



Revised 25 September 2009

**The Companies Acts 1985 and 1989  
Company Limited by Guarantee and not having a Share Capital**

**Articles of Association of**

**PRIMARY CARE RESPIRATORY SOCIETY UK<sup>2,3</sup>**

**Interpretation**

1. In these articles:

“the Charity” means the company intended to be regulated by these articles;

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

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

“the Articles” means these Articles of Association of the Charity;

“clear days” 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;

“electronic communications” has the meaning ascribed to it in the Electronic Communications Act 2000;

“electronic signature” has the meaning ascribed to it in the Electronic Communications Act 2000;

“executed” includes any mode of execution;

“informal membership” means a supporter who may be called a “member” but is not a company member for the purposes of the Articles or the Act and shall not be entitled to vote on any matter;

“in writing” means written, printed or transmitted writing including by electronic communication;

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<sup>2</sup> As adopted by special resolution dated 8 July 2005.

<sup>3</sup> As adopted by special resolution dated 25 September 2009

“the Memorandum” means the memorandum of association of the Charity;

“office” means the registered office of the Charity;

“the seal” means the common seal of the Charity if it has one;

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“the trustees” means the directors of the Charity (and “trustee” has a corresponding meaning);

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

## **MEMBERSHIP**

2. (1) The Charity must maintain a register of members.
- (2) Membership of the Charity shall be open to any individual interested in promoting the objects who:
  - (1) applies to the Charity in the form required by the trustees;
  - (2) meets one of the following criteria:
    - (a) is a general practitioner providing general medical services under the National Health Service; or
    - (b) is a nurse or other health professional involved in the management of respiratory disease in primary care; or
    - (c) is a retired general practitioner, nurse or other health professional falling within sub-clause (b) above
  - (3) is approved by the trustees and the trustees may in their absolute discretion decline to accept any person as a member and need not give reasons for doing so; and

- (4) consents in writing to become a member and (for avoidance of doubt) consent given by electronic communications shall be deemed to have been given in writing.
- (3) The trustees may establish different classes of membership (including informal membership), prescribe their respective privileges and duties and set the amounts of any subscriptions.
- (4) Membership is terminated if the member concerned:
  - (a) gives written notice of resignation to the Charity provided that after resignation there remains at least one member; or
  - (b) dies; or
  - (c) is more than six months in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due); or
  - (d) is removed from membership by resolution of the trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice; or
  - (e) becomes bankrupt or makes any arrangement or composition with his or her creditors generally.
- (5) Membership of the Charity is not transferable.
- (6) The trustees may at their discretion levy subscriptions on all members of the Charity at such rate(s) as they shall decide and may levy subscriptions at different rates on different categories of members.

## **MEETINGS OF THE MEMBERS**

### **Annual General Meetings**

- 3. The Charity 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 fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. The annual general meeting shall be held at such times and places as the trustees

shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. At an annual general meeting the members:
  - (1) receive the accounts of the Charity for the previous financial year;
  - (2) receive the trustees' report on the Charity's activities since the previous annual general meeting;
  - (3) accept the retirement of those trustees who wish to retire or who are retiring by rotation;
  - (4) elect trustees to fill the vacancies arising;
  - (5) appoint auditors for the Charity;
  - (6) may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity; and
  - (7) may discuss and determine any issues of policy or deal with any other business put before them by the trustees.

#### **Other General Meetings**

5. The trustees may call a general meeting at any time. The trustees shall call a general meeting on receiving a requisition to that effect signed by at least 10% of the members having the right to vote and attend at general meetings. In default, the requisitionists may call a general meeting in accordance with the Act.

#### **Notice of general meetings**

6. All general meetings, including an annual general meeting and an extraordinary general meeting called for the passing of a special resolution, shall be called by at least twenty-one clear days' notice.
7. A general meeting may be called by shorter notice if it is so agreed:

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

### **Contents of Notice**

8. Every notice calling a general meeting 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. If a special resolution is to be proposed, the notice shall contain a statement to that effect.

### **Service of Notice**

9. The notice shall be given to all the members and to the trustees and auditors.
10. 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.

### **PROCEEDINGS AT GENERAL MEETINGS**

11. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall constitute a quorum.
12. 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 trustees may determine.
13. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their numbers to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
14. If no trustee is willing to act as chairman, or if no trustee is present within fifteen 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.

15. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
16. 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 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 not be necessary to give any such notice.
17. 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 Act, a poll may be demanded:
  - (1) by the chairman; or
  - (2) by at least two members having the right to vote at the meeting; or
  - (3) 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.
18. 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.
19. 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.
20. 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 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.
21. 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.

22. 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. 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.
23. 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.
24. The proceedings at any meeting or on the taking of a poll shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.
25. A resolution in writing signed by each member (including by way of electronic signature) who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she 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 signed by or on behalf of one or more members. The date of a written resolution shall be the date on which the last member signs. Copies of all proposed written resolutions of the members shall be sent to the Charity's auditors before being passed.

#### **Votes of members**

26. Subject to Article 21, every member shall have one vote. On a poll every member present in person or by proxy shall have one vote.
27. No member shall be entitled to vote at any general meeting unless all monies then payable by him to the Charity have been paid.
28. No member may vote on any matter in which he or she is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting, such permission to be given or withheld without discussion.
29. 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.

30. A proxy shall be in writing, executed by the appointing member and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the trustees may approve):-

“PRIMARY CARE RESPIRATORY SOCIETY UK,

I/We, \_\_\_\_\_

\_\_\_\_\_,

Of

\_\_\_\_\_

—,

being a member/members of the above named Charity, hereby appoint \_\_\_\_\_, of \_\_\_\_\_, or failing him/her, \_\_\_\_\_, 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 Charity to be held on [date], and at any adjournment thereof.

Signed on [date]”

31. Where it is desired to afford members an opportunity of instructing the proxy how he or she shall act 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 trustees may approve)-

“Primary Care Respiratory Society UK

I/We, \_\_\_\_\_, of \_\_\_\_\_,

being a member/members of the above named Charity, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him/her, \_\_\_\_\_ 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 Charity to be held on [date], 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 or she thinks fit or abstain from voting.

Signed on [date]"

32. 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 trustees may:-
- (1) 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 Charity in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (2) 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 at least 24 hours before the time appointed for the taking of the poll; or
  - (3) 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 chair or to the Secretary or to any trustee;

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

## **TRUSTEES**

### **Number of trustees**

33. Subject to Article 35, the number of trustees shall be not less than three and (unless otherwise determined by ordinary resolution of the trustees) not more than eight.
34. At least two of the trustees shall be members of the Charity and at least one of the trustees shall be a general practitioner at the time of his /her appointment
35. The trustees may at any time co-opt any individual who is qualified to be appointed as a trustee to fill a vacancy in their number, or as an additional trustee. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

### **Powers of trustees**

36. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No

alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees 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 trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

37. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;
  - (2) to enter into contracts on behalf of the Charity; and
  - (3) to seek the assistance of special advisors to inform and advise the trustees in the discharge of their duties; provided that the trustees shall not be bound to seek or accept such advice.

### **Regulations**

38. The trustees shall have power from time to time to make, repeal or alter regulations as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business by the trustees or any committee and as to any of the matters or things within the powers or under the control of the Charity provided that such regulations shall not be inconsistent with the Memorandum or the Articles.

### **Delegation of trustees' powers**

39. The trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
- (1) the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number); and
  - (2) the composition of any such committee shall be entirely in the discretion of the trustees and may comprise such of their number (if any) as the resolution may specify; and

- (3) the deliberations of any such committee shall be reported regularly to the trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the trustees and for that purpose every committee shall appoint a secretary; and
  - (4) all delegations under this Article shall be revocable at any time; and
  - (5) the trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
40. For the avoidance of doubt, the trustees may (in accordance with Article 36) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any trustee, provided always that no committee shall incur expenditure on behalf of the trustees except in accordance with a budget which has been approved by the trustees.
41. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the trustees so far as the same are applicable and are not superseded by any regulations made by the trustees.

#### **Delegations of day to day management powers**

42. In the case of the delegation of the day to day management of the Charity to a chief executive or other manager or managers:
  - (1) the delegated power shall be to manage the Charity by implementing the policy and strategy adopted and within a budget approved by the trustees and if applicable to advise the trustees in relation to such policy, strategy and budget;
  - (2) the trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and
  - (3) the manager shall report regularly to the trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts sufficient to explain the financial position of the Charity

#### **Appointment and retirement of trustees**

43. At every annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the

number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.

44. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
45. If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
46. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:
  - (1) he is recommended by the trustees, or
  - (2) not less than fourteen nor more than thirty-five 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 Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
47. No person may be appointed as a trustee:
  - (1) if they are under the age of 18 years; or
  - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article [49].
48. Not less than seven nor more than twenty-eight 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 the details of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at that meeting. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.

49. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
50. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed, but no trustee shall serve more than 3 consecutive terms of office unless a special resolution authorising election for a further term is passed at a general meeting

### **Disqualification and removal of trustees**

51. A trustee shall cease to hold office if he:
  - (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
  - (3) resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
  - (4) is absent without the permission of the trustees from two consecutive meetings and the trustees resolve that his office be vacated; or
  - (5) is deemed to have brought the Charity into dis-repute and is asked by a majority of the other trustees to resign.

### **Trustees' expenses**

52. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

### **Trustees' appointments**

53. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office

of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.

54. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

### **PROCEEDINGS OF TRUSTEES**

55. The trustees must hold at least two meetings each year.
56. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit.
57. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom.
58. 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.
59. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
60. The trustees may act notwithstanding any vacancies to their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
61. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding the office or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
62. The trustees may appoint one or more sub-committees of the trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and

proceedings of any such sub-committee shall be fully and promptly reported to the trustees.

63. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee 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 trustee and had been entitled to vote.
64. A resolution in writing, signed (including by way of electronic signature) by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

#### **GENERAL**

65. A meeting of the trustees may be held either in person or by suitable electronic means agreed between the trustees in which all participants may communicate simultaneously with all other participants.

#### **Secretary**

66. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

#### **Minutes**

67. The trustees shall keep minutes in books for the purpose:
  - (1) of all appointments of officers made by the trustees; and
  - (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting;

and any such minute, if purported to be signed by the Chairman of the meeting at which the proceedings were held, or by the Chairman of the next succeeding meeting, shall, as against any member or trustee of the Charity, be sufficient evidence of the proceedings.

### **Records and accounts**

68. The Trustees shall comply with the requirements of the Act and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:
- (1) annual reports;
  - (2) annual returns;
  - (3) annual statements of account.

### **Notices**

69. 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 trustees need not be in writing.
70. The Charity 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, or by electronic communications to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her.
71. A member present, either in person or by proxy, at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
72. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication or facsimile has been transmitted to the correct address or number shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained in an electronic communication at the expiration of 48 hours after the time it was transmitted.

### **Indemnity**

73. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement 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 Charity.

### **Winding up**

74. The provisions of clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in the articles.

Signature:

Name: DR JOHN HAUGHNEY

Dated: 20 August 2001

Witness to the signatures: ELAINE FAWBERT

Name: Elaine Fawbert,

Signature:

Name: DR DAVID BELLAMY

Dated: 5 September 2001

Witness to the signatures: MARK GRAINGER

Name: Mark Grainger

A handwritten signature in black ink, appearing to read "Neil Kendle", enclosed in a thin black rectangular border.

Signature

Name: MRNEIL KENDLE

Dated: 25<sup>th</sup> September 2009