

Patron:	His Grace, the Duke of Marlborough
President:	Dame Judi Dench, DBE
Honorary Director of Nutrition:	Professor Thomas Sanders, BSc., PhD., DSc.
Chairman:	Dr Robert Cramb, B.Sc M.B. Ch.B. M.Sc. FRCPath
Chief Executive:	Jules Payne

Constitution

Articles of Association of Hyperlipidaemia Education & Atherosclerosis Research Trust UK

(formerly known as HYPERLIPIDAEMIA EDUCATION AND RESEARCH TRUST UK; as adopted by special resolution on 29 June 2006)

Interpretation

1. In these Articles and the Memorandum of Association:-

"the Company" means HYPERLIPIDAEMIA EDUCATION & ATHEROSCLEROSIS RESEARCH TRUST UK

"the Board" and **"the Trustees"** are used interchangeably and both terms mean the directors of the Company, who are the charity trustees of the Company, as defined in s.97(1) of the Charities Act 1993 and "Trustee" shall be interpreted accordingly.

"committee" means any committee to which the Board has delegated any powers or the implementation of any decisions under Article 41 below and "committee members" shall have a corresponding meaning.

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the Articles" means the Articles of the Company.

"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.

"electronic communications" means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice-versa) –

- (a) by means of a telecommunication system: or
- (b) by other means but while in an electronic form.

"executed" includes any mode of execution.

"office" means the registered office of the Company.

"the seal" means the common seal of the Company.

"Secretary" means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy Secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

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

References to an Act of Parliament are to that Act as amended or re-enacted from time to time and any subordinate legislation made under it.

Members

2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. Subject to Article 4, every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Board require executed by him.

3. The Board may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing. The Board may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members.

4. If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members. Subject to the Board's right to decline to accept any person as a member, the unincorporated association or body shall be able to replace the member who is its representative with another person by notice in writing to the Company without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.

5. The Board may admit to honorary membership such persons and subject to such rights and obligations as it shall think fit. Such honorary members shall not, by virtue only of that honorary membership, be members for the purposes of the Articles or the Act. The Board may not bestow upon any honorary member the right to vote on any matter.

6. Subject to Article 4, membership shall not be transferable and shall cease on death. A member shall cease to be a member:-

(a) on the expiry of at least seven clear days' notice given by him to the Company of his intention to withdraw;

(b) if any subscription or other sum payable by the member to the Company is not paid on the due date and remains unpaid one month after notice served on the member by the Company informing him that he will be removed from membership if it is not paid. The Trustees may re-admit to membership any person removed from membership on this ground on his paying such sum in respect of the sum due as the Company may determine;

(c) if he becomes bankrupt or makes any arrangement or composition with his creditors generally or it goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or a petition is presented or an order made or a resolution passed for its winding-up; or

(d) if, at a meeting of the Board at which not less than half of the Trustees are present, a resolution is passed resolving that the member be expelled. Such a resolution shall not be passed unless the member has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board. If such a resolution as is referred to in this paragraph is passed, then the member shall forthwith cease to be a member but without prejudice to the liability of the member to pay to the Company any subscription or other sum owed by him.

7. The Board may in its discretion create different classes of membership and levy subscriptions on all members of the Company at such rate(s) as it shall determine and may levy subscriptions at different rates on different categories of members.

Patron, Presidents and Vice-Presidents

8. (a) The Trustees may appoint and remove any person or persons as a Patron, President or Vice-President of the Company and on such terms and for such purposes as they shall think fit.

(b) A person so appointed shall have the right to attend and speak (but not vote) at any general meeting of the Company and to be given notice thereof as if a member and shall also have the right to receive accounts of the Company when available to members.

(c) A Patron, President or Vice-President shall not, by virtue of that office alone, be a director or charity trustee of the Company.

General meetings

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

10. The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any member of the Company may call a general meeting.

Notice of general meetings

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

(a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five percent of the total voting rights at the meeting of all the members.

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

The notice shall be given to all the members and any Patron, President or Vice-President and to the Trustees and auditors.

Proceedings at general meetings

12. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Five persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall be a quorum.

13. If such a quorum is not present within half an hour from the time appointed for the meeting, 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 and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

14. The Chairman of the Company or in his absence the Vice-Chairman 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 number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman.

15. 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.

16. A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

17. The chairman of any general meeting 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 the 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.

18. 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 provision of the Act, a poll may be demanded:-

(a) by the chairman of the meeting; or

(b) by at least two members having the right to vote at the meeting; or

(c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

19. Unless a poll is duly 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 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.

20. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

21. A poll shall be taken as the chairman of the meeting 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 was demanded.

22. 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 casting vote in addition to any other vote he may have.

23. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was 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.

24. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

25. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

26. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Votes of members

27. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

28. No member may vote on any matter in which he is personally interested, pecuniary 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 member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company have been paid.

30. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

31. 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 of the meeting whose decision shall be final and conclusive.

32. The appointment of a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

"HYPERLIPIDAEMIA EDUCATION & ATHEROSCLEROSIS RESEARCH TRUST UK

I/We,
of,
being a member/members of the above named Company,
hereby appoint,
of,
or failing him,
of,
as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on 20, and at any adjournment thereof.

Signed on 20 "

33. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the appointment of 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):-

"HYPERLIPIDAEMIA EDUCATION & ATHEROSCLEROSIS RESEARCH TRUST UK

I/We,
of,
being a member/members of the above named Company,
hereby appoint,
of,
or failing him,
of,
as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on 20 ,
and at any adjournment thereof.

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

Resolution No 1 *for *against
Resolution No 2 *for *against

*Strike out whichever is not desired.

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

Signed on 20 . "

34. The appointment of 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:-

(a) in the case of an instrument in writing, be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(aa) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications –

(i) in the notice convening the meeting, or

(ii) in any instrument of proxy sent out by the Company in relation to the meeting, or

(iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any Trustee;

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

In this regulation and the next, "address" in relation to electronic communications, includes any number or address used for the purposes of such communications.

35. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.

36. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Chairman

37. (a) The Company shall have and the members shall elect a Chairman from time to time at an Annual General Meeting or if a vacancy shall occur between Annual General Meetings at an Extraordinary General Meeting.

(b) Every election under this Article shall be for an initial period of three years (measured as the period from that or (in the case of election at an Extraordinary General Meeting) the ensuing Annual General Meeting to the close of the third Annual General Meeting thereafter).

(c) Any person elected under this Article may be re-elected to that office for one ensuing period of three years (measured as the period from the Annual General Meeting at which he was re-elected to the close of the third Annual General Meeting thereafter), so that at the end of such re-election period the person concerned cannot stand again for at least one year.

(d) The Chairman for the time being shall be an ex-officio Trustee, and the Chairman shall also simultaneously serve as Chairman of the Board.

Number of Trustees

38. The minimum number of Trustees shall be five and unless otherwise determined by ordinary resolution the maximum shall be twenty.

Powers of Trustees

39. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Trustees who may exercise all the powers of the Association. No alteration of the Memorandum or 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 regulation shall not be limited by any special power given to the Trustees by these Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

40. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

Delegation of Trustees' powers

41. (a) The Board may delegate any of its powers or the implementation of any of its resolutions to any committee consisting of such persons as the Board may determine provided that the committee shall nonetheless have power to co-opt such additional members as may be necessary.

(b) The resolution making that delegation shall specify those financial limits within which any committee shall function.

(c) The deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary.

(d) All delegations under this Article shall be revocable at any time.

(e) The Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees, as it may from time to time think fit.

(f) The Board may delegate financial matters to any committee and may empower such committee.

42. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board.

Appointment and retirement of Trustees

43. The Chairman appointed in accordance with Article 37 above shall be an ex-officio Trustee and shall not be subject to retirement by rotation.

44. 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.

45. 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.

46. If the Company, 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, unless a resolution for the reappointment of the Trustee is put to the meeting and lost.

47. No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any general meeting unless:-

(a) he is recommended by the Trustees, and the Trustees have taken into account the desirability of having four Trustees who are patients (suffering from heart disease) at all times, or

(b) 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 Company 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 Company's register of Trustees together with notice executed by that person of his willingness to be appointed or reappointed.

48. Not less than seven nor more than thirteen clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting 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 the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Trustee. 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 Company's register of Trustees.

49. Subject as aforesaid, the Company 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. The Trustees may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees.

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.

51. Subject as aforesaid, a Trustee who retires at an Annual General Meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

Disqualification and removal of Trustees

52. The office of a Trustee shall be vacated if:-

- (a) he ceases to be a Trustee by virtue of any provision of the Act or he becomes prohibited by law from being a Trustee; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either:-
- (d) (i) he 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 1984; or
(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (e) he resigns his office by notice to the Company.

Trustees expenses

53. 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 separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

Proceedings of Trustees

54. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. Two Trustees may, and the Secretary at the request of two Trustees shall call a meeting of the Trustees. Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be sent by post, by fax or using electronic communications to each Trustee at least two clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by

reason of any business being considered which is not comprised in such general particulars. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of a Trustees' meeting shall have a second or casting vote.

55. The Board may appoint from their number a Vice-Chairman and Treasurer and may at any time remove an appointee from office.

56. The Board shall meet no less than 4 times a year. A meeting of the Board or of a committee may be held by means of video-conference, telephone or similar communications equipment. However, everybody who participates in the meeting must be able to hear each other. Any person participating in a meeting held in this manner shall be deemed to be present in person at the meeting. They will therefore count towards the quorum and be entitled to vote in any resolutions proposed to be passed at the meeting.

57. The quorum for the transaction of the business of the Trustees shall be three or one quarter (or the number nearest to one quarter) of the total membership of the Board, whichever is the greater.

58. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but if and so long as the number of Trustees is less than the number fixed as a quorum the Trustees may act for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of the Company but for no other purpose.

59. Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Board at which he is present. But if there is no Chairman or if he is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chairman (if any) shall preside. If there is no Vice-Chairman or if he is not present or is unwilling to preside, the Trustees present may appoint one of their number to be chairman of the meeting.

60. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee of which the other people entitled to vote at the meeting were unaware 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.

61. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual 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 and may consist of several documents in the like form each signed by one or more Trustees.

Secretary

62. Subject to the provisions of the Act and to Clause 5 of the Memorandum of Association, the Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Regulations

63. The Board shall have power from time to time to make repeal or alter regulations as to the management of the Company and the affairs thereof as to the duties of any officers or servants of the Company and as to the conduct of business by the Board or any committee and as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with the Memorandum of Association or these Articles.

Minutes

64. The Trustees shall cause minutes to be made in books kept for the purpose:-

(a) of all appointments of officers made by the Trustees; and
(b) of all proceedings at meetings of the Company and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such a meeting;

and any such minutes, 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, be sufficient evidence of the proceedings.

The Seal

65. The seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

Accounts and Statutory Records

66. The Company may in general meetings impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.

Notices

67. Any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications.

68. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the company by the member. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company. In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

69. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

70. 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 contained in an electronic communication 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, 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 sent.

Indemnity

71. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him 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 Company, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Winding Up

72. The provisions of Clauses 7 and 8 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

Memorandum of Association of Hyperlipidaemia Education & Atherosclerosis Research Trust UK

(formerly known as HYPERLIPIDAEMIA EDUCATION AND RESEARCH TRUST UK)

1. The name of the Company (hereinafter called "the Company") is HYPERLIPIDAEMIA EDUCATION & ATHEROSCLEROSIS RESEARCH TRUST UK

2. The registered office of the Company will be situated in England.

Objects

3. The objects for which the Company is established are to relieve those suffering the effects of heart disease and in particular lipid disorders, familial hyperlipidaemias and related conditions, to promote the relief of sickness and the preservation and protection of health by reducing the incidence of vascular disease in the general population of the United Kingdom, to provide counselling and advice to relatives of those diagnosed with inherited heart disease and to promote the study of causes, diagnosis and treatment of lipid disorders and associated metabolic diseases.

Powers

4. In furtherance of the objects but not further or otherwise, the Company shall have the following powers:-

- (a)** To increase public and medical awareness through educational campaigns, the publication of newsletters, books and pamphlets and the arranging of conferences, seminars and other appropriate meetings;
- (b)** To provide information to and otherwise represent the interest of those suffering the effects of heart disease, including raised cholesterol and other lipid conditions to the Government, the professions and other bodies;
- (c)** To promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the results thereof;
- (d)** To promote the diffusion among doctors and scientific workers of knowledge of the scientific and clinical aspects of lipid disorders and associated diseases;
- (e)** To employ and pay any person or persons not being members of the Board to supervise, organise and carry on work of the Association;
- (f)** To bring together in conference, representatives of voluntary organisations, Government departments, statutory authorities and individuals;
- (g)** To collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in the United Kingdom or overseas;
- (h)** To undertake, execute, manage or assist any charitable trusts, which may lawfully be undertaken, executed, managed or assisted by the Company;
- (i)** To cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents, as shall further the said objects;
- (j)** To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise provided that the Company shall not undertake taxable trading activities in raising the said funds;
- (k)** To provide or procure the provision of counselling and guidance in furtherance of the said objects or any of them;
- (l)** To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate and to erect, improve and maintain such buildings as may be necessary for any of the purposes of the Company;
- (m)** Subject to such consents as may be required by law to sell lease mortgage exchange dispose of or otherwise deal with and turn to account all or any part of the property of the Company with a view to the promotion of its objects;
- (n)** Subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder (whether to beneficiaries or not);
- (o)** To carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of the Company or a trade is temporary and ancillary to the carrying out of the objects aforesaid and to incorporate any wholly owned company to carry on any such trade;

- p)** To engage or employ such persons (whether as employees consultants advisers or however) (not being Trustees) as may be requisite to the promotion of the objects of the Company and on such reasonable terms and at such reasonable remuneration as the Board may think fit;
- (q)** To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- (r)** To establish and support or aid in the establishment and support of other charitable associations or institutions and to subscribe, lend or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects;
- (s)** To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary to its objects;
- (t)** To invest the monies of the Company not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit;
- (u)** To receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary for the work of the Company;
- (v)** To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments for the purpose of or in connection with the objects of the Company;
- (w)** To establish, promote or assist charitable companies with objects similar to those of the Company for the acquisition of the property or liabilities of the Company, or to carry on any authorised activity of the Company or for any other charitable purpose calculated to benefit the Company in the furtherance of its objects;
- (x)** To amalgamate, merge or join in with any charity having charitable objects wholly or in part similar to those of this Company for the purposes of better effectuating the charitable purposes;
- (y)** To purchase, acquire or undertake all or any of the property liabilities and engagements of charitable associations, societies or bodies with which the Company may co-operate or federate;
- (z)** To pay out of the funds of the Company the costs of forming and registering the Company;
- (aa)** To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- (bb)** To support those suffering the effects of heart disease;
- (cc)** To do all such other lawful things as shall further the attainment of the above objects or any of them.

PROVIDED THAT:

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

(ii) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) If the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without any authority, approval or consent as may be required by law, and as regards any such property the Board of the Company 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 such Board would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Board but as regards any such property they shall be subject jointly and separately to such control or authority as if the Company were not incorporated.

5. The income and property of the Company from whatever source derived, 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 the members of the Company (and no Trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company).

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:

(a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a Trustee) for any services rendered to the Company;

(b) of interest on money lent by any member of the Company (or any Trustee) at a reasonable and proper rate;

(c) of any reasonable and proper rent for premises demised or let by any member of the Company (or any Trustee);

(d) of fees, remuneration or other benefits in money or money's worth to a company of which a Trustee may be a member holding not more than 1/100th part of the capital of the company and

(e) to any Trustee of reasonable and proper out-of-pocket expenses; and/or payment for services rendered to the Charity in justifiable circumstance in accordance with the Charities Act 2006;

(f) of payments made under the power in clause 4(aa) of this Memorandum of Association.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute to the assets of the Company if it is wound up during the time that he is a member, or within one year afterwards; for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member of the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributaries among themselves, such amount as may be required not exceeding £1.

8. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, 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 Company under or by virtue of Clause 5 thereof, such institution or institutions to be determined by the members within three months of the members' resolution passed initiating the winding-up failing which and if so far as effect cannot be given to such provision, then to such other charitable object as the Trustees shall resolve upon.