

Healthlink Worldwide

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United Kingdom

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Charitable Status :

Healthlink Worldwide is registered as a charity on the Central Register maintained by the Charity Commission for England & Wales, registration number 274260. It was registered on 15th September 1977. Further details of this registration can be found at the Charity Commission website :

<http://www.charity-commission.gov.uk/registeredcharities/showcharity.asp?regno=274260&submit=Run+Search>

Legal Status :

Healthlink Worldwide is a company limited by guarantee, incorporated in England & Wales, registration number 1322161. It was incorporated on 20th July 1977 under the name “Appropriate Health Resources and Technologies Action Group Limited” and changed its name to “Healthlink Worldwide” on 17th June 1998.

Under section 4 of its Memorandum of Association it is prohibited from distributing any profit to its members, and is therefore defined as a not-for-profit company.

The following pages contain the full wording of the company’s Certificate of Incorporation and the Certificate of Incorporation on Change of Name (copies of the original certificates can be supplied on request) and the Memorandum of Association and Articles of Association which under the laws of England & Wales form the organisation’s Constitution. The original signatures on the Memorandum and Articles have here been typed into the documents – copies of the originals can be supplied on request.

CERTIFICATE OF INCORPORATION

No. 1322161

I hereby certify that

APPROPRIATE HEALTH RESOURCES AND TECHNOLOGIES ACTION
GROUP LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the 20th July 1977

D.A.Pendlebury
Assistant Registrar of Companies

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 1322161

The Registrar of Companies for England and Wales hereby certifies that

APPROPRIATE HEALTH RESOURCES AND TECHNOLOGIES ACTION
GROUP LIMITED

having by special resolution changed its name, is now incorporated under the name of

HEALTHLINK WORLDWIDE

Given at Companies House, Cardiff, the 17th June 1998

N.Butler
For the Registrar of Companies

No. 1322161

THE COMPANIES ACT 1948 TO 1976

COMPANY LIMITED BY GUARANTEE AND NOT

HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

APPROPRIATE HEALTH RESOURCES AND TECHNOLOGIES ACTION GROUP LIMITED

Incorporated the 20th day of July 1977

McKenna & Co.
12 Whitehall
London, SW1A 2DZ

THE COMPANIES ACTS 1948 TO 1976
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

APPROPRIATE HEALTH RESOURCES AND
TECHNOLOGIES ACTION GROUP LIMITED

1. The name of the Company (hereinafter called 'the Association') is 'APPROPRIATE HEALTH RESOURCES AND TECHNOLOGIES ACTION GROUP LIMITED'.
2. The registered office of the Association will be situate in England.
3. The Association is established for the promotion of health education through the collection and dissemination of information on solutions to health and development problems and to provide technical assistance to those persons or bodies of persons involved in health and community development programmes throughout the world.

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise namely:

- 1) To undertake research, evaluate studies and compile information concerning community health and development, primary health care and appropriate health technology in all parts of the world and to make available the results of such study to the public.
- 2) To bring together and co-ordinate persons, groups, organisations or other body of persons who require assistance to further their understanding and knowledge of health and community development programmes with those persons who have such knowledge, understanding and skill.
- 3) To manage health and community developments with a view towards the development of alternative technological solutions throughout the world.

- 4) To prepare and print or otherwise produce and circulate or otherwise publish reports, surveys, books, articles, brochures, pamphlets, films, programmes for radio, television, and all communications media and to promote and conduct advertising and publicity campaigns and all activities connected therewith.
- 5) To establish and maintain a collection of documents an annotated directory of instructions and persons involved in community health care, circulars, magazines, books and other publications with reference to appropriate health resources and technologies and projects throughout the world.
- 6) To present, produce, promote, organise, manage and conduct any such meetings, lectures, classes, debates, conference libraries, demonstrations, exhibitions as the Association may think fit.
- 7) From time to time fix and charge such reasonable charges, fees, and prices as they think fit for admission or to otherwise or to otherwise in respect of any such lectures, classes, debates, conference libraries, demonstrations or exhibitions as aforesaid or for the sale of any publications, or material provided that the Association shall not undertake trading of any kind which is of a permanent nature.
- 8) To purchase or hire any equipment, plant, furniture or chattels.
- 9) To co-operate, sub-contract or enter into any agreement of any kind with the World Health Organisation, Intermediate Technology Development Group Limited or any central, local or other public authority or any other body or person throughout the world whenever it appears to the Association that such co-operation or agreement as aforesaid is likely to assist, promote or make more effective any of the work of the Association and may in like manner co-ordinate the activities of the Association with those of any such authority or person.
- 10) To accept subscriptions, donations, devises, bequests and to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, subscriptions or otherwise.
- 11) To borrow or raise money for the objects of the Association on such terms (and with such consents as are by law required) and on such security as may be thought fit.
- 12) To take and accept any gift of money, property or other assets, whether subject to any special trust or not for any one or more of the objects of the Association.
- 13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.

- 14) To invest the monies of the Association not immediately required for its purposes in or upon such shares, stocks, funds, securities or other investments in any part of the world involving liability or not as the Association shall in its absolute discretion think fit.
- 15) To make any charitable donation, either in cash or assets for the furtherance of the objects of the Association.
- 16) To make any donations in cash or assets or establish or support aid in the establishment or support of, or constitute, or lend money (with or without security) to or for any charitable institution, corporation, fund, trusts, or purposes having or including purposes similar to the objects of the Association.
- 17) To undertake and execute charitable trusts.
- 18) To appoint Patrons and/or Honorary Directors of the Association.
- 19) To engage and pay any person or persons whether on a full time or part time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Association.
- 20) Subject to the provisions of Clause 4 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives and other dependants.
- 21) To amalgamate with any companies, institutions, societies or associations which shall be charitable at law and have objects altogether or mainly similar to those of the Association and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Association by this Memorandum of the Association.
- 22) To pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association.
- 23) To do all such other lawful and charitable things as will further the attainment of the objects of the Company or any of them.

Provided that:

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management of Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the Charity Commissioners over such Council of Management, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.
4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no members of its council of Management shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

- 1) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Association;

- 2) of interest on money lent by a member of the Association or of its Council of Management or Governing Body at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bank of England or 3%, whichever is the greater;
 - 3) to any member of its Council of Management or Governing Body of reasonable out-of-pocket expenses;
 - 4) to a company of which a member of the Association or of its Council of Management may be a member holding not more than one hundredth part of the capital of such company.
5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
7. If upon the winding-up of or dissolution of the Association 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 of the Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
--

Katherine M Elliott
MRCS, LRCP

Physician
24, St. Georges Court
Gloucester Road
London SW7 4QZ

Graham M Buel
KB,MD,FRCP

Physician
29 Heath Drive
London NW3 7SB

Dated the eighteenth day of June 1977

Witness to the above signatures:

H.B. Tweedy
c/o Ciba Foundation
41 Portland Place
London W1
Occupation : Resident Porter

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

Of

APPROPRIATE HEALTH RESOURCES AND TECHNOLOGIES ACTION
GROUP LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or the context:

WORDS	MEANINGS
The Act.....	The Companies Act 1948
These presents.....	These Articles of Association, and the regulations of the Association from time to time in force.
The Association.....	The above-named company
The Council.....	The Council of Management for the time being of the Association
The Office.....	The registered office of the Association
The Seal.....	The common seal of the Association
The United Kingdom.....	Great Britain and Northern Ireland
Month.....	Calendar Month
In Writing.....	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act of any Statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of the members with which the Association proposes to be registered is fifty. (*deleted by resolution passed 29th April 1986*)
3. The provisions of section 110 of the Act shall be observed by the Association and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Association is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions thereafter contained shall be members of the Association.
6. It shall be lawful for the Council to provide for the admissions of such persons as they may think fit to be Friends or Associates of the Association and for the rights, duties and liabilities (if any) of such Friends or Associates but so that such person shall not by virtue of having been admitted to be such Friends or Associates as aforesaid be members of the Association and that such rights shall not include a right to speak or vote at General Meetings of the Association. The Secretary shall keep an accurate register of such Friends or Associates of the Company.

GENERAL MEETINGS

7. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
8. All General Meetings, other than Annual General Meetings, shall be called extraordinary General Meetings.
9. The Council may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists, as provided by Section 132 of the Act.
10. Twenty One days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served, and of the day for which it is given) specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association, but with the consent of all the members having the

right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members think fit.

11. The accidental omission to give notice of a meeting to , or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed to be special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed Special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceed to business. Save as herein otherwise provided seven members personally present shall be quorum.
14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
15. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some members of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
16. The Chairman 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 have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
18. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

22. Subject as hereinafter provided, every member shall have one vote.
23. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
24. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. A proxy need not be a member.
25. The instrument appointing proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

- 26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified of office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

“
 “I, _____,
 “of _____,
 “a member of _____,
 “hereby appoint _____,
 “of _____,
 “and failing him, _____,
 “of _____,
 “to vote for me and on my behalf at the (Annual, or Extraordinary, or
 Adjourned, as the case may be)
 “General Meeting of the Association to be held on the _____,
 “_____ day of _____,
 “and at every adjournment thereof.
 “As witness my hand this _____ day of _____ 20____ .

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT

- 29. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than three nor more than ten. (“ten” replaced by “fifteen” by resolution passed 11th May 1989)
- 30. The first Council Members shall be appointed in writing by the subscribers to the Memorandum of Association.

31. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election.
32. The Council may appoint a Director or Directors (who may or may not be a Council Member or Members). The Director or Directors shall have such powers and duties in relation to the conduct of the business of the Association as the Council shall from time to time determine. The Council may remunerate any Director who is not a Council member.

POWERS OF THE COUNCIL

33. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
34. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

35. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

36. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bonafide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

37. The office of a member of the Council shall be vacated:
- A. If a receiving order is made against him or he makes any arrangement or composition with his creditors
 - B. If he becomes of unsound mind
 - C. If he gives one month's notice in writing to the Company (subject to the provisions of section 212 of the Act)
 - D. If he ceases to hold office by reason of any order made under section 188 of the Act
 - E. If he is removed from office by a resolution duly passed pursuant to the Act or the Companies Act 1976
 - F. If he ceases to be a member by virtue of section 195 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

38. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
39. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
40. The Association may at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

41. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
42. Any Council member whose age exceeds 65 at any Annual General Meeting shall retire at that meeting but shall be eligible for re-election. His retirement shall not be taken into account in determining the Council members who are to retire by rotation at such a meeting.
43. In addition and without prejudice to the provisions of section 184 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

44. The 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. Unless otherwise determined, (three) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.
45. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
46. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
47. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

48. The Council may delegate any of their powers to committees consisting of such member or members of the Council and or such persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
49. All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
50. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
51. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.
52. The Members of the Council shall be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or General Meeting of the Association or in connection with the business of the Association.

ACCOUNTS

53. The Council shall cause proper books of account to be kept with respect to:
- A. all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - B. all sales and purchases of goods by the Association; and
 - C. the assets and liabilities of the Association.
- Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs to the Association and to explain its transactions.
54. The books of account shall be kept at the office, or, subject to section 147(3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

55. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Association or any of them, shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
56. As the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the incorporation of the Association made up to a date not more than (four) months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditor's report shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act 1967.
57. Every Council Member or other officer (including Auditor) of the Association shall be indemnified out of the assets of the Association against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to Section 205 of the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and no Council Member or other officer (including Auditor) shall be liable for any loss, damage or misfortune which may happen or be incurred by the Association in the execution of the duties or in relation thereto, but this article shall only have effect insofar as its provisions are not avoided by the said section.

AUDIT

58. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
59. Auditors shall be appointed and their duties regulated in accordance with section 161 of the Act and section 14 of the Companies Act 1967, and the Companies Act 1976, members of the Council being treated as the Directors mentioned in those sections.

NOTICES

60. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
61. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only these members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
62. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put in the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Graham M Buel
KB,MD,FRCP

Physician
29 Heath Drive
London NW3 7SB

Katherine M Elliott
MRCS, LRCP

Physician
24, St. Georges Court
Gloucester Road
London SW7 4QZ

Dated this eighteenth day of June 1977

Witness to the above signatures:

H.B.Tweedy
c/o Ciba Foundation
41 Portland Place
London W1
Occupation : Resident Porter

ALTERATIONS TO ARTICLES OF ASSOCIATION

NB

Article 2 On 29 April 1986 a resolution was passed to 'delete Article 2'

The effect is to lift the restriction on the number of members the Association may enrol.

Article 29 On 11 May 1989 a resolution was passed 'That Article 29 of the Articles of Association of the Company be amended by the substitution therein of the word "fifteen" for the word "ten" appearing in the said article'

The effect is to raise the numbers of the members of the Council to a maximum of fifteen.