

**COMPANIES ACTS 1985 AND 1989**

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

**MEMORANDUM OF ASSOCIATION**

**OF**

**THE BRITISH ASSOCIATION FOR THE STUDY OF THE LIVER**

**1. NAME**

The name of the Company is The British Association for the Study of the Liver ("**the Charity**")

**2. REGISTERED OFFICE**

The registered office of the Charity is to be in England and Wales

**3. OBJECTS**

The objects of the Charity ("**the Objects**") are:-

- 3.1 [the advancement of knowledge and the promotion of research concerning the liver and the diseases and disorders affecting the same (including research directed towards the development and evaluation of treatment for such diseases and disorders).]

**4. POWERS**

The Charity has the following powers which may be exercised promoting the Objects:

- 4.1 to promote co-ordinate and facilitate research for the study of the liver and its diseases and disorders
- 4.2 to promote the dissemination of research findings for the benefit of science and medicine and the education of the public
- 4.3 to promote and further the interest of individuals and the public at large in and to facilitate scientific exchange between clinicians and scientists concerning the liver, its function and associated diseases and disorders
- 4.4 to co-operate with medical and other professions and advise, confer, consult, maintain contact and co-operate with any persons, government departments, local or health authorities, associations, societies, institution or bodies established or to be established in the **United Kingdom** or anywhere else in the world
- 4.5 To support, administer or set up other charities
- 4.6 To raise funds (but not by means of **taxable trading**)
- 4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.8 To acquire or hire property of any kind
- 4.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.10 To make grants or loans of money and to give guarantees
- 4.11 To set aside funds for special purposes or as reserves against future expenditure
- 4.12 To deposit or invest funds in any manner (but to invest only after obtaining advice from a **financial expert** and having regard to the suitability of investments and the need for diversification)
- 4.13 To delegate the management of investments to a financial expert, but only on terms that:

- 4.13.1 the investment policy is set down **in writing** for the financial expert by the **Trustees**
- 4.13.2 every transaction is reported promptly to the Trustees
- 4.13.3 the performance of the investments is reviewed regularly with the Trustees
- 4.13.4 the Trustees are entitled to cancel the delegation arrangement at any time
- 4.13.5 the investment policy and the delegation arrangement are reviewed at least once a **year**
- 4.13.6 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
- 4.13.7 the financial expert must not do anything outside the powers of the Trustees
- 4.14 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.15 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.16 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the **Trustee** concerned knew that. or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4.17 Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4.18 To enter into contracts to provide services to or on behalf of other bodies

- 4.19 To establish subsidiary companies to assist or act as agents for the Charity
- 4.20 To pay the costs of forming the Charity
- 4.21 To do anything else within the law which promotes or helps to promote the Objects

**5. BENEFITS TO MEMBERS AND TRUSTEES**

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the **members** of the Charity but
  - 5.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied
  - 5.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity
  - 5.1.3 members (Including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity
  - 5.1.4 individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity
- 5.2 A Trustee must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Charity except
  - 5.2.1 as mentioned in clauses 4.16, 5.1.2, 5.1.3 or 5.3.
  - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity
  - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
  - 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding
  - 5.2.5 in exceptional cases, other payments or benefits (but only with the **written** approval of the **Commission** in advance)

- 5.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
- 5.3.1 the goods or services are actually required by the Charity
  - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4
  - 5.3.3 no more than one half of the Trustees are subject to such a contract in any financial year
- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
- 5.4.1 declare an interest at or before discussion begins on the matter
  - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
  - 5.4.3 not be counted in the quorum for that part of the meeting
  - 5.4.4 withdraw during the vote and have no vote on the matter
- 5.5 This clause may not be amended without the prior written consent of the Commission

## **6. LIMITED LIABILITY**

The liability of members is limited

## **7. GUARANTEE**

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

**8. DISSOLUTION**

- 8.1 If the Charity is dissolved the assets (if any remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
  - 8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
  - 8.1.2 directly for the Objects or charitable purposes within or similar to the Objects
  - 8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance
- 8.2 A final report and statement of account must be sent to the Commission

**9. INTERPRETATION**

- 9.1 Words and expressions defined in the **articles** have the same meanings in this memorandum.
- 9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

We, the Subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and Addresses of Subscribers.

Dated 2002.

Witness to the above signatures:-

**COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE AND**

**NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**THE BRITISH ASSOCIATION FOR THE STUDY OF THE LIVER**

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**Interpretation**

1. In the memorandum and these articles:

"the Charity" means the company intended to be regulated by these articles;

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

"the articles" means these Articles of Association of the Charity;

"clear days" in relation to the period of a notice means the 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;

"the Commission" means the Charity Commissioners for England and Wales;

"electronic communication" means a communication (comprising sounds images or both and a communication effecting payment) transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa):

(a) by means of a telecommunications system (within the meaning of the Telecommunications Act 1984); or

(b) by other means but while in electronic form.

"financial expert" means an individual, company or firm who entitled to carry on regulated activities within the meaning of the Financial Services & Markets Act 2000 (or any statutory replacement thereof);

"material benefit" means a benefit which may not be financial but has a monetary value;

"the memorandum" means the memorandum of association of the Charity;

"the seal" means the common seal of the Charity if it has one;

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

"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 Trustees" means the directors of the Charity (and "Trustee" has a corresponding meaning);

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

"written" or "in writing" refers to a legible document on paper including a fax message;

"year" means calendar year; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

## **Members**

2. (1) The subscribers to the memorandum and such other persons as are admitted to membership in accordance with the Rules made under Article 57 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the Trustees in accordance with the Rules. There may be such classes of membership as the Rules provide.
- (2) Unless the Trustees or the Charity in general meeting shall make other provision under Article 57, the Trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

## **General meetings**

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Trustees shall appoint. All general meetings other than annual general meeting shall be called extraordinary general meetings.
4. The Trustees may call general meetings and, on the requisition of ten members or one-tenth of the members entitled to vote whichever is the less pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

### **Notice of general meetings**

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

- (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

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

The notice shall be given to all the members and to the Trustees and auditors.

6. 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 the meeting.

### **Proceedings at general meetings**

7. No business shall be transacted at any meeting unless a quorum is present. [Forty] persons entitled to vote upon the business to be transacted each being a member shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, 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.
9. The President or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the President nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman.
10. If no Trustee is willing to act as chairman, 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 chairman.
11. A person shall, notwithstanding that he is not a member, be able to attend and speak at any general meeting at the invitation of the chairman of the meeting.
12. The chairman 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 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.
13. A resolution put to the vote of a meeting shall unless a postal vote or ballot has been held, 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:

- (1) by the chairman; or
  - (2) by a least five members having the right to vote at the meeting; or
  - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the chairman 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.
  15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
  16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
  17. In the case of an equality of votes, whether on a show of hand or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
  18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is 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.
  19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

### **Votes of members**

20. Subject to Article 17, every member entitled to vote shall have one vote:
  - (1) on a show of hands if present in person at a general meeting;
  - (2) on a poll;
  - (3) on a postal ballot for election of Trustees and Officers pursuant to the Rules;
  - (4) on a postal vote called for by the Board of Trustees or called to effect any alteration to the Rules pursuant to Article 57(2).
21. No member shall be entitled to vote at any general meeting unless all money then payable by him to the Charity has been paid.
22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting

shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

### **Trustees**

23. The number of Trustees shall be not less than [ten] but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
24. The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future Trustees shall be appointed as provided subsequently in the articles.

### **Powers of Trustees**

25. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this articles shall not be limited by an special power given to the Trustees by the articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
26. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Trustees shall have the following powers, namely:
  - (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;
  - (2) to enter into contracts on behalf of the Charity.

### **Appointment and retirement of Trustees**

27. The appointment and retirement of Trustees shall be in accordance with the Rules.
28. The Charity may, by ordinary resolution, of which special notice has been given in accordance with section 303 of the Act remove a Trustee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Trustee. The Charity may by ordinary resolution appoint another person in place of a Trustee removed under this article.
29. The Trustees of the Charity shall be the Officers as defined in Article 30 and those persons elected by the members in accordance with the Rules.
30. The Officers of the Charity shall be the President, the Secretary and the Treasurer.
31. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire.

32. The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
33. Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed.

#### **Disqualification and removal of Trustees**

34. A Trustee shall cease to hold office if he:
- (1) ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modifications of that provision);
  - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
  - (3) resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
  - (4) is absent without the permission of the Trustees from all their meetings held within a period of twelve months and the Trustees resolve that this office be vacated;
  - (5) is removed from office by a resolution duly passed pursuant to section 303 of the Act, or
  - (6) is requested in writing by no less than two-thirds of all other Trustees to resign.

#### **Trustees' expenses**

35. The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with the attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

#### **Trustees' appointments**

36. Except to the extent permitted by clause 5 of the memorandum, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration, or be interested otherwise, than as a Trustee in any other contact to which the Charity is a party.

#### **Proceedings of Trustees**

37. Subject to the provisions of the articles, the Trustees may regulate their proceedings as they think fit and may arrange for meetings to be conducted by means of a conference telephone or other link which allows Trustees to participate fully, hear and be heard. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary

to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

38. The quorum for the transaction of the business of the Trustees shall be five Trustees. Trustees participating by a telephonic or other link authorised by Article 37 shall be deemed to be present.
39. The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
40. The Secretary shall normally be the chairman of their meetings but may at any time be removed by the Trustees from so acting. Unless he is unwilling to do so or has been removed from so acting, the Secretary shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside, has been removed from so acting 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 chairman of the meeting.
41. The Trustees may appoint one or more committees consisting of such persons (including at least one Trustee) as they may think fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee: provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Trustees.
42. All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or 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 Trustee or member and had been entitled to vote.
43. A resolution in writing, signed by all the Trustees (or members of a committee) entitled to receive notice of a meeting of Trustees or of a committee, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees or (as the case may be) members of a committee .
44. Any bank account in which any part of the assets of the Charity is deposited shall be the responsibility of the Trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by such signatories as may be authorised by a bank mandate approved by all the Trustees.

### **Company Secretary**

45. Subject to the provisions of the Act, the Company Secretary shall be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any Company Secretary so appointed may be removed by them.

### **Minutes**

46. The Trustees shall keep minutes in books kept for the purpose of
  - (1) of all appointments of officers; and

- (2) of all proceedings at meetings of the Charity and of the Trustees and of committees including the names of the Trustees and persons present at each such meeting.

### **The Seal**

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

### **Records and Accounts**

48. The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
- (1) annual reports
  - (2) annual returns
  - (3) annual statements of account.
49. Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.
50. A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

### **Notices.**

51. Any notice to be given to or by any person pursuant to the articles shall be in writing or shall be given using **electronic communications** except that a notice calling a meeting of the Trustees need not be given in such manner.
52. The Charity may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address or by leaving it at that address or where a member has notified an electronic mail address to the Charity to the address so notified by the member. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
53. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposed for which it was called.
54. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Chartered Institute of Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained in an electronic communication at the expiry of 48 hours after the time it was sent.

**Indemnity.**

- 55. Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment 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 Charity.
- 56. The payment of any premium in respect of indemnity insurance to cover the liability of the Trustees as allowed under Clause 4.16 of the memorandum may be made by the Charity.

**Rules.**

- 57. (1) The Trustees may at their first meeting establish the Rules and thereafter may from time to time make such additional rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity provided that no rule which shall be inconsistent with or repeal anything contained in the Rules may be made other than pursuant to Article 57(2).
- (2) The Rules shall be altered only by the vote of those members entitled to vote and who do so in person at a general meeting called for the purpose or in a poll or by postal vote. Within the Rules, Constitutional Rules may only be altered by affirmative vote of three-fourths of members voting and in the case of Ordinary Rules by affirmative vote of two-thirds of members voting. The Secretary shall dispatch a notice of every proposed alteration to every member not less than twenty-one days before the date of the meeting.
- (3) The Charity in general meeting shall have the power to alter and amend the memorandum and articles of association. The memorandum and articles of association may only be altered by the vote of at least three-fourths of those members present and voting. No postal vote shall be allowed. The Secretary shall dispatch notice of every proposed alteration to each member entitled to vote not less than twenty-one days before the date of the meeting.
- (4) No alterations or additions shall be made to the Rules which shall be inconsistent with, affect or repeal anything contained in the memorandum and articles of association and no alterations to the memorandum or articles of association or the Rules shall be made which will cause the Charity to cease to be a charity in law.

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Signatures, Names and Addresses of Subscribers

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No.

The Companies Acts 1985 and 1989

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NOT HAVING A SHARE CAPITAL

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MEMORANDUM  
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Incorporated the day of 2002