

THE COMPANIES ACT 1985 (As Amended)

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE INTERNATIONAL CONTINENCE SOCIETY

(a Registered Charity)

1. INTERPRETATION

1.1 In 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;

“the Charity” means the company intended to be regulated by these Articles;

“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;

“electronic communication” has the meaning set out in the Electronic Communications Act 2000;

“executed” includes any mode of execution;

“the Members” means the Members of the Charity as defined in article 2.1 and “Member” and “Members” have corresponding meanings;

“the Memorandum” means the Memorandum of Association of the Charity;

“the Office” means the registered office of the Charity;

“the Officers” means the General Secretary Elect, the General Secretary, the Immediate Past General Secretary and the Treasurer;

“the Seal” means the common seal of the Charity if it has one;

“the Secretary” means the secretary of the Charity (being a post separate from that of General Secretary) or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary and

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

words importing the masculine gender only shall (where the context so admits) 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.

1.2 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called “Table A”) shall not apply to the Society and the articles hereinafter contained shall be the articles of association of the Company.

2. MEMBERS

2.1 Such other persons or organisations as are admitted to membership in accordance with the rules made under Article 23 shall be members of the Charity. No person shall be admitted as a member of the Charity unless his application for membership is in such form as the Trustees may agree to accept for membership applications (whether written, electronic or otherwise) and he is approved by the Trustees for admission to membership.

2.2 Unless the Trustees in general meeting shall make other provisions under Article 23, 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 three.

3. GENERAL MEETINGS

3.1 The Charity shall hold an annual general meeting each year in accordance with Section 366 of the Act 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 15 months shall elapse between the date of one annual general meeting of the Charity and that of the next. The annual general meeting shall be held at such times and places as the Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

3.2 The Trustees may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting within 21 days after receipt of the requisition to be held within 28 days after the date of notice of the meeting.

4 NOTICE OF GENERAL MEETINGS

4.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice, but a general meeting may be called by shorter notice if it is so agreed:

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

(b) 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 the auditors (if any).

4.2 Notices from the Company to its Members may be served by post to the address of the Member in question shown in the register of members or by electronic communication to an electronic address supplied to the Company by the Member in question, provided that if any Member specifically requests service in one form or the other the Company shall comply with his request. Notices shall be deemed served 48 hours after parting or electronic transmission.

4.3 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.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 No business shall be transacted at any meeting unless a quorum is present. Fifty persons entitled to vote on the business to be transacted, each being a Member or a duly authorised representative of a Member organisation shall constitute a quorum. For the avoidance of doubt only those physically present at the meeting venue shall be counted in the quorum.

5.2 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 such time and place as the Trustees may determine.

5.3 The chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the chairman nor such other Trustee (if any) be present within 15 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. References in articles 5.4 to 5.12 (inclusive) to chairman shall be construed as meaning the person who is chairman of the meeting in question.

5.4 If no Trustee is willing to act as chairman, or if no Trustee is present within 15 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.

5.5 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 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned

meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

5.6 A resolution put to the vote of a meeting shall be decided by a show of hands of those physically present plus a count of the votes lodged by electronic communication prior to the meeting unless before, or on the declaration of the result a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the chairman; or
- (b) by at least 50 Members having the right to vote at the meeting; or
- (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

5.7 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.

5.8 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.

5.9 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.

5.10 In the case of an equality of votes, including votes cast on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

5.11 A poll demanded concerning the election of the 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. 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 vote and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

5.12 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 one month's notice shall be given specifying the time and place at which the poll is to be taken.

6. VOTES OF MEMBERS

6.1 Subject to Article 5.10, every Member shall have one vote whether present in person or voting by electronic communication.

6.2 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

6.3 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.

6.4 A vote given (in person or by electronic communication) or poll demanded by the duly authorised representative of a Member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office 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.

6.5 Any organisation which is a Member of the Charity may by resolution of its council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity, including voting by electronic communication.

6.6 Members may vote at general meetings in person or by advance lodgement of vote by electronic communication. Voting by electronic communication shall be conducted subject to such requirements as the rules or bye laws of the Charity may from time to time prescribe. Where any Member has lodged a vote by electronic communication in advance and then attends the meeting his advance vote shall not be counted and he shall be entitled to vote in person at the meeting. If any question arises at a meeting over the validity of a vote lodged by electronic communication it shall be determined by the chairman of the meeting whose decision shall be final and conclusive.

7. TRUSTEES

7.1 The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

7.2 The Trustees shall comprise the Officers, being General Secretary Elect, General Secretary, Immediate Past General Secretary, Treasurer, and such one or more others as may be appointed by the annual general meeting.

8. POWERS OF TRUSTEES

8.1 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 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 the powers exercisable by the Trustees.

8.2 In addition to all powers hereby expressly conferred on them, and without detracting from the generality of their powers under the Articles, the Trustees shall have the following powers, namely:

(a) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects of the Charity

(b) to invest in the name of the Charity such part of the funds of the Charity 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;

(c) to enter into contracts on behalf of the Charity.

9. APPOINTMENT AND RETIREMENT OF TRUSTEES

9.1 The General Secretary Elect and Treasurer shall be appointed by the annual general meeting of the Charity for a term of three years for the General Secretary Elect and six years for the Treasurer. At the end of his term the General Secretary Elect shall automatically become General Secretary for a term of six years and at the end of the General Secretary's term of office he shall automatically become Immediate Past General Secretary for a term of three years. At the conclusion of his term of office the Immediate Past General Secretary shall cease to be a Trustee. The Treasurer may be appointed for one further term of three years on completion of his original term of office but shall cease to be Trustee at the conclusion of that further term.

9.2 If a vacancy arises in the office of General Secretary Elect it shall be filled at the next annual general meeting and the person appointed shall serve for the remainder of the term of the previous holder of that office.

9.3 If a vacancy arises in the office of Treasurer it may be filled by the Trustees but any person so appointed shall retire at the next annual general meeting. He may, if willing to stand, be proposed for appointment as Treasurer at that meeting and if so appointed shall be eligible to serve a six year term and be appointed for a further three year term in accordance with article 9.1 above.

9.4 All other Trustees shall be appointed by the annual general meeting and serve a term of three years and may, if willing to stand, be re-appointed for one further term of three years. Any vacancies arising as a result of cessation of office of such other Trustees may be filled by the Trustees but any person so appointed shall retire at the next annual general meeting. He may, if willing to stand, be proposed for appointment as a Trustee at that meeting and if so appointed shall be eligible to serve a three year term and be re-appointed for a further term in accordance with this article.

9.5 All Trustees, including the Officers, who complete their permitted consecutive terms of office shall cease to be Trustees and shall not be eligible for future appointment.

9.6 All appointments of Trustees at the annual general meeting shall be by ordinary resolution.

9.7 No person may be appointed as a Trustee:

(a) unless he has attained the age of 18 years old and is duly nominated in accordance with the rules or bye laws of the charity currently in force; or

(b) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 11.

10. TRANSITIONAL PROVISIONS

10.1 The meeting at which these articles are adopted shall resolve which persons shall serve as Trustees, including the Officers, for which unexpired portions of terms or full terms as the case may be.

11. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A Trustee shall cease to hold office if he:

11.1 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 Charities Act 1993 (or any statutory re-enactment or modification of that provision);

11.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

11.3 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);

11.4 is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated.

12. TRUSTEES' EXPENSES

The Trustees will not be paid travel, accommodation or other expenses for attendance at the Annual Meeting or the annual general meeting but will be entitled to be paid any reasonable travelling hotel or other expenses incurred by them in connection with their attendance at any meetings of Trustees or committees of Trustees or other general meetings of the Company or otherwise in connection with the discharge of their duties.

13. TRUSTEES' APPOINTMENTS

13.1 Subject to the provisions of the Act and to clause 4 of the Memorandum, the Trustees may appoint one or more of their number to the unremunerated office of managing Trustee or to any other unremunerated executive office under the Charity. Any such appointment may be made on such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee.

13.2 Except to the extent permitted by clause 4 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 contract to which the Charity is a party.

14. PROCEEDINGS OF TRUSTEES

14.1 Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees. Notices of meetings of the Trustees need not be in writing unless otherwise determined by the Trustees. 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.

14.2 The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number or two Trustees, whichever is the greater.

14.3 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.

14.4 The Trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Trustees so appointed 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 or it 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.

14.5 The Trustees may, wherever they think fit, invite any experts or advisers to attend meetings of the Trustees to assist the Trustees on any matters under discussion. Such persons may be invited to attend all or part of any meeting and shall speak when invited to do so by the chairman of the meeting and must withdraw from the meeting if asked to do so by the chairman. Such persons shall not be entitled to vote on any matter.

14.6 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 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.

14.7 A Trustee in electronic communication with the chairman and with all other parties to a meeting of the Trustees or of a committee of the Trustees shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication. A meeting at which one or more of the Trustees attends by way of electronic communication is deemed to be held at such place as the Trustees shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Trustees attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

14.8 A resolution in writing, signed by all Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, 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 of Trustees 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.

14.9 Any bank account in which any part of the assets of the Charity is deposited shall be operated by 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 at least two persons so approved by the Trustees.

15. COMMITTEES

15.1 The Trustees may establish such committees as they think fit which may comprise such persons, including persons who are not Trustees, as they may determine. The Trustees shall determine and may vary at any time the terms of reference, expenditure powers (if any), budgets and delegated decision making authority (if any) of such committees and may set and may vary at anytime procedural rules for them. The chairman of a committee shall be a serving member of it but need not be a Trustee. Each committee shall fully and promptly report its acts and proceedings to the Trustees and shall not incur expenditure on behalf of the Society unless empowered to do so. The rules or bye laws of the Society regarding committees shall be made in accordance with the foregoing provisions.

16. ADVISORY GROUPS

16.1 The Trustees may establish advisory groups to advise them on matters specified by the Trustees in the terms of reference of each such group. The Trustees may vary such terms of reference at anytime. An advisory group may be established for a fixed term or a particular project or for an indefinite period and for the purposes specified by the Trustees. No advisory group shall have expenditure powers or delegated decision making authority. The rules or bye laws of the Society regarding advisory groups shall be made in accordance with the foregoing provisions.

17. ANNUAL MEETING CHAIRMAN

17.1 The Members shall elect a person as Annual Meeting Chairman to chair the Annual Meeting of the Charity to be held four years following the annual general meeting. Such election shall be conducted in accordance with the rules or bye laws of the Company in force at the time and elections in 2004 and subsequently shall be conducted via the Company's website. The Annual Meeting is held by the Charity in order to further its charitable objects by the provision and exchange of information and data and the provision and exchange of practical experience amongst persons involved in or connected with the medical areas covered by the said objects. For the avoidance of doubt, the Annual Meeting is a separate event to the annual general meeting of the Society held to comply with section 366 of the Act. The Annual Meeting Chairman shall have such responsibilities as may be determined by the Trustees and his responsibilities as so determined or as varied by the Trustees from time to time shall be recorded in writing. The Annual Meeting Chairman shall not be a Trustee and may not attend meetings of the Trustees unless invited to do so and if so invited shall not be entitled to vote on any matter.

18. SECRETARY

Subject to the provisions of the Act, the 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 Secretary so appointed may be removed by them. The Secretary shall be company secretary of the Charity for the purposes of company law but shall not be a Trustee and may only attend meetings of the Trustees if invited to do so and if so invited shall not be entitled to vote on any matter.

19. MINUTES

Minutes shall be made and kept in accordance with Section 382 of the Act of all proceedings at general meetings of the Charity and meetings of the Trustees and of committees of Trustees including the names of the Trustees present at each such meetings.

20. THE SEAL

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

21. ACCOUNTS AND REPORTS

21.1 Annual accounts and reports shall be prepared in accordance with the provisions of Part VII of the Act and the applicable provisions of the Charities Act 1993, the Charities (Accounts and Reports) Regulations 1995 (or any statutory modification or re-enactment thereof for the time being in force) and of the Statement of Recommended Practice (Accounting by Charities) as time to time in force.

21.2 A person entitled to receive copies of the annual accounts and reports of the Company under Section 368 of the Act may, if the Company and he mutually agree access them on a website instead of being sent copies in which case the requirements of Section 368(4B) of the Act shall be observed.

22. ANNUAL RETURNS

The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of a charity annual return and its transmission to the Commissioners and their obligations under Section 363 of the Act with regard to the preparation of a company annual return and its transmission to the Registrar of Companies.

23. INDEMNITY

23.1 Every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him 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 under Section 727 of the Act in which relief is granted to him by the Court, and no Trustee or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Charity in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

24. RULES

24.1 The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

(a) the admission and classification of Members of the Charity (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;

(b) the conduct of Members of the Charity in relation to one another, and to the Charity's employees;

(c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meetings and the lodgement of votes by electronic communication for such meetings and the procedure at meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;

(e) the establishment and operation of any affiliation scheme by the Charity;

(f) generally, all such matters as are commonly the subject matter of company rules.

24.2 The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of Members of the Charity all such rules or bye laws, which shall be binding on all Members of the Charity. Provided that no rules or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.