

THE COMPANIES ACTS 1985 - 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
of
THE SOCIETY FOR THE STUDY OF INBORN ERRORS OF METABOLISM

Revised: 3 September 2014

**IBB Solicitors
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Ref: JCC/ERA/117481/1

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We, the subscribers to this Memorandum of Association, wish to be formed into a Company, pursuant to this Memorandum.

Names, addresses and descriptions of Subscribers

NAME	ADDRESS
David Percy Brenton	10 Avenue Rise Bushey Watford Herts WD2 3AS
Brian Fowler	Hirzbrunnenschanze 37 Basel Switzerland 4058
David Malcolm Isherwood	10 Edale Road Mossley Hill Liverpool L18 5HR

Dated: 14 November 1990

Witness to the above signatures:

A Rooke-Ley
49 Heathview
Gordon House Road
London NW5 1LR

Secretary

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1 NAME

The name of the charity is THE SOCIETY FOR THE STUDY OF INBORN ERRORS OF METABOLISM (the "Trust").

2 OBJECTS

- 2.1 The Objects for which the Trust is established are to foster the study of inherited metabolic disorders and related topics.
- 2.2 The Objects may be amended with the prior written consent of the Commission.

3 POWERS

The Trust has the following powers, which may be exercised only in promoting the Objects:

- 3.1 to organise and assist in the provision of conferences, courses of instruction, seminars, workshops, exhibitions, lectures and other educational activities;
- 3.2 to publish and distribute books, pamphlets, newsletters, reports, leaflets, journals, films, DVDs and other instructional matter on any medium;
- 3.3 to promote, encourage, carry out or commission research, surveys, studies or other work;
- 3.4 to make grants or loans of money;
- 3.5 to provide materials, advice, information or other help;
- 3.6 to confer awards and / or prizes to encourage the furtherance of the Trust's Objects;

- 3.7 to co-operate with other bodies and exchange information and advice with them;
- 3.8 to support, administer or set up other charities;
- 3.9 alone, or with other organisations, to seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations PROVIDED that all such activities shall be confined to those which an English and Welsh charity may properly undertake;
- 3.10 to open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.11 to accept gifts and to raise funds (but not by means of Taxable Trading) and in its discretion to disclaim any particular contribution;
- 3.12 to borrow money;
- 3.13 to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 3.14 to acquire or hire property of any kind, including land, and to construct, maintain, alter and equip any buildings or facilities;
- 3.15 to let or dispose of property of any kind, including land, (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 3.16 to set aside funds for special purposes or as reserves against future expenditure;
- 3.17 to deposit or invest its funds in any manner including through the delegation of investment decisions to a finance committee (but to invest only after obtaining such advice from a Financial Expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification) PROVIDED that the Trust shall have the power to retain any investments donated to it;
- 3.18 to delegate the management of investments to a Financial Expert, but only on terms that:
 - 3.18.1 the investment policy is set down in writing for the Financial Expert by the Trustees;

- 3.18.2 timely reports of all transactions are provided to the Trustees;
- 3.18.3 the performance of the investments is reviewed regularly with the Trustees;
- 3.18.4 the Trustees are entitled to cancel the delegation arrangement at any time;
- 3.18.5 the investment policy and the delegation arrangement are reviewed regularly;
- 3.18.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 3.18.7 the Financial Expert must not do anything outside the powers of the Trust;
- 3.19 to arrange for investments or other property of the Trust to be held in the name of a nominee company acting under the direction of the Trustees or controlled by a Financial Expert acting under their instructions, and to pay any reasonable fee required;
- 3.20 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
- 3.21 to insure the property of the Trust against any foreseeable risk and take out other insurance policies to protect the Trust when required;
- 3.22 subject to Article 5, to employ paid or unpaid agents, staff, consultants and professional or other advisers and to make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of paid employees and their spouses and dependants;
- 3.23 to enter into contracts to provide services to or on behalf of other bodies;
- 3.24 to establish or acquire subsidiary companies;
- 3.25 to undertake and execute charitable trusts;
- 3.26 to establish or support or aid in the establishment and support of academic appointments, charitable institutions or organisations and subscribe, lend or guarantee money or property for charitable purposes;

- 3.27 to become a member, associate or affiliate of or act as a trustee or appoint trustees of any other organisations (including without limitation any charitable trust of permanent endowment property held for any of the Objects);
- 3.28 to amalgamate or merge or acquire or undertake all or any property, assets, liabilities and engagements of any body having objects wholly or in part similar to the Objects;
- 3.29 to do anything else within the law which promotes or helps to promote the Objects.

4 CONFLICTS OF INTEREST

- 4.1 Any Trustee who becomes a Conflicted Trustee in relation to any matter must:
 - 4.1.1 declare the nature and extent of his or her interest before discussion begins on the matter;
 - 4.1.2 withdraw from the meeting for that item after providing any information requested by the Trustees;
 - 4.1.3 not be counted in the quorum for that part of the meeting; and
 - 4.1.4 be absent during the vote and have no vote on the matter.
- 4.2 A Trustee shall not vote in respect of any contract in which he or she is interested or any matter arising thereout, and if he or she does so vote his or her vote shall not be counted.

5 BENEFITS FOR THE TRUSTEES AND MEMBERS

The income and property of the Trust shall be applied solely towards the promotion of its Objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust, and no member of its executive committees or General Council shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust PROVIDED that nothing herein shall prevent any payment in good faith by the Trust:

- 5.1 of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a member of its executive committees or General Council) for any services rendered to the Trust;
- 5.2 of interest on money lent by any member of the Trust or of its executive committees or General Council at a reasonable and proper rate per annum not exceeding 2 per cent less than the base lending rate for the time being prescribed by the Trust's principal bankers or 3 per cent, whichever is the greater;
- 5.3 of reasonable and proper rent for premises demised or let by any member of the Trust or of its executive committees or General Council;
- 5.4 of fees, remuneration or other benefit in money or money's worth to any company of which a member of the executive committees General Council may also be a member holding not more than one-hundredth part of the capital; and
- 5.5 to any member of its executive committees or General Council of out-of-pocket expenses.

6 THE TRUSTEES

- 6.1 The Trustees, as charity trustees, have control of the Trust and its property and funds.
- 6.2 Unless otherwise determined by the members in a general meeting, the minimum number of Trustees shall be four and the maximum number of Trustees shall be fourteen.
- 6.3 The board of Trustees shall be known as the General Council.

Ex-officio Trustees

- 6.4 The persons holding the following positions from time to time shall be *ex officio* Trustees of the Trust:
 - 6.4.1 the senior Editor-in-Chief of the Journal of Inherited Metabolic Disease; and

6.4.2 the chair of the Education and Training Advisory Committee.

6.5 Any member of the Trust who is of good standing and who is willing to act as a Trustee of the Trust and is permitted to be so elected or appointed by law and the Articles, may be elected or appointed as a Trustee in accordance with these Articles.

Trustee terms of office

6.6 Subject to earlier termination under Article 6.17, those holding office *ex officio* pursuant to Article 6.4 and Trustees co-opted in accordance with Article 6.15, Trustees shall either be appointed by a resolution of the Trustees (to be announced at the next Annual General Meeting) or be elected by the members of the Trust at an Annual General Meeting (as the case may be). Trustees so appointed or elected shall hold office for a term of three years, ending at the conclusion of business at the third Annual General Meeting following the Annual General Meeting at which he or she was elected or their appointment was announced. At the end of their first term of office, a Trustee shall be eligible for re-appointment or re-election for one further term of office.

6.7 A Trustee shall not serve for a continuous period of office exceeding six years and thereafter may not be re-appointed, re-elected or co-opted for a period of one year following such six year period PROVIDED that any Trustee who is holding office as an Honorary Officer at the end of their sixth year of service as a Trustee may continue to hold office as a Trustee until the conclusion of their term of office as an Honorary Officer.

Nomination of candidates for appoint or election as Trustees

6.8 Not less than six calendar months before each Annual General Meeting, the General Council shall give notice in writing to each Trustee who is due to retire inviting them, if they are eligible and willing, to give notice in writing of their intention to offer themselves for re-appointment or re-election. If no such notice has been received from any Trustee by five calendar months before the date of the Annual General Meeting at which they are due to retire, that Trustee will not be eligible for re-appointment or re-election unless he or she is nominated by a member of the Advisory Council or by another member of the General Council in accordance with Article 6.9.

- 6.9 Not less than four calendar months before each Annual General Meeting, the General Council shall give notice in writing to each member of the Advisory Council and each member of the General Council specifying the number of places on the General Council that will become vacant at the Annual General Meeting. Each member of the Advisory Council may nominate one member of the Trust, on behalf of their respective national societies, to be considered by the General Council as a candidate for appointment or election to the General Council. Each member of the General Council may also nominate one member of the Trust to be considered by the General Council as a candidate for appointment or election to the General Council.
- 6.10 The notice to the members of the Advisory Council and the General Council shall include the published criteria and rules for the selection of candidates for appointment or election by the General Council including guidance as to when the General Council should appoint Trustees and when suitable candidates should be presented to the members for election (the “**Selection Rules**”)
- 6.11 The General Council shall select a balanced slate of suitable candidates for appointment and/or election to the General Council, in accordance with the Selection Rules from time to time, from those persons nominated in accordance with Article 6.8, in order to ensure the required balance of skills and representation on the General Council is achieved.
- 6.12 All notices and nominations of candidates under Articles 6.8 and 6.9 shall be made in writing and in such form and executed in such manner as the General Council may prescribe from time to time. No such notice or nomination shall be valid unless it is received by the Trust at least three calendar months before the date of the Annual General Meeting to which it relates.

Appointment or election of nominated candidates to the General Council

- 6.13 The General Council shall consider the nominated candidates and shall appoint and/or select a balanced slate of suitable candidates for election by the members of the Trust, as appropriate, in accordance with the Selection Rules. The decision of the General Council as to whether to appoint any nominated candidate as a Trustee and/or whether to put forward any nominated candidates for election by the members of the Trust shall be final. The General Council shall notify each nominated person who is appointed as a Trustee and each proposed candidate for election as a Trustee (if any) of their decision, but shall not be obliged to give reasons.

- 6.14 When the General Council considers it appropriate to do so under the Selection Rules, the General Council shall provide the members of the Trust with an opportunity to elect one or more Trustees to sit on the General Council by sending election notices to all members of the Trust with the notice of the Annual General Meeting and holding a paper ballot at the start of the Annual General Meeting, which shall be counted and the results announced prior to the end of the Annual General Meeting.

Co-option of Trustees by the General Council

- 6.15 The General Council may, by resolution passed by a majority of the Trustees, co-opt up to a maximum of three members of the Trust to hold office as Trustees to fill a casual vacancy in the General Council PROVIDED that the co-opted Trustee shall only hold office until the next Annual General Meeting of the Trust, at which he or she may stand for election if eligible, nominated and selected in accordance with the procedure set out in Articles 6.10 to 6.15 inclusive.

- 6.16 Every Trustee must sign a declaration of willingness to act as a Trustee of the Trust before he or she is eligible to vote at any meeting of the General Council.

Termination of Trusteeship

- 6.17 A Trustee's term of office automatically terminates if he or she:
- 6.17.1 is disqualified under the Charities Act 2011 from acting as a charity trustee;
 - 6.17.2 is incapable, in the reasonable opinion of all of the other Trustees, whether mentally or physically, of managing his or her own affairs;
 - 6.17.3 is absent without permission from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign for this reason;
 - 6.17.4 ceases to be a member of the Trust;
 - 6.17.5 resigns by written notice to the General Council (but only if at least two Trustees will remain in office); or
 - 6.17.6 is removed by ordinary resolution of the Members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.

- 6.18 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a Trustees' meeting.

7 PROCEEDINGS OF TRUSTEES

- 7.1 The General Council must hold at least two meetings each year. The Trustees may invite such other persons as they consider fit to attend any of their meetings as observers or in order to submit reports or advice, take minutes or act as secretary, but no such persons shall be entitled to vote.
- 7.2 A quorum at a meeting of the General Council is four Trustees, or half of the number of Trustees for the time being (rounded down where such number is not a whole), whichever is the greater.
- 7.3 A meeting of the General Council may be held either in person or by suitable Electronic Means agreed by the Trustees in which all participants may communicate with all the other participants.
- 7.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 7.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in writing agreed by all the Trustees (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed either on the date of the last signature, or on the date when the last Trustee authorised to vote has indicated to the other Trustees authorised to vote, by Electronic Means, that he or she agrees to the passing of the resolution.
- 7.6 Every Trustee has one vote on each issue but, in case of equality of votes, the chairman of the meeting has a second or casting vote.
- 7.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting or by way of written resolution in accordance with Article 7.5.

8 POWERS OF THE TRUSTEES

8.1 The Trustees shall manage the business of the Trust and have the following powers in the administration of the Trust in their capacity as Trustees:

8.1.1 to elect (and remove) any Trustee to act as an Honorary Officer in accordance with Article 9;

8.1.2 to appoint (and remove) any person to act as company secretary in accordance with the Companies Acts;

8.1.3 to make rules and/or regulations consistent with the Articles and the Companies Acts to govern:

- (a) nomination and selection of candidates for appointment and/or election to the General Council;
- (b) proceedings at Trustees' meetings;
- (c) proceedings at general meetings;
- (d) composition, terms of reference and proceedings of sub-committees of the General Council, including the finance committee, the JIMD Editorial Board, the Education and Training Advisory Committee and the Symposium Local Organising Committee;
- (e) membership of the Trust;
- (f) Honorary Membership;
- (g) Retired Membership;
- (h) the Advisory Council;
- (i) the Special Interest Groups;
- (j) the administration of the Trust;
- (k) the roles and functions of the Honorary Officers; and
- (l) the use of its seal (if any).

- 8.1.4 to establish procedures to assist the resolution of disputes or differences within the Trust;
 - 8.1.5 to exercise any powers of the Trust which are not reserved to the members; and
 - 8.1.6 to change the name of the Trust.
- 8.2 The Trustees may delegate any of their functions or powers, the implementation of their decisions, or the day to day management of the affairs of the Trust to committees consisting of two or more individuals appointed by them PROVIDED that:
- 8.2.1 the Trustees may revoke any such delegation in whole or in part or alter its terms and conditions at any time;
 - 8.2.2 at least one member of every committee must be a Trustee (and, in the case of the finance committee, must be chaired by the treasurer);
 - 8.2.3 all proceedings of committees must be reported promptly to the Trustees;
 - 8.2.4 any committee must act within the parameters laid down by the Trustees; and
 - 8.2.5 the Trustees may authorise further delegation by any such committee.
- 8.3 The Trustees may delegate the day to day management of the Trust to a chief executive, other manager or managers or another organisation PROVIDED that:
- 8.3.1 the delegated power shall be to manage the administration of the Trust and/or to implement the policy and strategy adopted by and within a budget approved by the Trustees and to advise the Trustees in relation to such policy, strategy and budget;
 - 8.3.2 the Trustees shall provide any manager or organisation with a description of his, her or its role and the extent of his, her or its authority; and
 - 8.3.3 any manager (or named contact for an organisation) must report regularly to the Trustees on the activities undertaken in managing the Trust and provide them regularly with management accounts which are sufficient to explain the financial position of the Trust.

- 8.4 The Trustees may act notwithstanding any vacancies, but should the Trustees at any time be reduced in number to less than the number required for a quorum it shall be lawful for them to act as Trustees for the purposes of admitting persons as Trustees or summoning a general meeting but not for any other purpose.

9 THE HONORARY OFFICERS

- 9.1 The General Council shall elect a Chairman, a treasurer and a secretary from among their number (together the "**Honorary Officers**") to hold office for up to two successive terms of office, each term not exceeding three years, as Honorary Officers.
- 9.2 The Honorary Officers shall have such powers as the General Council shall from time to time delegate to them.
- 9.3 The Honorary Officers shall report to the General Council on their activities at each General Council meeting.
- 9.4 The General Council may remove any of the Honorary Officers from office by a resolution passed by a two-thirds majority vote of the General Council at a General Council meeting PROVIDED that such resolution shall not be passed unless the Honorary Officer concerned has been given at least 14 days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify his or her removal from office, and has been afforded a reasonable opportunity either (at his or her option) to be heard by or to make written representations to the General Council.

10 THE ADVISORY COUNCIL

- 10.1 The Advisory Council shall comprise:
- 10.1.1 one nominated representative (known as a "**Corresponding Member**") from each National Society (who must also be a member of the Trust) to represent the views of their National Society; and
- 10.1.2 such other suitable members of the Trust as the General Council in its absolute discretion thinks fit.

- 10.2 The role of the Advisory Council includes:
- 10.2.1 supporting and fostering the Objects and aims of the Trust at national level;
 - 10.2.2 providing a link between the General Council and each National Society and raising national issues of concern which relate to the objects and work of the Trust with the General Council;
 - 10.2.3 informing the Trust's administrative staff of any changes to the information relating to their National Society which is displayed on the Trust's website;
 - 10.2.4 bringing the activities of each National Society which are of international interest to the attention of the Trust's administrative staff so that such activities can be promoted by the Trust;
 - 10.2.5 nominating candidates for consideration for appointment and/or election to the General Council in accordance with Article 6;
 - 10.2.6 participate in the selection of the venue for future Annual Symposia; and
 - 10.2.7 such other responsibilities as the General Council in its absolute discretion confers on the Advisory Council from time to time.
- 10.3 The Chairman shall convene meetings of the Advisory Council as and when the General Council deems it necessary and appropriate to do so, PROVIDED that the Advisory Council shall meet at least once each calendar year at the Annual Symposium.
- 10.4 A member of the Advisory Council may resign from the Advisory Council by sending written notice of his or her resignation to their National Society, which shall take effect on the date of its receipt by the National Society.
- 10.5 The National Society shall inform the General Council of the resignation of their Corresponding Member and of the name of their nominated replacement Corresponding Member as soon as is reasonably practicable following their receipt of the Corresponding Member's resignation.

11 INDEMNITY

In the execution of his duties and the exercise of his rights in relation to the affairs of the Trust (and without prejudice to any indemnity to which he/she may otherwise be entitled) every member of the General Council shall be entitled to be indemnified out of the assets of the Trust against any costs, losses, claims, actions or other liabilities suffered or incurred by him and arising by reason of any improper investment made by or for the Trust in good faith (so long as he shall have sought professional advice before making or procuring the making of such investment) or by reason of negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the member of the General Council who is sought to be made liable. This clause shall only have effect insofar as it is not avoided by any provision of the Act.

12 MEMBERSHIP

12.1 The members of the Trust are:

12.1.1 those persons who are listed on the Trust's register of members on the date on which these Articles are adopted;

12.1.2 those persons who are approved as Honorary Members of the Trust from time to time in accordance with Article 13; and

12.1.3 such other persons as the General Council shall admit to membership from time to time in accordance with this Article 12.

12.2 Any person who wishes to become a member of the Trust must apply to the Trust in the manner set out by the General Council from time to time and shall provide such information as the General Council may from time to time require to prove that they fulfil any eligibility criteria set out by the General Council from time to time (if any).

12.3 All applications for membership shall be considered and determined in accordance with any rules, regulations and eligibility criteria approved by the General Council from time to time.

- 12.4 The General Council may from time to time create different categories of membership of the Trust and prescribe privileges, duties and subscription rates for each category of membership.
- 12.5 Every member of the Trust shall indicate their consent to become a member or sign the register of members on becoming a member and shall pay the prescribed annual subscription.
- 12.6 The Trust must maintain a register of Members.

Suspension or termination of membership of the Trust

- 12.7 Any member of the Trust may retire, by written notice to the General Council, PROVIDED that after such retirement the number of members is not less than four.
- 12.8 If any member of the Trust fails to pay his or her subscription within one calendar year from when the payment becomes due, the Trust may either:

12.8.1 suspend that member's membership of the Trust; or

12.8.2 treat that member as having resigned their membership of the Trust;

PROVIDED that the Trust has first taken steps to ensure that the member in question has been provided with an opportunity to pay the outstanding subscription.

- 12.9 Subject to Article 13.3, the General Council may, for good reason, terminate the membership of any member, PROVIDED that the General Council shall not suspend or terminate the membership of any member of the Trust pursuant to this Article 12.9 unless the member concerned has been afforded an opportunity either (at his or her option) to be heard by or to make written representations to the General Council, prior to the General Council making its decision.
- 12.10 Membership of the Trust is not transferable and ceases on death.

13 HONORARY MEMBERSHIP

- 13.1 A member may be recommended by the General Council to the membership for approval as an Honorary Member of the Trust by a simple majority of members present and voting at a general meeting of the Trust, in recognition of long and

distinguished service to the Trust.

- 13.2 Honorary Members are company law members of the Trust and, for the avoidance of doubt, shall have the same rights and obligations as other company law members of the Trust, save that they shall not be required to pay an annual subscription to the Trust.
- 13.3 The General Council may terminate the membership of an Honorary Member in accordance with the procedure set out in Article 12.9 above, provided that this decision is then ratified by the members at the next Annual General Meeting of the Trust.

14 RETIRED MEMBERS

14.1 Members of the Trust who have:

14.1.1 retired from professional practice;

14.1.2 been listed on the register of members for a minimum of ten consecutive years immediately prior to the date of their resignation as a company law member; and

14.1.3 paid all subscriptions due;

may resign from their company law membership of the Trust and then apply to the Trust to be admitted as a "**Retired Member**".

- 14.2 The General Council may, in its absolute discretion, determine who may be admitted as a Retired Member, having regard to such criteria as the General Council shall establish from time to time.
- 14.3 The General Council shall set out the rights and obligations of Retired Members, PROVIDED that they shall not have the right to vote or count in a quorum at any general meeting of the Trust.
- 14.4 The General Council may determine what annual subscription (if any) Retired Members shall pay to the Trust.

15 LIMITED LIABILITY AND GUARANTEE

- 15.1 The liability of the members is limited.
- 15.2 Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be member for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of rights of the contributories among themselves, such amount as be required not exceeding £1.

16 MEMBERS' GENERAL MEETINGS

- 16.1 The General Council must convene an Annual General Meeting of the Trust in each calendar year at which:
- 16.1.1 the General Council shall present the Trust's annual accounts and annual report for the preceding year;
 - 16.1.2 the members may elect Trustees to the General Council to fill any vacancies; and
 - 16.1.3 such other business may be considered as the General Council shall determine.
- 16.2 The General Council may call a general meeting of the members of the Trust at any time. A general meeting may also be called on such requisition or, in default may be convened by such requisitionists in accordance with the Companies Acts.
- 16.3 General meetings are called on at least 14 Clear Days' written notice to all those entitled to receive such notice under the Companies Act or under the Articles, indicating: the time, date and place of the meeting; the general nature of the business to be discussed; (if a special resolution is to be proposed) setting out the terms of the proposed special resolution; and notifying each member of his or her right to appoint a proxy.
- 16.4 No business shall be transacted at any general meeting unless a quorum is present. A quorum is present at any general meeting if thirty members are present in person.

- 16.5 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Council may determine.
- 16.6 The Chairman or (if the Chairman is unable or unwilling to do so) the members of the General Council shall elect one of their number, to preside at Annual General Meetings and all general meetings.
- 16.7 The chair of the general meeting may, with the consent of the meeting at which a quorum is present (and shall if so directed by the members), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned 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 14 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.
- 16.8 Except where otherwise provided by the Articles or the Companies Acts, every issue is decided by ordinary resolution.
- 16.9 Every member present in person or by proxy has one vote on each issue and, for the avoidance of doubt, if a member is present in person and has also been appointed as a proxy by other members, the member present shall have one vote in his/her own capacity as member and one vote for each of the members who appointed him/her as their proxy.
- 16.10 The form appointing a proxy shall specify whether the proxy may vote in accordance with their own personal wishes, or whether the proxy has been instructed by the appointing member on how to vote on each issue. A member may only appoint another member to be a proxy.
- 16.11 At all general meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll is demanded in writing by at least five members present and entitled to vote.
- 16.12 Unless a poll is demanded, a declaration by the chair of the meeting that a resolution has on a show of hands been earned or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes or

proceedings of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

16.13 The demand for a poll may be withdrawn at any time before the poll is taken.

16.14 The proceedings at an Annual General Meeting or any other general meetings shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Trust.

17 MEMBERS' WRITTEN RESOLUTIONS

The Members may pass a written resolution at any time provided that it is passed in accordance with the provisions governing such written resolutions in the Companies Acts.

18 SPECIAL INTEREST GROUPS

18.1 The General Council may establish Special Interest Groups, the membership of which shall be open to all members of the Trust.

18.2 The General Council shall approve any regulations for the establishment, constitution, functions, financing, dissolution and procedures of each Special Interest Group from time to time.

18.3 The chair of each Special Interest Group shall deliver an annual report to the General Council.

19 RECORDS AND ACCOUNTS

19.1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Act 2011 as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:

19.1.1 annual returns;

- 19.1.2 annual reports; and
- 19.1.3 annual statements of account.
- 19.2 The Trustees must also keep records of:
 - 19.2.1 all proceedings at meetings of the Trustees;
 - 19.2.2 all resolutions in writing;
 - 19.2.3 all reports of committees; and
 - 19.2.4 all professional advice obtained.
- 19.3 Accounting records relating to the Trust must be made available for inspection by any Trustee at any time during normal office hours.
- 19.4 A copy of the Articles and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act 2011 to any other person who makes a written request and pays the Trust's reasonable costs.

20 COMMUNICATIONS

- 20.1 Notices and other documents to be served on members or Trustees under the Articles or the Companies Acts may be served:
 - 20.1.1 by hand;
 - 20.1.2 by Electronic Means; or
 - 20.1.3 through publication on the Trust's website.
- 20.2 The only email address at which a member is entitled to receive notices sent by email is an address shown in the register of members PROVIDED that the recipient has given their prior consent to receiving such notice by email.
- 20.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- 20.3.1 24 hours after being sent by Electronic Means, or delivered by hand to the relevant address;
 - 20.3.2 immediately on being handed to the recipient personally; or
 - 20.3.3 (if earlier) as soon as the recipient acknowledges actual receipt.
- 20.4 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

21 DISSOLUTION

- 21.1 If upon the winding up whether voluntary or otherwise or dissolution of the Trust 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 but shall be given or transferred to some other institution or institutions having charitable objects broadly similar to the objects of the Trust, or any of them, 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 Trust under or by virtue of Clause 5 thereof, such institution or institutions to be determined by the members 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.
- 21.2 Article 21.1 may only be amended with the prior written consent of the Commission.

22 INTERPRETATION

- 22.1 The Articles are to be interpreted without reference to the model articles under the Companies Acts, which do not apply to the Trust.
- 22.2 In the Articles, unless the context indicates another meaning, the following words and phrases shall have the meaning set against them:

‘Advisory Council’	council of Corresponding Members from the National Societies and other individuals appointed in accordance with Article 10;
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'Annual Symposia'	annual conferences held by the Trust, at which the members and non-members give, attend and participate in academic lectures, workshops and seminars, meetings of the Special Interest Groups and of the Advisory Council and other meetings of the Trust;
'the Articles'	the Trust's Articles of Association and 'Article' refers to a particular Article;
'Chairman'	the chairman of the General Council;
'the Charities Act'	the Charities Acts 1992 to 2011, including any statutory modifications or re-enactment thereof for the time being in force;
'charity trustee'	has the meaning prescribed by Section 177 of the Charities Act 2011;
'Circulation Date'	in relation to a written resolution, has the meaning given to it in the Companies Acts;
'Clear Day'	does not include the day on which notice is given or the day of the meeting or other event;
'the Commission'	the Charity Commission for England and Wales or any body which replaces it;
'the Companies Acts' or the 'Act'	the Companies Acts (as defined in Section 2 of the Companies Act 2006) in so far as they apply to the Trust;
'Conflicted Trustee'	a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance using the statutory power) from the Trust, or has some separate interest or duty in a matter to be decided, or in relation to information

	which is confidential to the Trust;
'Connected Person'	any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any person living with a Trustee as his or her partner; or (d) any charity, partnership or firm of which a Trustee is a paid Trustee, member, partner or employee, or shareholder holding more than 1% of the share capital;
'constitution'	the Memorandum and the Articles and any special resolutions relating to them;
'Corresponding Member'	a person nominated by a National Society as its representative on the Advisory Council in accordance with Article 10;
'custodian'	a person or body who undertakes safe custody of assets or of documents or records relating to them;
'Electronic Means'	has the meaning prescribed to it in the Companies Acts;
'Financial Expert'	an individual, company or Firm who is authorised to give investment advice under the Financial Services and Markets Act 2000 (or any statutory modification or re-enactment thereof);
'financial year'	the Trust's financial year;
'Firm'	includes a limited liability partnership;
'General Council'	means the board of Trustees and governing body of the Trust;
'Hard Copy Form'	has the meaning prescribed by the Companies Acts;
'Honorary Members'	members of the Trust on whom honorary membership

and 'Honorary Membership'	has been conferred in accordance with Articles 12 and 13;
'Honorary Officers'	the Chairman, Treasurer and Secretary of the Trust, elected by the General Council in accordance with Article 9;
'member' and 'membership'	refer to company law membership of the Trust;
'Memorandum'	the Trust's Memorandum of Association;
'month'	means calendar month;
'National Societies'	means the various independent national organisations formed for the study of inborn errors of metabolism which send representative to the Trust's Advisory Council;
'nominee company'	a corporate body registered or having an established place of business in England and Wales which holds title to property for another;
'the Objects'	the Objects of the Trust as defined in Article 2;
'Retired Members'	Such persons who have retired from professional practice and are admitted as Retired Members of the Trust by the General Council in accordance with Article 14;
'Special Interest Groups'	formal groups of members and Honorary Members of the Trust which focus on a specific aspects of inborn errors of metabolism, for example the Dieticians' Group and the Adult Physicians' Metabolic Group;
'Taxable Trading'	means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects and the profits of which are liable to tax;

'the Trust'	means the company governed by the Articles;
'Trustee'	a director of the Trust and 'Trustees' means the directors;
'written' or 'in writing'	the representation or reproduction of words symbols and other information in a visible form by any method or combination of methods, whether sent or supplied, without limitation by Hard Copy, Electronic Means or otherwise;
'Year'	calendar year.

22.3 Expressions not otherwise defined which are defined in the Companies Acts have the same meaning.

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