

Company No: 00770036

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A CAPITAL SHARE**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
THE THALIDOMIDE SOCIETY**

**As amended by the Members of the Society in 2014 and in April
2019**



COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

The Thalidomide Society

1. The name of the Company (herein after called "the Society) is The Thalidomide Society.
2. The registered office of the Society will be situated in England.
3. The objects of the Society are for the public benefit:
 - (1) to assist in the relief of persons with impairments attributable to the effects of the drug known as thalidomide and other persons with similar disabilities by:
 - providing such persons, their families and carers with opportunities to meet each other either in person or via social media at events and meetings organised by the Society;
 - providing support and information to such persons, their families and carers;
 - (2) to advance the education of the public in the subject of the history of thalidomide by collecting, collating, archiving and preserving documents relating to the history of thalidomide and by undertaking or assisting in the undertaking of educational and research projects concerning the effects of thalidomide and the work of the Society and by publishing the useful results of such educational and research projects.
4. To promote its objects but not for any other purpose of the Society may:
 - (1) provide, equip, furnish, endow, manage, assist and maintain hospitals, research institutions, laboratories, clinics and residential establishments for the benefit of persons suffering from such disabilities and either directly or indirectly conduct or promote research in the causes, effects and treatment of such disabilities;
 - (2) provide facilities for the training of doctors, nurses and other personnel, collect and disseminate information relating to the care and treatment of persons affected by such disabilities, and for these purposes confer and take joint action with

government departments, local authorities and charitable and other societies, associations or bodies;

- (3) purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society;
- (4) sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be expedient in the promotion of its objects;
- (5) undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be conducive to its objects;
- (6) borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit;
- (7) invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and any such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (8) establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects;
- (9) provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty or which they may be guilty in relation to the Society: provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Society;
- (10) do all such things as are incidental or conducive to the attainment of the above objects or any of them.

5. Application of income and property

- (1) The income and property of the Society must be applied solely towards the promotion of the objects.

(a) A trustee is entitled to be reimbursed by the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society in accordance with the Society's expense policy.

(b) A trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a charity trustee receiving:

(a) a benefit from the Society as a beneficiary of the Society;

(b) reasonable and proper remuneration for any goods or services supplied to the Society.

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

(a) buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the Society;

(c) be employed by, or receive any remuneration from, the Society;

(d) receive any other financial benefit from the Society;

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

(a) A charity trustee or connected person may receive a benefit from the Society as a beneficiary provided that it is available generally to the beneficiaries of the Society.

(b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in section 185 and 188 of the Charities Act 2011.

(c) Subject to sub-clause (3) of this clause a charity trustee or connected person may

provide the Society with goods that are not supplied in connection with services provided to the Society by the charity trustee or connected persons.

(d) A charity trustee or connected person may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The Society and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the Society and the charity trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Society.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

(a) “the Society” includes any company in which the Society:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the company;

(b) “connected person” includes any person within the definition set out in clause 30 (Interpretation);

7. The liability of the members is limited.
8. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Society contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
9. If upon the winding up or dissolution of the Society 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 Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, 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 Society under or by virtue of Clauses 5 and 6 hereof, such is imposed on the Society under or by virtue of Clauses 5 and 6 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if so and so far as effect cannot be given to such provision, then to some other charitable object.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF ORIGINAL SUBSCRIBERS

MICHAEL CARR-JONES, Gattens, Higher Drive, East Horsley, Surrey (Co. Director).

EDWARD DUNN, 50 Frogmore Pk. Drive, Blackwater, Camberley (Airline pilot).

J.W. HART, 26 Fouracres Walk, Hemel Hempstead, Herts (Civil Servant).

J.A. FLAWN, 163 Lower Road, Great Bookham, Surrey (Sales Executive).

PETER CARTER, "Lawn House," 2 Star Road, Caversham, Reading, Berks (Local Govt. Officer).

DAVID M. WALE, 9 Killarney Road, Wandsworth, SW18 (Overseas Telegraphist).

A. PURKIS, Englefield, Lyndhurst, Hants (Insurance Inspector).

Dated this 11th day of July 1963

Witness to the above signatures:

JOHN KUSEL
47 Cannon Street
London EC4
Solicitor

AMENDED IN 2013 BY THE BOARD OF TRUSTEES

EDWARD FREEMAN (Thalidomider).

MARIE PEARSE (Thalidomider).

LOUISE MEDUS-MANSELL (Thalidomider)

CLAIRE ELVINS (Personal Assistant).

MARGARET HOGG (Parent of Thalidomider)

HAZEL SIMMONS (Thalidomider)

GERALDINE FREEMAN (Thalidomider).

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

The Thalidomide Society

INTERPRETATION

1. In these Articles and the Memorandum of Association the following terms shall have the following meanings:-

<u>Term</u>	<u>Meaning</u>
1.1 “Act”	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
1.2 “Society”	The Thalidomide Society
1.3 “Articles”	These Articles of Association of the Society
1.4 “clear days”	in relation to the period of a notice, 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
1.5 “Memorandum”	the Memorandum of Association of the Society
1.6 “Office”	the registered office of the Society for the time being
1.7 “Secretary”	the Secretary of the Society or any other person appointed to perform the duties of the Secretary of the Society
1.8 “Trustee and Trustees”	the Director and Directors as defined in the Act

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

MEMBERSHIP

3. The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be members of the Society. Subject to Article 4, every person who wishes to become a member shall deliver to the Society an application for membership in such form as the Trustees require signed by him or her.
4. The Trustees may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.
5. The Trustees 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.
6. 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.
7. Subject to the Trustees' 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 giving notice in writing to the Society and without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.
8. Every corporate member shall appoint an individual to represent it at meetings of the Society and the name of such representative and the fact that he or she is the representative of such member shall be noted in the register of members. A corporate member shall be able to replace its representative with another individual by giving notice in writing to the Society.
9. The Trustees may admit to and remove from honorary membership such persons and subject to such rights and obligations as it shall think fit. Such honorary members shall not be members for the purposes of the Articles or the Act and shall not be entitled to vote on any matter.
10. Subject to Article 7, membership shall not be transferable and shall cease on death. A member shall cease to be a member:-
 - 10.1 on the expiry of at least seven clear days' notice given by him or her to the Society of his or her intention to withdraw;

- 10.2 if any subscription or other sum payable by the member to the Society is not paid on the due date and remains unpaid seven days after notice served on the member by the Society informing him or her that he or she 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 or her paying such reasonable sum as the Trustees may determine;
- 10.3 if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally or if being a corporate member it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver (but not an administrative receiver appointed under Section 18 of the Charities Act 2006) appointed over all or any part of its assets or an order is made or a resolution passed for its winding up; or
- 10.4 if, at a meeting of the Trustees at which at least 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 at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. A member expelled by such a resolution shall nevertheless remain liable to pay to the Society any subscription or other sum owed by him or her.
11. The Trustees may at their discretion levy subscriptions on all members of the Society at such rate(s) as they shall decide and may levy subscriptions at different rates on different categories of members.

GENERAL MEETINGS

Annual General Meeting

12. The Society shall hold an annual general meeting once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Trustees shall think suitable.

Other General Meetings

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

Length of Notice

14. Unless Article 15 applies, an annual general meeting and a general meeting called to pass a special resolution or a resolution appointing a person as a Trustee shall be called

by the giving of at least 21 clear days' written notice and any other general meeting shall be called by the giving of at least 14 clear days' written notice.

15. A general meeting may be called by shorter notice if it is so agreed:-

- 15.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
- 15.2 in the case of any other general meeting, by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.

Contents of Notice

16. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect.

Service of Notice

17. Notice of general meetings shall be given to every member, to the Trustees and to the auditors (where present) of the Society.

PROCEEDINGS AT GENERAL MEETINGS

18. No business shall be transacted at any meeting unless a quorum is present. Fifteen persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member, shall be a quorum.

19. 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.

20. The chair, if any, of the Trustees or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of the meeting, but if neither the chair 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 chair and, if there is only one Trustee present and willing to act, he or she shall be chair.

21. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.
22. A Trustee may, even if not a member, attend and speak at any general meeting.
23. The chair 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 not 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.
24. A resolution put to the vote of a meeting shall be decided on a show of hands, or other indication, unless before or on the declaration of the result of the show of hands, or other indication, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - 24.1 by the chair; or
 - 24.2 by at least two members having the right to vote at the meeting; or
 - 24.3 by a member or members representing at least 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.
25. Unless a poll is duly demanded, a declaration by the chair 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.
26. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands, or other indication, declared before the demand was made.
27. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll as demanded.

28. In the case of an equality of votes, whether on a show of hands, or other indication, or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
29. A poll demanded on the election of the chair 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 chair 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, or other indication, and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
30. 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.
31. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.
32. 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 or she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more members. The date of a written resolution shall be the date on which the last member signs. Copies of all proposed written resolutions of the members shall be sent to the Society's auditor (where present) before being passed.

Votes of members

33. On a show of hands, or other indication, every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
34. No member may vote on any matter in which he or she is personally interested, whether financially 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.
35. No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Society have been paid.
36. 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 other indication, or on a poll, by his or her

receiver, guardian or trustee or any other person authorised in that behalf appointed by that court and any such receiver, guardian or trustee 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, at least 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.

37. 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 chair whose decision shall be final and binding.

38. A proxy shall be in writing, executed by the appointing member (and if that member is a corporation it shall be signed by one director and the company secretary of such company or by two of its directors) 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):- “The Thalidomide Society

I / We, _____, of _____,
Being a member / members of the above named Society, hereby appoint
_____, of _____, or failing him / her,
_____, of _____, as my / our proxy to vote in my / our
name(s) and on my / our behalf at the annual / extraordinary general meeting of the Society to
be held on [date], and at any adjournment thereof.
Signed on [date]”

39. Where it is desired to afford members an opportunity of instruction the proxy how he or she shall act a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve)-

“The Thalidomide Society
I / We, _____, of _____,
Being a member / members of the above Society, hereby appoint
Of _____, or failing him / her, _____ of
_____, as my / our proxy to vote in my / our name(s) and on
my / our behalf at the annual / extraordinary general meeting of the Society to be held
on [date], and at any adjournment thereof.

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

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

*Strike out whichever is not desired.

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

Signed on [date]"

40. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified by a solicitor or Notary Public or in some other way approved by the Trustees may:-

40.1 be deposited in 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 Society in relation to the meeting at least 48 hours before the time or holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

40.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or

40.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary or to any Trustee; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

41. 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.

42. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the society at the Office or at such other place at which the instrument of proxy was duly deposited 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.

TRUSTEES

Number of Trustees

43. Unless otherwise decided by ordinary resolution the maximum number of Trustees shall be twelve and the minimum shall be three.

Powers of Trustees

44. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Society shall be managed by the Trustees who may exercise all the powers of the Society. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
45. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Society for such purposes and on such conditions as they determine.

Regulations

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

Delegation of Trustees' powers

47. The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
 - 47.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number); and
 - 47.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify; and
 - 47.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary; and
 - 47.4 all the delegations under this Article shall be revocable at any time; and
 - 47.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

48. For the avoidance of doubt, the Trustees may (in accordance with Article 47) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that no committee shall incur expenditure on behalf of the Society except in accordance with a budget which has been approved by the Trustees.
49. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

Investment Management

50. The Trustees may appoint an investment manager and delegate investment management to such investment manager in accordance with the provisions of the Trustee Act 2000 as it relates to charity trustees.
51. The Trustees may:
 - 51.1 make such arrangements as they think fit for any investments of the Society or income from those investments to be held by a corporate body as the nominee of the Society; and
 - 51.2 pay reasonable and proper remuneration to any corporate body acting as the nominee of the Society in pursuance of this Article.

Appointment and retirement of Trustees

52. 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. If there is only one Trustee who is subject to retirement by rotation, he or she shall retire.
53. 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 decided by lot.
54. If the Society at the meeting at which a Trustee retires by rotation does not fill the vacancy, the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.
 - 54.1 any members of the Board, after three terms of three years, will step down for a year before they can be considered for re-election.

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

55.1 he or she is recommended by the Trustees; or

55.2 at least fourteen but not 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 Society of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Society's register of Trustees together with notice executed by that person of his or her willingness to be appointed or reappointed.

55.3 he or she is a member of the Society.

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

56.1 unless he or she has attained the age of 18 years; or

56.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Article 61; or

56.3 who has previously been proven to compromise the reputation of the Society or any of its members so as to cause disrepute to either.

57. At least seven but not more than twenty-eight 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 Society of the intention to propose him or her at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Society's register of Trustees.

58. Subject to the above Articles, the Society 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 decide the rotation in which any additional Trustees are to retire.

59. 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 or she shall vacate office at the end of the meeting.

60. Subject to the above Articles, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed. If he or she is not reappointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.

Disqualification and removal of Trustees

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

61.1 he or she ceases to be a Trustee by virtue of any provision of the Act or he or she becomes prohibited by law from being a Trustee; or

61.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

61.3 he or she is, or may be, suffering from mental disorder and either:-

61.3.1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

61.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, guardian or trustee or other person to exercise powers with respect to his or her property or affairs; or

61.4 he or she resigns his or her office by notice to the Society (but only if at least two Trustees will remain in office when the notice of resignation is to take effect).

61.5 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least fourteen clear days notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees.

Expenses of Trustees

62. The Trustees may be paid in accordance with the agreed Expenses Policy.

Proceedings of Trustees

63. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.
64. *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 Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post, or other electronic form of delivery as may be approved by the Trustees, to each Trustee at least seven 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 specified in such general particulars.*
65. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.
66. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and, unless so fixed at any other number, shall be two.
67. 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 Society but for no other purpose.*
68. The Trustees may appoint one of their number to be the Chair of the Trustees and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he or she is present. If there is not Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be Chair of the meeting.
69. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, *or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.*
70. 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. The date of a written resolution of the Trustees shall be the date on which the last Trustee resigns.

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

GENERAL

Secretary

72. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such a term at such remuneration and upon such conditions as they may think fit and may be removed by them. The Trustees may from time to time by resolution appoint an assistant or deputy secretary and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

Minutes

73. Where the Secretary is in attendance, the Trustees shall cause minutes to be archived electronically and stored in hard copy in appropriate files for the purpose:-

73.1 of all appointments of officers made by the Trustees; and

73.2 of all proceedings at meetings of the Society and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Society, be sufficient evidence of the proceedings.

Accounts and Reports

74. The Society may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Society 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.

75. The Trustees shall comply with the requirements of the Act and of the Charities Act 2011 (or any statutory re-enactment or modification of those Acts) as to keeping

financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:

- 75.1 annual reports;
- 75.2 annual returns;
- 75.3 annual statements of account.

Notices

- 76. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
- 77. The Society 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 or her registered address or by leaving it at that address, or by facsimile or by electronic means to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her.
- 78. A member present, either in person or by proxy, at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 79. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication or facsimile has been transmitted to the correct address or number shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of three working days after the envelope containing it was posted.
- 80. The accidental omission to give notice of a meeting to or the non-receipt of a notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had at any meeting.

Winding-up

- 81. The provisions of clauses 8 and 9 of the Memorandum of Association relating to the winding-up or dissolution of the Society shall have effect and be observed as if the same were repeated in the Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF ORIGINAL SUBSCRIBERS

MICHAEL CARR-JONES, Gattens, Highter Drive, East Horsley, Surrey (Co. Director).

EDWARD DUNN, 50 Frogmore Pk. Drive, Blackwater, Camberley (Airline Pilot).

J. W. HART, 26 Fouracres Walk, Hemel Hempstead, Herts (Civil Servant).

J. A. FLAWN, 163 Lower Road, Great Bookham, Surrey (Sales Executive).

PETER CARTER, "Lawn House," 2 Star Road, Caversham, Reading, Berks (Local Govt. Officer).

DAVID M. WALE, 9 Killarney Road, Wandsworth, SW18 (Overseas Telegraphist).

A. PURKIS, Englefield, Lyndhurst, Hants (Insurance Inspector).

Dated this 11th day of July 1963

Witness to the above signatures:

JOHN KUSEL
47 Cannon Street
London EC4
Solicitor

AMENDED IN 2013 BY THE BOARD OF TRUSTEES

EDWARD FREEMAN (Thalidomider).

MARIE PEARSE (Thalidomider).

LOUISE MEDUS-MANSELL (Thalidomider)

CLAIRE ELVINS (Personal Assistant).

MARGARET HOGG (Parent of Thalidomider)

HAZEL SIMMONS (Thalidomider)

GERALDINE FREEMAN (Thalidomider).