

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of INTERNATIONAL UNION FOR PHYSICAL AND ENGINEERING SCIENCES IN MEDICINE LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Authentication
SLAVIK TABAKOV	Authenticated Electronically

Dated: 05/05/2022

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

INTERNATIONAL UNION FOR PHYSICAL AND ENGINEERING SCIENCES IN MEDICINE
LIMITED

(IUPESM)

(Company number _____)

1. The name of the Company (hereinafter called "**the Company**") shall be International Union for Physical and Engineering Sciences in Medicine. The short form of the name shall be IUPESM.

2. **INTERPRETATION**

2.1 In these articles, unless the context otherwise requires:-

"the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

"Affiliate" a member of the IUPESM Organisation which may adhere as an affiliate association (a scientific, non – governmental association having activities in the field of physical and engineering sciences in medicine) or as an affiliate corporation (a company with an interest in medical physics or biomedical engineering).

"the articles" means the articles of the company.

"the Board" means the persons appointed to be directors of the Company, ie. the board of directors and Board member means a director of the Company.

"the Chairperson" means the President of the IUPESM Organisation.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"Constituent Organisations" means the International Federation for Medical and Biological Engineering (IFMBE) and the International Organisation for Medical Physics (IOMP).

"Council" means the council of the IUPESM Organisation as defined in the constitution of the IUPESM Organisation comprised by the statutes and bylaws of that organisation from time to time in force.

"executed" includes any mode of execution.

"IUPESM Organisation" means the unincorporated organisation of the International Union for Physical and Engineering Sciences in Medicine which has the Constituent Organisations, National Members and Affiliates as its members.

"National Member" means the designated representative of a scientific academy, research council, scientific institution or an association of such institutions from any country having adherence with any of the Constituent Organisations Such National Members shall represent the fields of physical and engineering sciences in medicine and in that particular country.

"office" means the registered office of the company.

"officer" means, in the context of the Company, its directors and company secretary (if appointed).

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

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

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

2.3 Any reference in these articles to any legislation, whether European, United Kingdom or otherwise, shall mean that legislation as the same may be amended, supplemented or substituted from time to time.

- 2.4 Unless the context otherwise requires, a reference to one gender shall include a reference to the other genders.
- 2.5 The registered office of the Company will be situated in England.
- 2.6 The objects for which the Company is established are:-
 - 2.6.1 to contribute to the advancement of physical and engineering science in medicine for the benefit and wellbeing of humanity;
 - 2.6.2 to organize international cooperation and promote communication among those engaged in health-care science and technology;
 - 2.6.3 to coordinate activities of mutual interest to engineering and physical science within the health care field, including international and regional scientific conferences, seminars, working groups, regional support programs and scientific and technical publications; and
 - 2.6.4 to represent the professional interests and views of engineers and physical scientists in the health-care community.
- 2.7 In furtherance of the above objects but not further or otherwise the Company shall have for the purpose of assisting the IUPESM Organisation powers:-
 - 2.7.1 To collaborate with the other international scientific and professional bodies;
 - 2.7.2 To establish committees, commissions, working groups and other bodies for purposes within its mandate;
 - 2.7.3 To organize and coordinate international meetings or conferences for the constituent organizations within the Company, including the triennial World Congress on Medical Physics and Biomedical Engineering;
 - 2.7.4 To represent the Company's members in the International Science Council (ISC, previously ICSU), in accordance with the statutes of ISC;
 - 2.7.5 To disseminate, promote and/or develop standards of practice in the fields of medical physics and biomedical engineering in order to enhance the quality of health care worldwide;

- 2.7.6 To assist developing countries to achieve appropriate levels of science and technology in medical physics and biomedical engineering;
- 2.7.7 To provide suitable channels for the exchange of information between nations;
- 2.7.8 To raise funds and invite and receive contributions from any person, firm or Company by way of donation and otherwise.
- 2.7.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of the objects, and to construct, maintain and alter any building or erections necessary or convenient for the work of the Company
- 2.7.10 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of objects.
- 2.7.11 To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be conducive to the primary objects.
- 2.7.12 To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- 2.7.13 To invest the monies of the Company 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 such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- 2.7.14 To establish and support or aid in the establishment and support of any charitable bodies and to subscribe or guarantee money for charitable purposes in any way connected with the objects or calculated to further the same.
- 2.7.15 To do all such other things as are necessary to the attainment of the objects or any of them and which are calculated to facilitate or which are

incidental or conducive to the achievement of the objectives detailed in the objects set out in articles 2.6.1 to 2.6.4.

2.8 PROVIDED THAT:-

- 2.8.1 In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trust.
- 2.8.2 The Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Union and the Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- 2.8.3 The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in article 2.6, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.
- 2.8.4 Nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate of 1 per cent. per annum less than the base rate of the Company's bankers or 2 per cent, whichever is the greater, on money lent or reasonable and proper rent for premises demised or let by any member of the Company, but so that no member of the Board shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of the Board except repayment of reasonable out-of-pocket expenses and interest at the rate aforesaid.
- 2.8.5 No such addition, alteration or amendment shall be made to or in the provisions of the articles for the time being in force, as shall make the Company a company to which Section 60 of the Act does not apply.

- 2.8.6 The liability of the members is limited.
- 2.8.7 In the event of the Company being wound up, every member of the Company undertakes to contribute to the assets of the Company, while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £10.
- 2.8.8 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to the IUPESM Organisation or some other institution or institutions or trust having objects compatible with the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of this article 2.8.8, such institution or institutions to be determined by members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

3. MEMBERS

- 3.1 The number of members with which the Company proposes to be registered is 6 but the Board may from time to time increase or reduce this number.
- 3.2 Subscribers to the Company's memorandum of association and such other persons as the Board shall in accordance with the provisions hereinafter contained admit to membership shall be members of the Company.
- 3.3 The members of the Company shall consist of the IUPESM Organisation's elected officers:
- 3.3.1 The President, the Vice President, the Secretary-General, the Treasurer, the Immediate Past President, and the Immediate Past Vice-President.

3.3.2 The members of the Company appointed pursuant to article 3.3.1 shall represent the interests and fulfil the objectives of the IUPESM Organisation and the Council.

3.4 Membership is not transferable.

3.5 A member's membership terminates when that member ceases to be an elected member of the Council of the IUPESM Organisation.

4. GENERAL MEETINGS

4.1 All meetings of members shall be called general meetings.

4.2 The Board may call general meetings or, on the requisition of not less than one third in number of the members of the Company, pursuant to the provisions of the Act, and shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition. The Chairperson may call a general meeting as and when he deems it appropriate.

4.3 The Company shall convene a general meeting at which members shall be required to be present in person (or on a hybrid or solely virtual basis if the situation demands) in order to be included in a quorum at the triennial World Congress of Medical Physics and Biomedical Engineering or at intermediate intervals as deemed necessary by the President of the IUPESM Organisation. In each calendar year; any general meetings may be attended in person or on a hybrid basis, or fully virtually. Where any such meeting is held virtually it shall be conducted by means of an agreed form of electronic communication.

5. NOTICE OF GENERAL MEETINGS

5.1 All general meetings shall be called by at least fourteen clear days' notice but a general meeting maybe called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than two-thirds of the total voting rights at the meeting of all the members.

5.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

5.3 The notice shall be given to all the members and to the Board and auditors (if the Company has appointed auditors) notwithstanding the fact that such member or member of the Board may be situated outside the United Kingdom.

5.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 No business shall be transacted at any meeting unless a quorum is present. Members or proxies for members representing at least one third of the Company's members, shall be a quorum.

6.2 If such 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 until such time and place as the Board may determine.

6.3 The Chairperson, or in his absence some other Board member nominated by the Board shall preside as chair of the meeting, but if neither the Chairperson nor such other Board member (if any) are present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board members present shall elect one of their number to be the chair of the meeting and, if there is only one Board member present and willing to act, he shall be the chair of the meeting.

6.4 If no Board member is willing to act as chair of the meeting, or if no Board member 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 of the meeting.

6.5 A Board member shall, notwithstanding that he is not a member (although he may act as a proxy for a member), be entitled to attend and speak at any general meeting and the chair of the meeting may permit other persons who are not members of the Company or Board members to attend and speak at a general meeting.

6.6 The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the

meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

6.7 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-

6.7.1 by the chair of the meeting; or

6.7.2 by at least two members present having the right to vote at the meeting; or

6.7.3 by a member or members representing not less than two-fifths 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.

6.8 Unless a poll is duly demanded a declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

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

6.10 A poll shall be taken as the chair of the meeting directs and he 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 was demanded.

6.11 A poll demanded on the election of a chair of the meeting 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 of the meeting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other

than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 6.12 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.
- 6.13 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.
- 6.14 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 6.15 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak at it.
- 6.16 Subject always to the provisions of article 4.3 in determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 6.17 Subject always to the provisions of article 4.3 two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

7. VOTES OF MEMBERS

7.1 For the avoidance of doubt, any reference in these articles to:

- 7.1.1 "present at a meeting" may mean either in the same physical location or by some other kind of electronic communication as the Board may consider

appropriate; World Congress meetings pursuant to article 4.3 being the only exception;

- 7.1.2 a "show of hands" shall be deemed to include any such non-anonymous voting method as the Board may consider appropriate; and
 - 7.1.3 a "poll" shall be deemed to include any such anonymous voting method as the Board may consider appropriate.
- 7.2 On a show of hands every member present in person or by proxy shall have one vote. On a poll every member present in person or by proxy shall have one vote.
- 7.3 A member present in person may have one vote for himself and an additional vote for every member for whom he is a proxy.
- 7.4 A person is able to exercise the right to vote at a general meeting when:-
- 7.4.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 7.4.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 7.5 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to vote. .
- 7.6 A resolution put to the vote of general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- 7.7 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 of the meeting whose decision shall be final and conclusive.
- 7.8 Proxies may only be validly appointed by a notice in writing (a **proxy notice**) which:-
- 7.8.1 states the name and address of the member appointing the proxy;
 - 7.8.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

- 7.8.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such a manner as the Board may determine; and
- 7.8.4 is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 7.9 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes and an instrument of proxy which is not deposited, delivered or revoked in a manner so required shall be invalid.
- 7.10 An instrument of proxy may be delivered by electronic mail to an electronic address authorised by the Board and notified to members.
- 7.11 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 7.12 Unless a proxy notice indicates otherwise, it must be treated as:-
- 7.12.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- 7.12.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 7.13 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 7.14 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 7.15 A notice revoking a proxy appointment only takes effect if it is delivered not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote to which it relates.

7.16 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf,

8. NUMBER OF THE BOARD

8.1 Unless otherwise determined by ordinary resolution, the number of Board members shall not be less than five nor more than seven.

9. THE BOARD

9.1 The first members of the Board shall be:

James Goh

Slavik Tabakov

Leandro Pecchia

Magdalena Stoeva

Kin Yin Cheung and

Ratko Magjarevic

9.2 Subsequent members of the Board shall comprise the elected officers from time to time of the IUPESM Organisation including the President, the Vice President, the Secretary-General, the Treasurer, the Immediate Past President and the Immediate Past Vice-President.

9.3 Subject to the provisions of the Act and article 9.4 relevant Board members shall be indemnified out of the funds of the Company at the discretion of the Board against all costs, charges, losses, damages, and expenses which they shall respectively incur or be put to on account of any act, deed, matter or thing which shall be executed, done or permitted by them respectively in good faith in or about the execution of their duties.

9.4 The indemnity conferred by article 9.3 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or any other provision of law.

9.5 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any Board member or former Board member in respect of any relevant loss.

9.6 In these articles a relevant loss (**relevant loss**) means any loss or liability which has been or may be incurred by a Board member or former Board member in connection with that Board member's duties or powers in relation to the Company.

10. POWERS OF THE BOARD

10.1 Subject to the provisions of the Act, the articles and to any directions given by special resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company. No alteration of the articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Board by the articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

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

11. APPOINTMENT AND RETIREMENT OF BOARD MEMBERS

11.1 The President of the IUPESM Organisation shall be the President of the Company. Following his retirement as the President of the IUPSEM Organisation the President shall remain an officer of the IUPESM Organisation and therefore a member of the Board having become the Immediate Past President for the next period. After the next such period the President shall not be eligible for immediate re-election as an officer of the IUPESM Organisation or the Company.

11.2 The Secretary-General and the Treasurer hold the office for one period and are eligible for election for one further period. They hold the office from the conclusion of the IUPESM Organisation's General Assembly I of the Council at the World Congress following the election, to the conclusion of the IUPESM Organisation's General Assembly I of the Council at the end of the following World Congress (normally three yearly). The new Board shall conduct a short General Assembly II meeting immediately following General Assembly I meeting at the World Congress.

12. DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

12.1 The office of a Board member shall be vacated if:-

12.1.1 he ceases to be a Board member by virtue of any provision of the Act or he becomes prohibited by law from being a Board member; or

12.1.2 he becomes bankrupt; or

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

(a) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months, or

(b) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any power or rights which that person would otherwise have, or

12.1.4 he resigns his office by notice to the Company; or

12.1.5 he shall for more than three consecutive meetings of the Board have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated; or

12.1.6 he is removed by reason of any other provision of these articles; or

12.1.7 save in respect of article 11.1 he ceases to be an elected member of the executive committee of the IUPESM Organisation.

13. PROCEEDINGS OF THE BOARD

13.1 Subject to the provisions of the articles and the constitution of the IUPESM Organisation comprised by the statutes and bylaws of that organisation from time to time in force, the Board may regulate its proceedings as it thinks fit. If there is any conflict between the articles and the said constitution of the IUPESM Organisation, the articles shall prevail. A Board member or the company secretary (if any) may call a meeting of the Board. Questions arising at a meeting shall be decided by a majority

of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote. For the avoidance of doubt, any reference to “Board meetings” shall be taken to mean a meeting held by whatever means is determined as most appropriate by the person who calls the meeting and is more often likely to be by an agreed method of electronic communication pursuant to article 13.10

13.2 Notice of any meeting of the Board must indicate:-

13.2.1 its proposed date and time;

13.2.2 in the case of a physical meeting, where it is to take place;

13.2.3 for Board members participating in the meeting who will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

13.3 Notice of a Board meeting must be given to each director, but need not be in writing.

13.4 The quorum for the transaction of the business of the Board shall be four or two-thirds of the Board whichever is the greater.

13.5 The continuing Board members or a sole continuing Board member may act notwithstanding any vacancies in their number, but, if the number of Board members is less than the number fixed as the quorum, the continuing Board members or Board member may act only for the purpose of filling vacancies or of calling a general meeting.

13.6 The Chairperson unless he is unwilling to do so, shall preside at every meeting of the Board at which he is present. But if the Chairperson is not present or unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Board members present may appoint one of their number to be chair of the meeting.

13.7 All acts done by a meeting of the Board, or by a person acting as a Board member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board member 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 Board member and had been entitled to vote.

- 13.8 A resolution in writing signed by all the Board entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Board members.
- 13.9 Subject to the articles, Board members participate (**participate**) in a Board meeting, or part of a Board meeting, when:
- 13.9.1 the meeting has been called and takes place in accordance with the articles, and
- 13.9.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.10 In determining whether Board members are participating in a Board meeting, it is irrelevant where any director is or how they communicate with each other.
- 13.11 If all the Board members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them are.

14. MINUTES

- 14.1 The Board shall cause minutes to be made, and kept for at least 10 years, in books kept for the purpose or by suitable electronic means in accordance with the Act and which can be easily accessed by all current and future Board members:
- 14.1.1 of all appointments of officers made by the Board; and
- 14.1.2 of all proceedings at meetings of the Company, and decisions of the Board, including the names of the Board members present at each such meeting.
- 14.2 The Board shall cause minutes to be made of all proceedings at general meetings and shall make such minutes available to the members of the IUPESM Organisation.
- 14.3 The Board may make any rule about the internal functioning of the Company and the members shall comply with such rules.

14.4 Subject to the articles, the Board may also make any rule which they think fit about how to take decisions and about how such rules are to be recorded or communicated to the Board members.

15. CONFLICTS OF INTEREST

15.1 If a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15.2 But if article 15.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.

15.3 This article 15.3 applies when:-

15.3.1 the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

15.3.2 the director's interest cannot reasonably be regarded as likely to be regarded as giving rise to a conflict of interest; or

15.3.3 the director's conflict of interest arises from a permitted cause.

15.4 For the purposes of this article 15, the following are permitted causes:-

15.4.1 a guarantee given, or to be given, by a director in respect of an obligation incurred by or on behalf of the Company;

15.4.2 subscription, or an arrangement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

15.4.3 arrangements pursuant to which benefits are made available to employees and Board members or former employees and Board members of the Company or any of its subsidiaries which do not provide special benefits for Board members or former Board members.

- 15.5 For the purposes of this article 15, references to proposed decisions and decision-making processes include any Board meeting or part of a Board meeting.
- 15.6 Subject to article 15.7, if a question arises at a Board meeting as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any director other than the Chairperson of the Board is to be final and conclusive;
- 15.7 If the question as to the right to participate in the Board meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the Board at that meeting, for which purpose the Chairperson of the Board is not to be counted as participating in the Board meeting (or that part of the meeting) for voting or quorum purposes.

16. THE SEAL

- 16.1 The seal shall only be used by the authority of the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two Board members.

17. ACCOUNTS AND FINANCE

- 17.1 The Board shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place. The books of accounts shall be kept at the registered office of the Company or at such other place or places as the Board determine. The books of accounts shall be open to inspection by any director or member.
- 17.2 The income and property of the Company from wherever derived shall be applied solely in promoting the Company's objects.
- 17.3 No distribution shall be paid or capital otherwise returned to the members in cash or otherwise. Nothing in these articles shall prevent any payment in good faith by the Company of:-

- 17.3.1 reasonable and proper remuneration to any member, officer, director, employee or supplier of the Company for any services rendered by the Company;
- 17.3.2 any interest on money lent to the Company by any member or other person at a reasonable and proper rate;
- 17.3.3 reasonable and proper rent for premises let by any member, director or other person; or
- 17.3.4 reasonable out-of-pocket expenses properly incurred by any director or any other person duly authorised by the Board to incur such expenses.

18. NOTICES

- 18.1 Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 18.2 Subject to the articles, any notice or document to be sent or supplied to a Board member in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that Board member has asked to be sent or supplied with such notices or documents for the time being.
- 18.3 A director may agree with the Company that notices or documents sent to that director in a particular way are deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

19. INDEMNITY AND INSURANCE

- 19.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

19.2 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any officer of the Company.

20. WINDING-UP.

20.1 The provisions of article 2.8.8 shall have effect in the event of a winding up of the Company.

21. ALTERATION OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

21.1 Any alteration of any article shall be subject to the provisions of the articles generally and in particular article 2.8.5 and no alteration shall be made which would have the effect of altering the not-for-profit status of the Company.