

The Companies Act 1985
Private Company Limited by Guarantee
And not having a Share Capital
Memorandum of Association of
European Association for Haemophilia and
Allied Disorders Limited
Adopted by Written resolution dated 23rd June 2008

1. NAME

The company's name is "European Association for Haemophilia and Allied Disorders Limited" (and in this document is called "the Charity")

2. REGISTERED OFFICE

The Charity's registered office is to be situated in England and Wales.

3. OBJECTS

The objects of the Charity ("the Objects") are the relief of persons suffering from haemophilia and allied disorders in Europe, for the benefit of the public, particularly but not exclusively by:

- 3.1 recognising, measuring and addressing the problems of people with haemophilia and allied disorders, protecting their interests and ensuring the provision of the highest quality of care available;
- 3.2 promoting research in the above areas;
- 3.3 disseminating knowledge through the appropriate scientific channels and educating practitioners, clinical scientists, professionals allied to medicine and the general public in the knowledge of haemophilia and allied disorders and their treatment.

4. POWERS

In furtherance of the above Objects but not further or for any other purpose the Charity shall have the following Powers (the "Powers"):

- 4.1 to employ and pay any person or persons as necessary to carry out the work of the Charity and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers and other dependants. The Charity may employ or remunerate a Director only to the extent that it is permitted to do so by clause 5 and provided it complies with the conditions in that clause.
- 4.2 to bring together in conference representatives of professional associations, voluntary organisations, government departments, statutory authorities and other bodies, and individuals.

- 4.3 to arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses.
- 4.4 to collect and disseminate information on all matters relating to the Objects and the Charity and exchange such information with other bodies having similar objects whether in Europe or elsewhere.
- 4.5 to establish or support any charitable trusts, associations or institutions formed for any charitable purposes included in the Objects.
- 4.6 to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents, films or recorded tapes (whether audio or visual or both) as shall further the Objects and the Charity.
- 4.7 to purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the Objects and construct, maintain alter and equip any buildings or erections necessary for the work of the Charity.
- 4.8 to make regulations for the management of any property which may be so acquired by the Charity.
- 4.9 subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity.
- 4.10 subject to such consents as may be required by law, to borrow or raise money for the purposes of the Objects and accept gifts on such terms and on such security as shall be deemed to be necessary provided always that the Charity complies with any applicable legislation relating to the granting of security.
- 4.11 to raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise provided that the Charity shall not undertake any substantial permanent trading activities.
- 4.12 to invest the monies of the Charity not immediately required for the achievement of the Objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- 4.13 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
- 4.14 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects.

- 4.15 to purchase and maintain, for the benefit of any Director or officer of the Charity, indemnity insurance to cover their liability:
- 4.15.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Charity; and/or
 - 4.15.2 to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986 (wrongful trading)
- save that any such insurance in the case of clause 4.15.1 shall not extend to any liability of a director
- 4.15.3 resulting from conduct which the Directors knew, or must be assumed to have known, was not in the best interests of the Charity, or where the Directors did not care whether such conduct was in the best interest of the Charity or not;
 - 4.15.4 to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors;
 - 4.15.5 to pay a fine;
 - 4.15.6 to make such a contribution where the basis of the Director's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;
- 4.16 subject to the provisions of, and so far as may be permitted by, the Companies Act 1985, to fund the expenditure of every Director, or other officer of the Charity incurred or to be incurred:
- 4.16.1 in defending any criminal or civil proceedings; or
 - 4.16.2 in connection with any application under section 144(3), 144(4) or 727 of the Companies Act 1985.
- 4.17 to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity;
- 4.18 do all such other lawful things as are necessary for the attainment of the Objects;

5. THE INCOME AND PROPERTY OF THE CHARITY

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Charity, (save that a member who is also a Director may receive benefit from the Charity in their capacity as beneficiary and/or receive reasonable and proper remuneration for any goods or services supplied to the Charity) and no Director shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity PROVIDED THAT nothing herein shall prevent any payment by the Charity in the best interests of the Charity if the Directors follow the procedure and observe the conditions set out in clause 5.2 and if one of the following conditions applies:

- 5.1.1 the Directors obtain the prior written approval of the Charity Commission;
- 5.1.2 the payment is of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a member of its board of Directors) for any services rendered to the Charity;
- 5.1.3 the payment is of interest on money lent by any member of the Charity or of its board of Directors at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the board of Directors;
- 5.1.4 the payment is of reasonable and proper rent for premises demised or let by any member of the Charity or of its Directors;
- 5.1.5 the payment is of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1% (one percent) of the capital of that company;
- 5.1.6 the payment is to any Director of reasonable out-of-pocket expenses;
- 5.1.7 the payment is to any Director in their capacity as a beneficiary of the Charity;
- 5.1.8 the payment is to a Director under a contract for the supply of goods or services to the Charity, other than for acting as a Director;
- 5.1.9 the payment is of a premium in respect of any indemnity insurance to cover the liability of the Directors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: provided that any such insurance shall not extend to any claim arising from liability from conduct which the Directors knew, or must be assumed to have

known, was not in the best interests of the Charity, or where the Directors did not care whether such conduct was in the best interests of the Charity or not and provided also that any such insurance shall not extend to any claim arising from liability for costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors.

- 5.2 The Charity and its Directors may only rely upon the authority provided by clause 5.1 if each of the following conditions is satisfied:
- 5.2.1 the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances;
 - 5.2.2 the Director is absent from the part of any meeting at which there is discussion of:
 - 5.2.2.1 his employment of remuneration, or any matter concerning the contract; or
 - 5.2.2.2 his performance in the employment, or his or her performance of the contract; or
 - 5.2.2.3 any proposal to enter into any other contract or arrangement with him or to confer any benefit upon him that would be permitted under clause 5.3; or
 - 5.2.2.4 any other matter relating to a payment or the conferring of any benefit permitted by clause 5.3;
 - 5.2.3 the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting;
 - 5.2.4 the other Directors are satisfied that it is in the interests of the Charity to employ or to conduct with that Director rather than with someone who is not a Director. In researching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest);
 - 5.2.5 the reason for their decision is recorded by the Director in the minute book;
 - 5.2.6 a majority of the Directors then in office have received no such payments;
- 5.3 The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- 5.3.1 a partner;

- 5.3.2 an employee;
- 5.3.3 a consultant;
- 5.3.4 a director; or
- 5.3.5 a shareholder, unless the shares of the relevant company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital

6. LIABILITY OF MEMBERS

- 6.1 The liability of the members is limited.
- 6.2 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1.00) of the Charity's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Charity's debts and liabilities 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.

7. WIND UP/DISSOLUTION

If upon the winding up or dissolution of the Charity 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 Charity, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects of the Charity, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of clause 5, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

**THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
EUROPEAN ASSOCIATION FOR HAEMOPHILIA
AND ALLIED DISORDERS LIMITED**
Adopted by Written resolution dated 23rd June 2008
Amended by Special Resolution dated 6th June 2013
Further Amended by Special Resolution dated 27
February 2014
Further Amended by Special Resolution dated 12
February 2015

1. **PRELIMINARY**

The regulations contained in Table A and Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Charity and these Articles alone shall constitute the regulations of the Charity.

2. **DEFINITIONS AND INTERPRETATION**

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context :

"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
"Charitable"	Throughout this memorandum and articles of association "charitable" means 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 section 7 of the Charities and Trustee Investment (Scotland) Act 2005. For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England & Wales.
"clinical scientist"	a person who is scientifically qualified, and contributes to the investigation and care of people with haemophilia and allied disorders, or undertakes research in this area
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"Commission"	the Charity Commission for England and Wales
"Companies Act 1985"	the Companies Act 1985 (as amended from time to time)
"Companies Act 2006"	the Companies Act 2006 (as amended from time to time)
"Directors"	the directors for the time being of the Charity or (as the context shall require) any of them acting as the board of directors of the Charity. The Directors are

charity trustees as defined by section 97 of the Charities Act 1993

"electronic address"	any address or number used for the purposes of sending or receiving documents or information by electronic means
"electronic form" and "electronic means"	have the meaning given in section 1168 of the Companies Act 2006
"executed"	includes any mode of execution
"hard copy form"	has the meaning given in section 1168 of the Companies Act 2006
"medical practitioner"	a person who is medically qualified and who is registered to practice medicine in the country in which he or she is a resident
"member of a profession allied to medicine"	a person who is not medically qualified but who cares directly for people with haemophilia and allied disorders including but not limited to nurses physiotherapists and social workers
"office"	the registered office of the Charity
"seal"	the common seal of the Charity (if any)
"secretary"	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 Statutes"	the Companies Acts as defined in section 2 of the Companies Act 2006 and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force relating to companies and affecting the Charity
"United Kingdom"	Great Britain and Northern Ireland.
"in Writing"	hard copy form or to the extent agreed by the recipient (or deemed to be agreed by virtue of a provision of the Statutes) electronic form or website communication

2.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.

2.3 References to any Statute or statutory provision include, unless the context otherwise requires, a reference to that Statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant Statute or statutory provision.

2.4 The word "address" where it appears in these Articles includes postal address and, where applicable, electronic address.

3. MEMBERS

3.1 General Provisions relating to membership

3.1.1 The subscribers to the Memorandum of Association of the Charity and such other persons as are admitted to membership in accordance with these Articles shall be members of the Charity. No person shall be admitted as a member of the Charity unless he or she is approved by the Directors. Every person who wishes to become a member shall deliver to the Charity an application for membership in such form as the Directors require to be executed by him or her agreeing to be bound by the Memorandum of Association of the Charity and these Articles and on being so admitted his or her name shall be entered in the register of members of the Charity.

3.1.2 The Directors shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for their decision but nothing in these Articles shall entitle the Directors to discriminate in any way between applicants for membership by reason of race, colour, sex or creed.

3.1.3 Subject to all moneys presently payable to him or her to the Charity pursuant to any rules or bye-laws made by the Directors pursuant to Article 12 or otherwise having been paid, a member may at any time resign from the Charity by giving at least seven clear days' notice in writing to the Charity provided that after such resignation the number of members remaining is not less than two.

3.2 Classes of Membership

There shall be the following 3 categories of members with the following rights and obligations and the Directors shall record those rights and obligations in the Charity's register of members:

3.2.1 Ordinary members

Ordinary membership shall be open to medical practitioners, clinical scientists and members of professions allied to medicine, from any country, who, at the time of application for membership, are working in haemophilia related services and can provide evidence of an active interest in the care of people with haemophilia and allied disorders. Acceptance for ordinary membership shall be at the discretion of the Directors, and shall be approved by the current ordinary members at the next following Annual General Meeting. Applicants will be informed of their admission in writing. Ordinary members shall be entitled to attend general meetings of the Charity and shall be entitled to one vote each.

3.2.2 Associate members

Associate membership shall be open to those medical practitioners, clinical scientists and members of professions allied to medicine, from any country, who, at the time of application for membership, are working in haemophilia related services and can provide evidence of an active interest in the care of people with haemophilia and allied disorders, but who are also full time employees in the pharmaceutical industry. Acceptance for associate membership shall be at the discretion of the Directors, and shall be approved by the current ordinary members at the next Annual General Meeting. Associate members shall be entitled to attend and speak at general meetings of the Charity but shall not have any voting rights.

3.2.3 Honorary members

Honorary membership shall be open to any person on the recommendation of the Directors in recognition of an exceptional contribution to the field of haemophilia and allied disorders. Recommendations for honorary membership shall be agreed by the Directors and following which appointments to honorary membership shall be approved by the ordinary members in general meeting by way of a two-thirds majority of those ordinary members present at the relevant general meeting. Honorary members shall not pay a membership fee, they shall be entitled to attend and speak at general meetings of the Charity but they shall have no voting rights.

3.2.4 the rights allotted to a class of membership may only be varied if:

- 3.2.4.1 three quarters of the members of that class consent in writing to the variation; or
- 3.2.4.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation

3.3 Membership duration

3.3.1 Membership of the Charity is personal and cannot be transferred or acquired through succession.

3.3.2 Membership shall automatically end:

- 3.3.2.1 on notice from the member, in writing in accordance with the provisions of Articles 3.3.3 and 3.3.4
- 3.3.2.2 on a member's death

3.3.2.3 on notice from, or following expulsion from, the Charity in accordance with the provisions of Articles 3.3.3 and 3.3.4.

3.3.3 Notice of termination of membership by the Charity may be given, in writing, by the Directors in the event that: a member no longer fulfils the requirements laid down for membership; if the Charity cannot reasonably expect membership to continue; if a member fails to pay his / her membership fee for more than one year despite written requests being made by the Charity; if a member breaches the terms of the Charity's Memorandum of Association, the Articles or any regulations or resolutions of the Charity; or if, in the opinion of the Directors, the member inflicts unreasonable damage upon the Charity.

3.3.4 Expulsion is entrusted to the Directors, which will notify the member of the resolution as soon as possible, in writing, stating the reasons for the expulsion and the date when the case shall be reviewed.

3.3.5 The expelled member concerned is entitled to appeal against the decision to the ordinary membership of the Charity within one month of receipt of the notification, when the case will be reviewed at the next available General Meeting. Following an appeal, ratification of the expulsion from membership requires a majority of three fourths of the votes cast at the General Meeting at which the expulsion is considered. During the period of appeal and pending the resolution of the appeal, the member is suspended. A suspended member has no voting rights and may not participate in any meetings of the Directors.

3.4 Membership subscriptions

3.4.1 As a condition of membership every ordinary member shall pay an annual membership fee for the forthcoming year, of an amount to be determined from time to time by the Directors. Any change in the amount of the annual membership fee shall be notified in writing to members at least six months before it comes into force.

3.4.2 The Directors may set a reduced membership fee for ordinary members who, for any reason, are regarded by the Directors as eligible for this concession.

3.4.3 The Directors may decide that members who have paid their membership fee for the current calendar year are entitled to receive a discount on the registration fee for their participation in any scientific meeting of the Charity.

3.4.4 Associate members and honorary members shall not pay a membership fee.

4. THE BOARD OF DIRECTORS

4.1 Powers of the Directors

- 4.1.1 The policy and general management of the affairs of the Charity shall be directed by the Directors. The Directors may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Act 1985, the Memorandum of Association of the Charity and these Articles and to any directions given by special resolution.
- 4.1.2 The proceedings of the Directors shall not be invalidated by any defect in the election, appointment, co-option or qualification of any Director.
- 4.1.3 The Directors shall appoint and fix the remuneration of staff as may in their opinion be necessary.
- 4.1.4 The Directors are authorised, subject to prior approval by the members in General Meeting, to enter into agreements for the acquisition, disposal and encumbering of registered property, as well as to enter into agreements whereby the Charity undertakes to provide security to a third party.
- 4.1.5 No alteration of the Charity's Memorandum of Association or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 4.1.6 Any meeting of the Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.
- 4.1.7 A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to personal financial interest).

4.2 Delegation of Directors' Powers and Committees

The Directors may delegate any of their powers to any committee consisting of one or more Directors and such other persons (if any) not being Directors co-opted on to such committee as the Directors think fit provided that the number of co-opted persons not being Directors shall not exceed one half of the total number of members of such committee. Otherwise, the Directors may appoint and wind up such committees as may from time to time be deemed necessary by the Directors and shall determine their terms of reference, powers and composition. The Chair of any such committee shall be appointed by invitation of the President of the Charity. All acts and proceedings of such committees shall be reported back to the Charity at the meeting of the Directors following the meeting of the committee. Publication in any form by

any person of the findings of any committee shall require the prior agreement of the Directors in writing. Subject to any such conditions imposed by the Directors, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Directors so far as they are capable of applying.

4.3 Number of Directors

There shall be not less than 4 Directors and unless otherwise determined by ordinary resolution of the members there shall be no more than 11 Directors.

4.4 Appointed and Retirement of Directors

4.4.1 Those Directors in office on the incorporation of the Charity shall be known as the "Initial Directors".

4.4.2 The Initial Directors shall hold such office as the Directors shall determine at their first meeting.

4.4.3 Notwithstanding any other provision of these Articles the Directors shall determine those Initial Directors who shall be subject to retirement at the first Annual General Meeting of the Charity.

4.4.4 Directors (other than the Initial Directors) shall be appointed by way of an election process as set out in these Articles and pursuant to any rules relating to such process as may be adopted by the Directors from time to time. The election process shall be carried out in such a way as to ensure that the board of Directors has a balanced reflection of the professional diversity of the field of haemophilia and allied disorders.

4.4.5 Prior to each Annual General Meeting of the Charity, the Directors shall invite ordinary members to propose members to be Directors. Each proposal must be signed by an ordinary member and countersigned by another ordinary member as seconder. Proposals shall be forwarded to the secretary no later than two months before the proposed date of the Annual General Meeting of the Charity.

4.4.6 Directors shall be elected by a ballot of the ordinary members of the Charity, with each ordinary member entitled to one vote for each vacant position. Any individual proposed to be a Director shall prior to the ballot of the ordinary members relating to his or her proposed appointment, make a declaration of interests pursuant to the provisions of Article 4.9. The Directors shall ensure that a secure system of postal and of proxy balloting will be available for those ordinary members who are unable to vote in person. The Directors shall procure that the election process is adequately supervised by a person delegated by the Directors to carry out this task.

- 4.4.7 Directors may be elected to the following offices: President; the President elect (known as the "Vice President"); the Treasurer; and the Secretary. All other Directors shall be non-office bearing.
- 4.4.8 Directors shall hold office for a period of three years, with a further option of three years via re-election at the AGM, save for the President and Vice-President who shall each hold office for a period of two years. The Vice-President shall be automatically appointed to the office of President on the expiry of his term of office as Vice-President.
- 4.4.9 The Directors, in their sole discretion, may co-opt the immediate Past President as an additional Director who shall automatically retire after two years.
- 4.4.10 If the Directors are of the opinion that the board of Directors does not contain an adequate number of Directors who are medical practitioners, clinical scientists or members of a profession allied to medicine, the Directors may co-opt members who are willing to act to be additional Directors in order to deal with the under-representation. Any Director so appointed shall be deemed to automatically retire at the next following general meeting of the Charity.
- 4.4.11 On the expiration of their term of office, the non-office bearing Directors may stand for the posts of Vice President (President elect), Treasurer or Secretary, and the outgoing Secretary or Treasurer may stand for a different office-bearing position. On the expiration of a term of office or following the resignation of a Director from a particular office with the Charity, those Directors who have held a particular office shall not become eligible for re-election to that office for a period of three years following his or her departure from that office.
- 4.4.12 In the event of a casual vacancy, the Directors shall take all necessary steps to arrange the election of a replacement Director to hold office for the remainder of the term for which the former Director would have held office.
- 4.4.13 The office of a Director shall be vacated if:
- 4.4.13.1 he or she ceases to be a Director by virtue of any provision of the Companies Act 1985 or these Articles or he or she becomes prohibited by law from being a director; or
 - 4.4.13.2 he she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - 4.4.13.3 he or she is, or may be, suffering from mental disorder and either:
 - (i) in the opinion of the Directors becomes incapable of managing or dealing

with the administration his or her own affairs

- (ii) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
- (iii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matter concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or

4.4.13.4 he or she resigns his or her office by notice to the Charity; or

4.4.13.5 he or she shall for more than twelve consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his or her office be vacated.

4.5 No Alternate Directors

A Director shall not be entitled to appoint an alternate Director

4.6 Proceedings of the Directors

4.6.1 Subject to the provisions of these Articles, the Directors may regulate their meetings, as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote. Notice of every meeting of the directors shall be given to each Director, including Directors who are not based in the United Kingdom.

4.6.2 Any Director may participate in a meeting of the Directors or a committee constituted pursuant to Article 4.2 of which he or she is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Companies Act 1985, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairperson of the meeting then is.

4.6.3 Unless so fixed at any other number by an ordinary resolution of the members, the quorum for the transaction of the business of the Directors shall be four to include one of the President, Vice President or the Secretary.

- 4.6.4 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies, or of calling a general meeting.
- 4.6.5 The President, or in his or her absence, the Vice President shall preside as chairperson of the board of Directors. But, if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairperson of the meeting.
- 4.6.6 All acts done by any meeting of the Directors or of a committee constituted pursuant to Article 4.2, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or person acting 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 Director and had been entitled to vote.
- 4.6.7 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee constituted pursuant to Article 4.2 shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more Directors or members of the committee (as the case may be).
- 4.6.8 The Directors may invite other individuals to attend, speak but not vote at their meetings.

4.7 Minutes

The Directors shall cause minutes to be made in books kept for the purposes:

- 4.7.1 of recording the name and addresses of all members; and
- 4.7.2 of all appointments of officers made by the Directors; and
- 4.7.3 of all proceedings at meetings of the Charity and of the Directors and of committees constituted pursuant to Article 4.2 including the names of Directors and members (as appropriate) present at each such meeting.

4.8 Directors' Remuneration

The Directors shall not be paid any remuneration unless they are authorised by clause 5 of the Memorandum.

4.9 Declarations of Interests

In addition to any statutory obligations relating to the declaration of Directors' interests, Directors shall, as a condition of their eligibility to be appointed as a Director, declare personal and non-personal interests in the pharmaceutical industry, or in any commercial organisation linked with the care of people with haemophilia and allied disorders. Declarations will be held by both the President and the Vice-President. Any declarations provided by the President or the Vice-President shall be held by the Treasurer. In the event of any issues arising as a result of any declarations made pursuant to this Article 4.9, the President shall be at liberty to issue a ruling with regard to the matter in question. If the President's conduct in this regard is questioned then the matter will be settled through a joint ruling by the Vice President and Treasurer, acting together. Any further disputes shall be settled by the members of the Charity in general meeting.

5. MEETINGS OF THE ASSOCIATION

5.1 Minutes

5.1.1 Once in each year an AGM of the Association shall be held, at such time (not being more than 15 months after the holding of the preceding AGM) and place as the Directors shall determine.

5.1.2 At least 21 clear days' notice shall be given in writing by the Secretary to each member. The AGM shall be chaired by the President, or by the Vice President in his/her absence, or failing that, by the Treasurer.

5.1.3 At such AGM the business shall include:

- (i) the appointment of an auditor or auditors or independent examiners if required under the Charities Act 2006; and
- (ii) the consideration of an annual report of the work done by or under the auspices of the Directors and any working parties and committees of the Charity; and
- (iii) the consideration of the audited accounts; and
- (iv) election of the Directors, according to the terms of office as heretofore mentioned in Article 4.4; and

- (v) the transaction of such other matters as may from time to time be necessary.

5.2 Other General Meetings

- 5.2.1 All general meetings other than Annual General Meetings shall be called extraordinary general meetings. General meetings shall be convened as often as the Directors consider desirable, at times and places to be decided by the Directors.
- 5.2.2 At the written request of twenty (20) ordinary members eligible to vote, the Directors will convene a general meeting of the Charity, within four weeks of the request being submitted. If the Directors fail to convene a general meeting at the request of the members, then any member may convene a general meeting, but in doing so must comply with the provisions of the Memorandum and Articles of Association.
- 5.2.3 At general meetings the only matter that may be discussed is the item for which the meeting was called and provided for in the notice convening the general meeting and no other item may be discussed.

6. NOTICE OF GENERAL MEETINGS

- 6.1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear day's notice. All other meetings of the Charity other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by at least fourteen clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
- 6.2 Subject to the provisions of these Articles notice of general meeting shall be given to all members, to all Directors and to the auditors.
- 6.3 Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with section 369(3) of the Companies Act 2006.
- 6.4 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.
- 6.5 Every notice convening a general meeting shall be given in accordance with the Companies Act 2006 that is, in hard copy form, electronic form or by means of a website.

6.6 The Charity may send a notice of meeting by making it available in a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Companies Act 2006.

7. PROCEEDINGS AT GENERAL MEETINGS

7.1 No business shall be transacted at any general meeting unless a quorum of members is present. Four members who are Directors and ten ordinary members shall be a quorum, save that, if and for so long as the Charity has only one person as a member, one member present in person shall be a quorum. If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting shall stand adjourned to such other time and place as the Directors may determine provided always that the Directors shall give at least seven clear days notice of the adjourned meeting; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefore those members present shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

7.2 The President, or in his or her absence, the Vice-President shall preside as chairperson at every general meeting of the Charity, or if there is no such chairperson, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.

7.3 If at any meeting no Director is willing to act as chairperson or if no Director is present within fifteen minutes after the time appointed for holding the general meeting, the members present shall chose one of their number to be chairperson of the meeting.

7.4 A Director shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting.

7.5 The chairperson 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 which might properly have been transacted at the meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

7.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.

7.7 A declaration by the chairperson 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 of the Charity shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

7.8 In the case of an equality of votes, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote which he or she may have.

8. FINANCES

8.1 The Directors shall comply with their obligations under the Charities Act 2006 (or any statutory re-enactment or modification of that Act) or any other statutory obligation with regard to:

8.1.1 the keeping of accounting records for the Charity;

8.1.2 the preparation of the annual accounts for the Charity;

8.1.3 the auditing or independent examination of the accounts of the Charity; and

8.1.4 the transmission of the accounts of the Charity to the Commissioners.

8.2 An audited statement of the accounts for the last financial year shall be submitted by the of the Charity to the Annual General Meeting as provided for in these Articles.

8.3 All cheques must be signed by at least two Directors.

8.4 The financial year of the Charity shall coincide with the calendar year.

9. DISSOLUTION AND LIQUIDATION

Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if the provisions there of were repeated in these Articles.

10. NOTICES

10.1 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given in electronic form to an address for the time being notified for that purpose to the person giving the notice.

10.2 The Charity may give any notice to a member either personally or by sending it by first class post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it in electronic form to an address for the time being notified to the Charity by the member. A member who gives to the Charity an address either within or outside the United Kingdom at which notices may be given to him, or an address to which notices may be sent in electronic form, shall

be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

- 10.3 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 requisite, of the purposes for which it was called.
- 10.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 7 days after the envelope containing it was posted or, in the case of a notice contained in electronic form, at the expiration of 24 hours after the time it was sent.

11. INDEMNITY

Subject to the provisions of, and so far as may be permitted by, the Act and the Charities Act 1993 but without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Charity may indemnify every Director, or other officer of the Charity against all costs, charges, losses, expenses, and liabilities incurred by him in the execution and discharge of his or her duties or the exercise of his or her powers or otherwise in relation to or in connection with his or her duties, powers or office, including any liability which may attach to him or her in respect of any negligence, default, breach of duty or breach of trust in relation to anything done by him or her as a Director or other officer of the Charity.

12. RULES OR BYE-LAWS

- 12.1 The Directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye-laws regulate:
- 12.1.1 the admissions and classification of members of the Charity, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 12.1.2 the conduct of members of the Charity in relation to one another, and to the Charity's servants;
 - 12.1.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

12.1.4 the procedure at general meetings and meetings of the Directors and committees constituted pursuant to Article 4.2 in so far as such procedure is not regulated by these Articles;

12.1.5 and, generally, all such matters as are commonly the subject matter of such rules,

provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Charity or these Articles

12.2 The Charity shall have power to alter or repeal the rules or bye-laws referred to in Article 12.1 and to make additions thereto. The Directors shall adopt such means as they deem sufficient to bring to the notice of members all such rules or bye-laws made pursuant to this Articles 12 which, so long as they shall be in force, shall be binding on all members.

13. DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE

13.1 Where the Statutes permit the Charity to send documents or notices to its members in electronic form or by means of a website, the documents will be validly sent provided the Charity complies with the requirements of the Statutes.

13.2 Subject to any requirement of the Statutes only such documents and notices as are specified by the Charity may be sent to the Charity in electronic form to the address specified by the Charity for that purpose and such documents or notices sent to the Charity are sufficiently authenticated if the identity of the sender is confirmed in the way the Charity has specified.