company is established in that country.
55. The Governing Council shall have power at any time from time to time to appoint any person who is able and willing to do so to be a member of the Governing Council to fill any casual vacancies arising, save that such person shall only be eligible to serve on the Governing Council until the next General Meeting at which time he may be re-elected by the Full Members.
56. A person shall not be entitled to act as a member of the Governing Council, whether on a first or subsequent appointment, unless he has signed a declaration of acceptance and willingness to act in accordance with the terms of the Articles.

POWERS AND DUTIES OF THE GOVERNING COUNCIL

57. Subject to the provisions of the Act and these Articles and to any directions given by special resolution of the Company, the business of the Company shall be managed by the Governing Council for which purpose they may exercise all the powers of the Company. No alteration of these Articles and no such direction shall invalidate any prior act of the Governing Council 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 Governing Council by these Articles and a meeting of the Governing Council at which a quorum is present may exercise all the powers exercisable by the Governing Council.
58. The Governing Council may exercise all the powers of the Company to borrow money and to mortgage or charge, grant or create security over its undertaking, property and assets or any part of them and to give guarantees or issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party, but only in so far as is permitted by law.
59. Subject to the provisions of these Articles, the Governing Council may make rules with respect to the carrying into effect of all or any of the Objects or all or any of the provisions of these Articles.

DISQUALIFICATION OF MEMBERS OF THE GOVERNING COUNCIL

60. The office of a member of the Governing Council shall be vacated if:
- 60.1 he is removed by the Full Member which nominated him in which case such Full Member may nominate someone else in his place (but such person may only serve in office until the next General Meeting, but then may be re-elected);
 - 60.2 he dies or becomes subject to a bankruptcy order or he makes any arrangement or composition with his creditors;
 - 60.3 he is suffering from mental disorder or mental incapacity and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental health or mental capacity or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity;
 - 60.4 in the case of a corporate trustee, a resolution is passed or an order is made for its winding up or it is placed in liquidation, or an administrator or a liquidator is appointed, or ceases to exist;
 - 60.5 he is the President or the Vice President and he ceases to hold that office, but only if at least 3 members of the Governing Council will remain in office after his resignation;
 - 60.6 by notice in writing to the Company he resigns his office but only if at least 3 members of the Governing Council will remain in office after his resignation;

- 60.7 he is disqualified from acting as a trustee under any statute or ceases to hold office by virtue of any provision of the Act or is prohibited by law from holding office;
- 60.8 he is disqualified in accordance with any rules, regulations or codes (including the Code of Conduct) in force from time to time and applicable to the Governing Council;
- 60.9 he is removed by the Governing Council on the basis that in its reasonable opinion, his conduct or behaviour is detrimental to the interests of the Company;
- 60.10 he has been convicted of any criminal offence, except where the maximum sentence for that offence is a fine; or
- 60.11 he absents himself from the meetings of the Governing Council during a continuous period of twelve months without special leave of absence from the Governing Council and they pass a resolution that he has by reason of such absence vacated office.

RETIREMENT OF MEMBERS OF THE GOVERNING COUNCIL

- 61. Save for the first members of the Governing Council who shall serve in office for the period specified in Article 53, members of the Governing Council may serve in office for two years. At the end of his two year term in office, a member of the Governing Council may be re-elected at the General Meeting in the year in which he is due to retire provided that he has been nominated for re-election by a Full Member.
- 62. The first members of the Governing Council may be re-elected at the General Meeting immediately following their first term in office and, if so re-elected, their second term shall commence on the date of their re-election.
- 63. A member of the Governing Council due to retire shall retain his office until the conclusion of the meeting at which he retires or (if earlier) when a resolution is passed at that meeting not to fill the vacancy or to appoint another person in his place or the resolution to re-appoint him is put to the meeting and lost.
- 64. Notwithstanding anything in these Articles, the Full Members may by ordinary resolution at a General Meeting of which special notice has been given in accordance with the Act remove any member of the Governing Council before the expiration of his period of office.

PROCEEDINGS OF THE GOVERNING COUNCIL

- 65. The quorum necessary for the transaction of business of the Governing Council shall be one third of the Governing Council, subject to a minimum of three members of the Governing Council. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the President shall have a second or casting vote.
- 66. Unless otherwise resolved by the Governing Council, the Governing Council shall meet every three months and may meet more frequently if it wishes.

67. The President shall be entitled to preside as chairman at all meetings of the Governing Council and meetings of the Company at which he shall be present. If the President is unwilling to do so or is not present within fifteen minutes after the time appointed for holding the meeting, or no person has been appointed to the position of President, the Vice President (if any) shall act as chairman of the meeting and if no Vice President is elected or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Governing Council shall choose one of its number to be chairman of the meeting.
68. Notwithstanding Articles 76 – 79, the Governing Council may appoint one or more committees consisting of two or more individuals appointed by them at least one of whom must be a member of the Governing Council for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Governing Council would be more conveniently undertaken or carried out by a committee. Provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Governing Council.
69. Any committee of the Governing Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than two members of the body concerned.
70. Any of the members of the Governing Council, or any committee of the Governing Council, can take part in a Governing Council meeting or committee meeting by way of a:
 - 70.1 video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or
 - 70.2 series of video conferences or telephone calls from the chairman of the meeting

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the chairman will be treated as taking place where the chairman is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chairman of the meeting is unless the Governing Council decide otherwise.
71. The President or Executive Vice-Chairman of the Governing Council may, and on the request of two members of the Governing Council shall, at any time call a meeting of the Governing Council.
72. The Governing Council for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose.
73. All acts bona fide done by any meeting of the Governing Council, or of any committee of the Governing Council, or by any person acting as a member of the Governing Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member, 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 member of the Governing Council and had been entitled to vote.

74. The Governing Council shall cause proper minutes to be made in books provided for the purpose of:
- 74.1 all appointments of officers made by the Governing Council;
 - 74.2 the names of the Governing Council members present at each meeting of the Governing Council and of any committee of the Governing Council; and
 - 74.3 all resolutions and proceedings at all meetings of the Company and of the Governing Council and of committees of the Governing Council.

Any minutes of any meeting, if purporting to be signed by the chairman of that meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.

75. A resolution of the Governing Council may be taken by majority of the Eligible members of the Governing Council at a meeting or by a resolution in writing agreed to by a majority of the Eligible members of the Governing Council for the time being or of any committee of the Governing Council entitled to receive notice of a meeting of the Governing Council or of any such committee of the Governing Council (as the case may be) (provided that a decision cannot be taken by written resolution if the Eligible members of the Governing Council would not have formed a quorum at a Governing Council meeting). The resolution may consist of more than one document in the like form each signed by or otherwise agreed to by one or more than one person. For the avoidance of doubt, a member of the Governing Council may indicate his agreement to a resolution in Electronic Form.

EXECUTIVE COMMITTEE

76. The Governing Council shall, at the first meeting of the Governing Council following the General Meeting in that year, appoint;
- 76.1 a President (who shall, if he is not already a member of the Governing Council, become such a member ex officio);
 - 76.2 a Vice President (who shall, if he is not already a member of the Governing Council, become such a member ex officio);
 - 76.3 an Executive Treasurer;
 - 76.4 an Executive Secretary;
 - 76.5 an Executive Communications Officer.
77. The persons appointed under Article 76 shall be known collectively as “the Executive Committee”. If a vacancy arises amongst the Executive Committee between General Meetings the Governing Council shall be entitled to fill that vacancy until the following General Meeting.
78. Members of the Executive Committee, with the exception of the President and Vice President, may or may not also be members of the Governing Council.

79. The Executive Committee shall act under the direction of the Governing Council which shall from time to time set out the role and remit of such Executive Committee and its members in terms of reference, which may be varied or revoked from time to time. The proceedings and decisions of the Executive Committee shall be fully and promptly reported to the Governing Council.
80. A member of the Executive Committee may, at the invitation of the Governing Council, attend and speak at meetings of the Governing Council, save that such person shall not vote at such meetings unless he is also a member of the Governing Council.
81. Members of the Executive Committee may serve in office for terms of two years. At the end of each two year term in office, a member of the Executive Committee may be re-appointed by the Governing Council.

SECRETARY

82. The Executive Secretary shall act as secretary for the Company for so long as he shall occupy the role of Executive Secretary.

EXECUTION OF DOCUMENTS

83. The Governing Council shall provide for the safe custody of the Seal (if any) which shall be used only on the authority of the Governing Council, or of a committee of the Governing Council, authorised by the Governing Council in that behalf. Every instrument to which the Seal shall be affixed shall be signed by a member of the Governing Council and shall be countersigned by the Secretary (if any), or by a second member of the Governing Council, or by some other person appointed by the Governing Council for that purpose. Otherwise, documents shall be executed for and on behalf of the Company in accordance with the Act.

ACCOUNTS

84. Accounts and records shall be prepared and maintained in accordance with the requirements of law and generally accepted accounting practice for companies of the nature of the Company, carrying on activities of the nature carried on by the Company.

ANNUAL REPORT

85. The Governing Council shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of any annual report and its transmission to the Charity Commission.

ANNUAL RETURN

86. The Governing Council shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of any annual return and its transmission to the Charity Commission.

NOTICES

87. Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the Act provides for documents or

information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company.

88. The only address at which a Full Member is entitled to receive notices is the address shown in the Register or an electronic address provided for that purpose.
89. Subject to the Articles, any notice or document to be sent or supplied to a member of the Governing Council in connection with the taking of decisions by the Governing Council may also be sent or supplied by the means by which that Governing Council has asked to be sent or supplied with such notices or documents for the time being.
90. A member of the Governing Council may agree with the Company that notices or documents sent to that member of the Governing Council in a particular way are deemed to have been received within a specified time of their being sent and for the specified time to be less than 48 hours.
91. Where a document or information is sent or supplied by the Company by post, service or delivery shall be deemed to be effected at the expiration of 24 hours after the time when the cover containing the same is posted (irrespective of the class or type of post used) and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted.
92. Where a document or information is sent or supplied by the Company in Electronic Form to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied and proving such service it will be sufficient to prove that it was properly addressed.
93. Where a document or information is sent or supplied by the Company by means of a website, service or delivery shall be deemed to be effected when:
 - 93.1 The material is first made available on the website; or
 - 93.2 If later, when the recipient received (or is deemed to have received) notification of the fact that the material was available on the website.
94. A Full Member, or member of the Governing Council, present at any meeting, shall be deemed to have received notice of the meeting, and where requisite, of the purpose for which it was called.
95. In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted by the Act.

INDEMNITY AND INSURANCE

96. Subject to the provisions of the Act and these Articles, but without prejudice to any indemnity to which a member of the Governing Council may otherwise be entitled, every member of the Governing Council shall be indemnified out of the assets of the Company, against any liability incurred by him in defending any proceedings or investigation by any regulatory authority, 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.

97. Subject to the provisions of the Act and these Articles, the Governing Council may purchase and maintain insurance at the expense of the Company for the benefit of any of their members, or other officer, of the Company against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a member of the Governing Council or other officer.