

NOTE: THESE ARTICLES ASSUME THE ADOPTION ON NEW ARTICLES RATHER THAN THE POINT BY POINT PIECEMEAL ALTERATION OF THE EXISTING ARTICLES.

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

INTERNATIONAL PRIMARY CARE RESPIRATORY GROUP

(as adopted by Special Resolution on • 2018)

PRELIMINARY AND INTERPRETATION

- 1.1 The Regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 shall not apply to the Company, but the following shall be the Regulations of the Company.
- 1.2 In these Regulations:-
- (a) "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
 - (b) "the Adoption Date" means the date of the adoption of these Regulations as the Articles of Association of the Company;
 - (c) "the Articles" means the Articles of Association of the Company;
 - (d) "Associate Member" means an Associate Member of the Company;
 - (e) "body" includes any association, body corporate, company, corporation, firm, foundation, institution, organisation, partnership, society, trust or aggregate of persons (whether incorporated or unincorporated);

- (f) "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;
- (g) "the Company" means International Primary Care Respiratory Group, incorporated in Scotland with number 256268;
- (h) "Directors" means the Directors from time to time and for the time being of the Company, and "Director" means any one of such Directors;
- (i) "Electronic Communication" means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa) by (i) means a telecommunications system (within the meaning of the Telecommunications Act 1984) or (ii) other means in an electronic form;
- (j) "executed" includes any mode of execution;
- (k) "Immediate Past President" at any time means the person who is at that time the last President to have demitted office as President of the Company;
- (l) "Ordinary Member" means an Ordinary Member of the Company;
- (m) "Ordinary Resolution" means a resolution of the members of the Company on which more than 50 per cent of the votes cast are in favour of the resolution;
- (n) "person" means any individual or body;
- (o) "Secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
- (p) "the Senate" means the Senate of the Company constituted in terms of Regulation 17 below;
- (q) "Special Resolution" means a resolution of the members of the Company on which 75 per cent or more of the votes cast are in favour of the resolution; and
- (r) "the United Kingdom" means Great Britain and Northern Ireland.

1.3 For the purposes of these Regulations:-

- (a) a poll on any resolution put to the vote at a General Meeting of the Company is the means by which the members of the Company voting on the resolution can signify on a voting or ballot paper (rather than on a show of hands) whether they are voting for or against the resolution;

- (b) a proxy of an Ordinary Member is someone appointed in accordance with Regulations 7.5 and 7.6 below by that Ordinary Member to exercise that Ordinary Member's vote at a General Meeting of the Company; and
 - (c) a representative of any member is someone appointed in terms of Regulation 8 below to attend and speak and (if the member is an Ordinary Member) vote at a General Meeting of the Company on behalf of that member.
- 1.4 Unless the context otherwise requires, words or expressions contained in these Regulations bear the same respective meanings as in the Act but excluding any statutory modification thereof not in force when these Regulations become binding on the Company.
- 1.5 Words importing the singular number only shall include the plural number, and vice versa.
- 1.6 For the purposes of the Memorandum of Association of the Company and for the purposes of these Regulations, the members of the Company shall be the Ordinary Members and the Associate Members.

OBJECTS

- 2.1 The Company is established for charitable objects only.
- 2.2 The objects for which the Company is established are to improve public health by carrying out, funding and organising research into the care, treatment and prevention of respiratory illnesses, diseases and problems in a community setting, and to make available the results of such research for the benefit of the public and healthcare professions, provided that:
- (a) in case the Company shall take or hold any property which may be the subject of any trust, the Company shall deal with or invest the same only in such manner as allowed by law, having regard to such trust; and
 - (b) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- 2.3 The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company set forth in Regulation 2.2 above, 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. Provided that nothing herein shall prevent any payment in good faith by the Company:-
- (a) of reasonable and proper remuneration to any member, officer or employee of the Company (including any Director of the Company) for any services rendered to the

Company, provided always that, where a Director of the Company is to be appointed to a salaried office of the Company or to be paid remuneration in return for services rendered, such Director of the Company shall be excluded from, and shall not participate in, the determination of the Company's Directors in regard to such appointment or the amount of such remuneration;

- (b) of interest on money lent by any member of the Company or by any Director of the Company at a rate per annum not exceeding two per centum more than the base rate from time to time and for the time being of the Bank of Scotland or three per centum, whichever is the greater;
- (c) of reasonable and proper rent for premises let to the Company by any member of the Company or by any Director of the Company;
- (d) of out-of-pocket expenses to any Director of the Company; and
- (e) of reasonable and proper fees, remuneration or other benefit in money or money's worth for any services rendered, or goods supplied, to the Company by any company in which a Director of the Company is a member (provided that such Director shall not hold more than one hundredth part of the capital of such company or, if such Director is the holder of more than one hundredth part of the capital of such company, provided that such Director absents himself or herself from any meeting at which the supply of any such services or goods is discussed and such services are rendered or such goods are supplied on terms and conditions which the other Directors consider are advantageous to the Company), and such Director shall not be bound to account to the Company for any share of profits he or she may receive in respect of such payment.

2.4 Notwithstanding the provisions of Regulation 2.3 above, the Company may pay:

- (a) to the President of the Company an honorarium of such amount per annum as is recommended by the Directors and approved by an Ordinary Resolution;
- (b) to any Director who is the Treasurer of the Company an honorarium of such amount per annum as is recommended by the Directors and approved by an Ordinary Resolution; and
- (c) to any other Director of the Company an honorarium of such amount per annum as is recommended by the Directors and approved by an Ordinary Resolution

provided in each case that:

- (i) the amount of the honorarium to be paid to the President or to the Treasurer or to any other Director is set out in a written agreement between the Company and, as the case may require, the President, the Treasurer and that other Director;
- (ii) the amount of the honorarium is reasonable in the circumstances;
- (ii) before entering into such an agreement the Directors are satisfied that it is in the interests of the Company for any services to be provided to the Company in terms of that agreement to be provided to the Company for that honorarium; and
- (iv) immediately after entering into such agreement, less than half of the total number of Directors are relevant Directors within the meaning of Regulation 2.5 below.

2.5 A Relevant Director is a Director who:

- (a) is a party, as a provider of services to the Company, to an agreement entered into by the Company pursuant to Regulation 2.4 above and under which any obligation is still to be fully discharged; or
- (b) is entitled to receive remuneration from the Company's funds otherwise than by virtue of such an agreement; or
- (c) is connected with any other Director who falls within either paragraph (a) or paragraph (b) of this Regulation 2.5.

MEMBERS

- 3.1 Subject to the following provisions of this Regulation 3, the members of the Company shall be the Ordinary Members and the Associate Members of the Company on the Adoption Date and such other persons as may from time to time be admitted to membership of the Company as Ordinary Members by Special Resolution and such persons as may from time to time be admitted to membership of the Company as Associate Members either by the Directors or by Special Resolution.
- 3.2 Every person who wishes to become a member of the Company shall deliver to the Company, duly executed by that person, an application for membership or consent to become a member of the Company, in either case in such form and detail as the Directors require.
- 3.3 Only National Organisations may be Ordinary Members.
- 3.4 There can be only one National Organisation in respect of each country.

- 3.5 The Company may by Special Resolution determine whether any geographical area is, or is not, a country for the purposes of Regulation 3.4 above and whether any body is, or is not, a National Organisation in respect of any country.
- 3.6 The Company may by Special Resolution admit any National Organisation as an Ordinary Member of the Company. The Directors shall not be entitled to admit any person as an Ordinary Member.
- 3.7 The Company may by Special Resolution determine whether any body is, or is not, an International Organisation in respect of any country.
- 3.8 The Company may by Special Resolution admit any International Organisation as an Associate Member of the Company.
- 3.9 The Company may by Special Resolution terminate the membership of the Company of any Ordinary Member. If any body's membership of the Company is terminated in accordance with this Regulation 3.9, the Directors shall not be entitled to re-admit that body to membership of the Company.
- 3.10 Ordinary Members shall, subject always to Regulation 7.2 below, have voting rights in accordance with Regulation 7.1 below.
- 3.11 The Directors may, subject always to Regulation 3.9 above and to Regulation 3.15 below, admit any person as an Associate Member of the Company if the Directors are satisfied that such person is interested in or will further the objects of the Company.
- 3.12 The Directors shall not be obliged to give any reason for refusing to admit any person as an Associate Member of the Company.
- 3.13 The Company may by Special Resolution admit any person as an Associate Member of the Company.
- 3.14 An Associate Member shall not be entitled to any vote.
- 3.15 The Company may by Special Resolution terminate the membership of the Company of any Associate Member. If any person's membership of the Company is terminated in accordance with this Regulation 3.15, the Directors shall not be entitled to re-admit that person to membership of the Company.
- 3.16 A member of the Company shall cease to be a member of the Company forthwith upon:-
- (a) the delivery to the Secretary at the registered office of the Company of a notice in writing by that member resigning as a member of the Company; or
 - (b) the death or dissolution of that member; or

- (c) the termination of that member's membership of the Company in accordance with Regulations 3.9 or 3.15 above or Regulations 3.18 or 3.19 below.
- 3.17 A person who ceases (for whatever reason) to be a member of the Company shall not be entitled to any refund (in whole or in part) of any subscription paid by that person to the Company.
- 3.18 The Directors shall be entitled (but shall not be bound) to terminate the membership of the Company of any member of the Company:-
- (a) who, being an individual, is no longer in good standing, in the opinion of the Directors, with that individual's professional regulatory body;
 - (b) if a registered medical practitioner who is treating that member gives a written opinion to the Company stating that that member has become physically or mentally incapable of dealing with that member's own affairs and may remain so for more than three months;
 - (c) who shall become bankrupt or insolvent or apparently insolvent or who shall suspend payment to or compound with that member's creditors;
 - (d) in respect of whose property and undertaking, or any part thereof, a receiver or judicial factor is appointed;
 - (e) in respect of whom an effective winding-up order is made or an effective winding-up resolution is passed (other than for the purpose of any amalgamation or reconstruction);
 - (f) in respect of whom an administration order is made.
- 3.19 The Directors shall be entitled (but shall not be bound) to terminate the membership of the Company of any member of the Company if any subscription payable by that member to the Company remains outstanding more than 60 days after the due date for the payment of that subscription to the Company, provided always that:-
- (a) such member has been advised that the Directors may terminate the membership of the Company of that member in the event that such subscription is not paid to the Company; and
 - (b) such subscription has not been paid to the Company before the Directors resolve to terminate the membership of the Company of that member.
- 3.20 The rights and privileges of a member of the Company shall be personal and shall not be transferable or transmissible by any means.

- 3.21 A register of the members for the time being of the Company shall be kept by the Secretary and shall contain each member's name, address and date of admission to membership of the Company and shall show whether each member is an Ordinary Member or an Associate Member, and such register shall, in so far as applicable, comply with the provisions of Section 352 of the Act.
- 3.22 The liability of each member of the Company is limited to £1, being the amount which each member of the Company undertakes to contribute to the assets of the Company in the event of the Company being wound up while he or she or it is a member of the Company, or within one year after he or she or it ceases to be a member of the Company for:-
- (a) payment of the debts and liabilities of the Company contracted before he or she or it ceases to be a member of the Company; and
 - (b) payment of the costs, charges and expenses of winding-up the Company; and
 - (c) the adjustment of the rights of the contributories among themselves.

SUBSCRIPTIONS

4. The members of the Company may be required to pay to the Company an annual subscription. Different rates of annual subscription may be fixed for different members of the Company and different rates or scales of annual subscription may be fixed for Ordinary Members and for Associate Members. The rate or rates or scales of annual subscription payable by the members of the Company, the subscription year of the Company, the subscription payment date or dates and the proportion of the annual subscription payable in respect of part only of a subscription year shall be fixed by the members of the Company in General Meeting by Ordinary Resolution, provided that until so determined the rate or rates or scales of subscription, the subscription year, the subscription payment date or dates and such proportion may be determined by the Directors.

GENERAL MEETINGS

- 5.1 The Company shall in each calendar year hold a General Meeting as the Company's Annual General Meeting in addition to any other General Meeting of the Company held in that calendar year, and the Company shall specify the General Meeting as the Annual General Meeting in the notice calling it. Not more than 15 months shall elapse between the date of one Annual General

Meeting of the Company and that of the next. Each Annual General Meeting of the Company shall be held at such time and place as the Directors shall appoint.

- 5.2 All General Meetings of the Company other than Annual General Meetings shall be called Extraordinary General Meetings.
- 5.3 The Directors may, whenever they think fit, convene an Extraordinary General Meeting of the Company, and an Extraordinary General Meeting of the Company shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act.
- 5.4 Each General Meeting of the Company shall be called by at least 21 clear days' notice in writing. The notice shall specify the place, the day and the hour of the General Meeting and, in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to the members of the Company, to the Directors and to the Auditors of the Company; provided that a General Meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Regulation, be deemed to have been duly called if it is so agreed:-
- (a) in the case of a General Meeting called as the Annual General Meeting of the Company, by all the Ordinary Members;
 - (b) in the case of any other General Meeting, by not less than 95 per cent of the Ordinary Members.
- 5.5 The accidental omission to give notice of any General Meeting of the Company to, or the non-receipt of a notice of a General Meeting of the Company by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 6.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting of the Company and also all that is transacted at an Annual General Meeting of the Company, with the exception of the consideration of the accounts, balance sheets and reports of the Directors and Auditors, the elections (if any) of the President and the President Elect, the election of the Treasurer, the appointment of, and the fixing of the remuneration of, the Auditors and the fixing in accordance with Regulation 4 above of the annual subscriptions payable by the members to the Company.

- 6.2 No business shall be transacted at any General Meeting of the Company unless a quorum of members of the Company is present; save as herein otherwise provided two Ordinary Members (present by proxy or by representative appointed in accordance with Regulation 8.1 below) shall be a quorum.
- 6.3 If a General Meeting of the Company has been convened upon the requisition of members of the Company and within 30 minutes from the time appointed for the Meeting a quorum is not present, the Meeting shall be dissolved; if within 30 minutes of the time appointed for any other General Meeting of the Company a quorum is not present or a quorum ceases to be present during any General Meeting of the Company, the Meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned General Meeting a quorum is not present within 30 minutes from the time appointed for the General Meeting, the Ordinary Member or Ordinary Members of the Company present by proxy or by representative appointed in accordance with Regulation 8.1 below shall be a quorum.
- 6.4 The President shall preside as chairperson at every General Meeting of the Company or, if there is no President or if he or she shall not be present within 15 minutes after the time appointed for the holding of any General Meeting or is unwilling to act as chairperson of any General Meeting, the President Elect (if any) shall be chairperson of that General Meeting. If neither the President nor the President Elect (if any) is present within 15 minutes after the time appointed for holding any General Meeting or is willing to act as chairperson of any General Meeting, the Directors present at that General Meeting shall elect one of their own number to be chairperson of that General Meeting.
- 6.5 If within 15 minutes after the time appointed for holding any General Meeting of the Company the President or the President Elect (if any) is not present or is unwilling to be chairperson of that General Meeting and no Director is willing to act as chairperson of the General Meeting, the Ordinary Members of the Company present by proxy or by representative appointed in accordance with Regulation 8.1 below shall choose the chairperson of that General Meeting.
- 6.6 The chairperson of a General Meeting of the Company may, with the consent of the General Meeting if a quorum is present at the General Meeting (and shall if so directed by the General Meeting), adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting of the Company other than the business left unfinished at the General Meeting of the Company from which the adjournment

took place. When a General Meeting of the Company is adjourned for 30 days or more, notice of the adjourned General Meeting shall be given as in the case of an original General Meeting of the Company. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting of the Company.

- 6.7 At any General Meeting of the Company a resolution put to the vote of the General Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairperson of the General Meeting or by any Ordinary Member of the Company present by proxy or by representative appointed in accordance with Regulation 8.1 below. Unless a poll be so demanded, a declaration by the chairperson of the General Meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company 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.
- 6.8 Except as provided in Regulation 6.11 below, if a poll is duly demanded it shall be taken in such manner and at such time as the chairperson of the General Meeting of the Company directs, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.
- 6.9 Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 6.10 The demand for a poll may be withdrawn.
- 6.11 A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.
- 6.12 In the case of an equality of votes at any General Meeting of the Company, whether on a show of hands or on a poll, the chairperson of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 6.13 Subject to the provisions of the Act, a resolution in writing signed by or on behalf of all the Ordinary Members shall be as valid and effective as if such resolution had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by or on behalf of one or more of the Ordinary Members.

- 6.14 The Directors shall be at liberty to invite any person or persons, not being a member or members of the Company, to attend and speak, but not to vote, at any General Meeting of the Company.
- 6.15 A Director shall, notwithstanding that he or she is not a member of the Company, be entitled to attend and speak at any General Meeting of the Company.

VOTES OF MEMBERS

- 7.1 On a show of hands every Ordinary Member who is present by a duly authorised representative shall have one vote and on a poll every Ordinary Member shall have one vote. On a poll, votes may be given by proxy or by a representative appointed in accordance with Regulation 8.1 below.
- 7.2 If at the date of any General Meeting of the Company any subscription which fell due for payment to the Company by any Ordinary Member on or before that date has not been paid in full to the Company, that Ordinary Member shall not be entitled to vote, either by proxy or by a representative appointed in accordance with Regulation 8.1 below, either at that General Meeting or at any adjournment of that General Meeting.
- 7.3 An Associate Member shall not be entitled to vote either on a show of hands or on a poll and shall not be entitled to appoint a proxy.
- 7.4 No objection shall be raised to the qualification of any voter at any General Meeting of the Company except at the General Meeting or adjourned General Meeting at which the vote objected to is tendered, and every vote not disallowed at the General Meeting shall be valid. Any objection made in due time shall be referred to the chairperson of the General Meeting whose decision shall be final and conclusive.
- 7.5 An instrument appointing a proxy shall be in writing in common form or in any other form which the Directors shall approve and shall be under the hand of a duly authorised officer or attorney of the Ordinary Member appointing the proxy. A proxy need not be a member of the Company.
- 7.6 An instrument appointing a proxy and any authority under which it is executed and a copy of such authority certified notarially or in some other way approved by the Directors shall:-
- (a) be deposited at the registered office of the Company or at such other place as is specified in the notice convening the General Meeting of the Company or in any instrument of proxy sent out by the Company in relation to the General Meeting of the Company not less than 48 hours before the time for holding the General Meeting or

adjourned General Meeting at which the person named in the instrument proposes to vote; or

- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, delivered at the General Meeting of the Company at which the poll was demanded to the chairperson of that General Meeting or to the Secretary or to any Director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 7.7 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 7.8 A vote given or poll demanded by a proxy or by the duly authorised representative of a body 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 Company at the registered office of the Company or at such other place at which the instrument of proxy was duly deposited before the commencement of the General Meeting of the Company or adjourned General 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 General Meeting or adjourned General Meeting) the time appointed for taking the poll.

REPRESENTATIVES AT MEETINGS

- 8.1 Subject always to Regulation 8.2 below, any body which is a member of the Company may by resolution of its directors or other governing body or committee authorise such person as it thinks fit to act as its representative at any General Meeting of the Company, and the person so authorised shall be entitled to exercise the powers of that body at that General Meeting.
- 8.2 The Company may by Ordinary Resolution, passed at a General Meeting of the Company, require any member of the Company who has appointed a representative under Regulation 8.1 above to terminate the appointment of such representative on the grounds that such representative has brought the Company or the objects of the Company into disrepute, and

from and after the passing of such Ordinary Resolution such representative shall not be entitled to exercise any powers of the member by whom such representative was appointed.

INTERNATIONAL CONFERENCES

- 9.1 The Company shall hold international conferences at such times and in such countries as the Directors may from time to time determine. The arrangements for the holding and organisation of, and attendance at, an international conference of the Company shall be determined by the Directors.
- 9.2 The Organising Committee of an international conference of the Company shall be a Committee of the Directors constituted in terms of Regulation 15 below.

THE PRESIDENT

- 10.1 If on any President of the Company ceasing for whatever reason to be President there is no President Elect or an Ordinary Resolution has been passed on or before the date on which the President ceased to be President that the President Elect should not become President, then the President of the Company shall be elected by an Ordinary Resolution.
- 10.2 If Regulation 10.1 above does not apply, then the President Elect shall forthwith become President on the President ceasing for whatever reason to be President.
- 10.3 The President shall ex officio be a Director of the Company.
- 10.4 If on the date of any Annual General Meeting of the Company the President has held office as President for a continuous period exceeding two years, the President shall retire from office at the close of that Annual General Meeting and shall not be eligible for re-appointment as President until the expiry of one year from the date of that Annual General Meeting. For the purposes of this Regulation, a "year" shall be the period between one Annual General Meeting of the Company and the next following Annual General Meeting of the Company.
- 10.5 No period of office as President prior to the Adoption Date shall be taken into account for the purposes of Regulation 10.4 above.
- 10.6 The office of President shall be vacated if:-
- (a) the President resigns as President by notice in writing sent to or left with the Secretary at the registered office of the Company; or
 - (b) the President is removed from office by an Ordinary Resolution; or

- (c) a registered medical practitioner who is treating the President gives a written opinion to the Company stating that the President has become physically or mentally incapable of dealing with the President's own affairs and may remain so for more than three months and the Directors resolve that the President be removed from office; or
- (d) the President becomes bankrupt or insolvent or apparently insolvent or makes any arrangement or composition with his or her creditors; or
- (e) the President is prohibited by law from being a Director of the Company; or
- (f) the President accepts remuneration in contravention of Regulation 2.3 above, as read with Regulation 2.4 above.

PRESIDENT ELECT

- 11.1 The President Elect of the Company shall be elected by an Ordinary Resolution.
- 11.2 The President Elect shall ex officio be a Director of the Company.
- 11.3 On the President ceasing for whatever reason to be President the President Elect shall forthwith become President unless an Ordinary Resolution has been passed on or before the date on which the President ceased to be President that the President Elect should not become President on the President ceasing to be President.
- 11.4 The office of President Elect shall be vacated if:-
 - (a) the President Elect resigns as President Elect by notice in writing sent to or left with the Secretary at the registered office of the Company; or
 - (b) the President Elect is removed from office by an Ordinary Resolution; or
 - (c) a registered medical practitioner who is treating the President Elect gives a written opinion to the Company stating that the President Elect has become physically or mentally incapable of dealing with the President Elect's own affairs and may remain so for more than three months and the Directors resolve that the President Elect be removed from office; or
 - (d) the President Elect becomes of unsound mind and the Directors resolve that the President Elect be removed from office; or
 - (e) the President Elect becomes bankrupt or insolvent or apparently insolvent or makes any arrangement or composition with his or her creditors; or
 - (f) the President Elect is prohibited by law from being a Director of the Company; or

- (g) the President Elect accepts remuneration in contravention of Regulation 2.3 above, as read with Regulation 2.4 above.

TREASURER

- 12.1 The Treasurer of the Company shall be elected by an Ordinary Resolution.
- 12.2 The Treasurer shall ex officio be a Director of the Company.
- 12.3 The Treasurer of the Company shall retire from office at every second Annual General Meeting of the Company following the Treasurer's election or last re-election as Treasurer but, subject to the provisions of Regulation 12.4 below, shall be eligible for re-election.
- 12.4 If on the date of any Annual General Meeting of the Company the Treasurer has held office as Treasurer for a continuous period exceeding six years, the Treasurer shall retire from office at the close of that Annual General Meeting and shall not be eligible for re-appointment as Treasurer until the expiry of one year from the date of that Annual General Meeting. For the purposes of this Regulation, a "year" shall be the period between one Annual General Meeting of the Company and the next following Annual General Meeting of the Company. There shall be no break in the continuous period of office of the Treasurer if at any Annual General Meeting of the Company the Treasurer retires in accordance with Regulation 12.3 above and is reappointed as Treasurer at that Annual General Meeting.
- 12.5 Any period of office as Treasurer prior to the Adoption Date shall be taken into account for the purposes of Regulation 12.4 above.
- 12.6 The office of Treasurer shall be vacated if:-
- (a) the Treasurer resigns as Treasurer by notice in writing sent to or left with the Secretary at the registered office of the Company; or
 - (b) the Treasurer is removed from office by an Ordinary Resolution;
 - (c) a registered medical practitioner who is treating the Treasurer gives a written opinion to the Company stating that the Treasurer has become physically or mentally incapable of dealing with the Treasurer's own affairs and may remain so for more than three months and the Directors resolve that the Treasurer be removed from office; or
 - (d) the Treasurer becomes bankrupt or insolvent or apparently insolvent or makes any arrangement or composition with his or her creditors; or
 - (e) the Treasurer is prohibited by law from being a Director of the Company; or

- (f) the Treasurer accepts remuneration in contravention of Regulation 2.3 above, as read with Regulation 2.4 above.

DIRECTORS

- 13.1 The number of Directors shall not, excluding any Immediate Past President co-opted as a Director pursuant to Regulation 13.4 below, exceed seven. The Company need have only one Director for so long as the Company is dormant within the meaning of Section 249AA of the Companies Act 1985; at any other time the Company shall have a minimum of three Directors.
- 13.2 The Directors of the Company shall be:-
- (a) ex officio, the President of the Company;
 - (b) ex officio, the President Elect of the Company;
 - (c) ex officio, the Treasurer of the Company;
 - (d) up to four persons co-opted as Directors pursuant to Regulation 13.3 below; and
 - (e) the Immediate Past President if he or she is co-opted as a Director pursuant to Regulation 13.4 below.
- 13.3 The Directors shall have power from time to time and at any time to co-opt any person to be a Director of the Company, but so that the total number of Directors at any time co-opted by the Directors pursuant to this Regulation 13.3 shall not exceed four. Any Director of the Company co-opted by the Directors pursuant to this Regulation 13.3 shall retire as a Director at the first meeting of the Directors held following the second Annual General Meeting of the Company held after that Director's co-option or last co-option as a Director. A Director who retires at any meeting of the Directors in accordance with the preceding sentence shall be eligible to be re-co-opted as a Director pursuant to this Regulation 13.3 at that meeting of the Directors, provided that if a Director has twice been re-co-opted as a Director pursuant to this sentence that Director shall not, when that Director next retires in accordance with the preceding sentence, be eligible to be re-co-opted or co-opted as a Director prior to the next following Annual General Meeting of the Company.
- 13.4 The Directors may co-opt the Immediate Past President as a Director of the Company for such period, ending on or before the second Annual General Meeting of the Company held after that former Immediate Past President but subject always to paragraph (c) of Regulation 13.6 below, ceased to be President of the Company, as the Directors determine.

- 13.5 No person shall be appointed or co-opted as a Director of the Company unless that person is an ex officio Director of the Company or that person has confirmed his or her consent to hold office as a Director of the Company.
- 13.6 The office of a Director shall be vacated if:-
- (a) he or she being ex officio a Director of the Company as the President of the Company, ceases for whatever reason to be President; or
 - (b) he or she being ex officio a Director of the Company as the President Elect of the Company, ceases for whatever reason to be the President Elect other than by reason of becoming President of the Company; or
 - (c) he or she being the Immediate Past President has been co-opted as a Director pursuant to Regulation 13.4 above, on he or she ceasing to be the Immediate Past President;
 - (d) he or she being ex officio a Director of the Company as the Treasurer of the Company, ceases for whatever reason to be Treasurer; or
 - (e) he or she resigns his or her office by notice in writing sent to or left with the Secretary at the registered office of the Company; or
 - (f) he or she is removed from office by an Ordinary Resolution; or
 - (g) a registered medical practitioner who is treating the Director gives a written opinion the Company stating that the Director has become physically or mentally incapable of dealing with the Director's own affairs and may remain so for more than three months and the Directors resolve that the Director be removed from office; or
 - (h) he or she becomes bankrupt or insolvent or apparently insolvent or makes any arrangement or composition with his or her creditors; or
 - (i) he or she is prohibited by law from being a Director; or
 - (j) he or she accepts remuneration in contravention of Regulation 2.3 above, as read with Regulation 2.4 above.
- 13.7 The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the minimum number of Directors, the continuing Directors may act for the purposes of (i) increasing the number of the members of the Company, (ii) increasing the number of Directors and/or (iii) convening a General Meeting of the Company, but for no other purpose.

- 13.8 All acts done by the Directors or by any Committee of the Directors or by any person acting as a Director or as a member of any such Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or any person acting as aforesaid or that any Director or any member of the relevant Committee of the Directors was disqualified, be as valid as if every Director or every such person had been duly appointed.
- 13.9 The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by the Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or the Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
- 13.10 Subject to Regulation 2.3 above, as read with Regulation 2.4 above, the Directors shall be entitled to remuneration for any services actually provided by them to the Company and may be paid any travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Committee of the Directors or any General Meeting of the Company or otherwise in connection with the business of the Company.
- 13.11 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, as security for any debt, liability or obligation of the Company or of any third party.
- 13.12 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such a manner as the Directors shall from time to time determine.
- 13.13 The Directors shall cause minutes to be made:-
- (a) of all appointments of officers made by the Directors or the Company in General Meeting;
 - (b) of the names of the Directors present at each meeting of the Directors and of the names of the members of any Committee of the Directors present at each meeting of the Committee; and

- (c) of all resolutions and proceedings at all General Meetings of the Company and at all meetings of the Directors and of any Committee of the Directors.

MEETINGS OF THE DIRECTORS

- 14.1 The President shall be the chairperson of the meetings of the Directors. If at any meeting of the Directors the President is not present within 15 minutes after the time appointed for holding the meeting the President Elect (if any) shall be chairperson of that meeting and if at any meeting of the Directors neither the President nor the President Elect (if any) is present within 15 minutes after the time appointed for holding the meeting, the Directors present may elect another of their number to be chairperson of the meeting.
- 14.2 A Director of the Company may, and the Secretary on the requisition of any Director of the Company shall, at any time summon a meeting of the Directors. Unless all the Directors otherwise agree, not less than 21 clear days notice of any meeting of the Directors shall be given to each of the Directors.
- 14.3 Subject to Regulation 14.2 above the Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, provided always that the Directors shall meet not less than three times in each calendar year. Each Director shall have one vote and questions arising at any meeting of the Directors shall be determined by a majority of the votes of the Directors present. In the case of any equality of votes, the chairperson of the meeting shall have a second or casting vote.
- 14.4 The quorum of Directors necessary for the transaction of business at any meeting of the Directors may be fixed by the Directors and unless so fixed shall be three for so long as there are more than three Directors and shall be one for so long as there are three or less Directors.
- 14.5 A meeting of the Directors, or of a Committee of the Directors, may consist of a conference between Directors or, as the case may be, members of the Committee who are not all in one place, but of whom each is able to speak to each of the others and to be heard by each of the others simultaneously. Alternatively, such a meeting can take place by a series of telephone calls from the chairperson of the meeting. A Director or a member of the relevant Committee taking part in such a conference or telephone call shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or, if there is no such group or if the meeting takes place by a series of

telephone calls from the chairperson, where the chairperson of the meeting then is. The word "meeting" when referring to a meeting of the Directors, or of a Committee of the Directors, in the Articles shall be construed accordingly.

- 14.6 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors.
- 14.7 The Directors may invite or allow any person as they may consider appropriate to attend and speak, but not to vote, at any meeting or meetings of the Directors.
- 14.8 A Director shall absent himself or herself from the discussion at any meeting or meetings of the Directors regarding the supply of any services or goods by any body in which that Director holds more than one hundredth part of the capital and a Director shall not vote in respect of any contract in which he or she is interested or any matter arising there out and, if he or she does so vote, his or her vote shall not be counted.
- 14.9 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, in accordance with Section 317 of the Act, declare the nature of his or her interest at a meeting of the Directors.
- 14.10 If a question arises at a meeting of the Directors as to the right of a Director to vote, the question may, before the relevant vote, be referred to the chairperson of the meeting and the chairperson's ruling in relation to any Director other than himself or herself shall be final and conclusive.

COMMITTEES

- 15.1 The Directors may delegate any of their powers to a Committee or Committees consisting of such persons (whether or not being Directors) as the Directors shall determine. Any Committee so formed shall in the exercise of the powers delegated to it conform to any regulations that may be imposed upon it by the Directors and shall report and be responsible to the Directors.
- 15.2 Any Committee of the Directors may, subject to any regulations imposed upon the Committee by the Directors, appoint a Sub-Committee and may delegate to any such Sub-Committee any of the powers of the Committee as the Committee shall determine. Any Sub-Committee of a Committee of the Directors shall in the exercise of the powers delegated to the Sub-Committee conform to any regulations that may be imposed upon the Sub-Committee by, and shall report

and be responsible to, the Committee of the Directors which established the Sub-Committee. The members of any Sub-Committee of a Committee of the Directors shall be members of that Committee.

- 15.3 Any Committee of the Directors or Sub-Committee shall subject always to Regulations 15.1 and 15.2 above elect a chairperson of its meetings. If there is no chairperson of any such Committee or Sub-Committee or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the meeting, the members of the Committee or Sub-Committee present shall elect one of their number to be chairperson of the meeting. A Committee (or a Sub-Committee of a Committee) shall (subject to the rules and regulations in accordance with which the Committee or Sub-Committee is established) meet and adjourn as it thinks proper.
- 15.4 Each member of a Committee of the Directors or Sub-Committee shall have one vote. Questions arising at any meeting of a Committee of the Directors or of a Sub-Committee shall be determined by a majority of votes of the members of the Committee or Sub-Committee present, and in the case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 15.5 A Committee of the Directors or Sub-Committee may (unless the Directors shall otherwise determine) invite or allow such persons as the Committee or Sub-Committee may consider appropriate to attend and speak, but not to vote, at any meeting or meetings of the Committee or Sub-Committee.
- 15.6 A member of any Committee of the Directors or of any Sub-Committee may be paid any travelling, hotel and other expenses properly incurred by that member in attending and returning from meetings of the Committee or Sub-Committee or otherwise in connection with the business of the Company.

SECRETARY

- 16.1 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term and (subject to Regulation 2.3 above, as read with Regulation 2.4 above, the Memorandum of Association of the Company) at such remuneration and upon such conditions as the Directors may think fit; and the Secretary may be removed by the Directors.
- 16.2 A provision of the Act or of the Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Director and as the Secretary.
- 16.3 The Treasurer may be the Secretary.

SENATE

- 17.1 Each Ordinary Member shall be entitled by notice in writing to appoint an individual as a member of the Senate and to remove from office any member of the Senate so appointed by that Ordinary Member. Any such notice shall take effect as at the date on which the notice is lodged at the registered office of the Company or at a meeting of the Senate or on such later date and shall be specified in the notice.
- 17.2 The President from time to time and for the time being of the Company shall ex officio be a member of the Senate.
- 17.3 No person shall be appointed as a member of the Senate pursuant to Regulation 17.1 above unless that person has confirmed his or her consent to hold office as a member of the Senate, and no person shall be appointed as a member of the Senate other than pursuant to Regulations 17.1 and 17.2 above.
- 17.4 A member of the Senate shall not be entitled to any remuneration from the Company for being a member of the Senate and except as hereinafter provided shall not be entitled to be reimbursed by the Company for any travelling, hotel or other expenses incurred by him or her in travelling to and from, or attending, meetings of the Senate, the President shall be entitled to be reimbursed by the Company for any travelling, hotel or other expenses incurred by him or her in travelling to and from, and attending, meetings of the Senate.
- 17.5 The President shall be the chairperson of meetings of the Senate. If at any meeting of the Senate the President is not present within 15 minutes after the time appointed for holding the meeting, the members of the Senate present may elect another of their number to be chairperson of the meeting. A member of the Senate may, and the Secretary on the requisition

of any member of the Senate shall, at any time summon a meeting of the Senate. Unless all the members of the Senate otherwise agree, not less than 21 clear days notice of any meeting of the Senate shall be given to each member of the Senate.

- 17.6 Subject to Regulation 17.5 above, the members of the Senate may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Each member of the Senate shall have one vote and questions arising at any meeting of the Senate shall be determined by a majority of the votes of the members of the Senate present. In the case of any equality of votes, the chairperson of the meeting shall have a second or casting vote.
- 17.7 The quorum of members of the Senate necessary for the transaction of business at any meeting of the Senate may be fixed by the members of the Senate and unless so fixed shall be three members of the Senate.
- 17.8 A meeting of the Senate may consist of a conference between members of the Senate who are not all in one place, but of whom each is able to speak to each of the others and to be heard by each of the others simultaneously. Alternatively, such a meeting can take place by a series of telephone calls from the chairperson of the meeting. A member of the Senate taking part in such a conference or telephone call shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or, if there is no such group or if the meeting takes place by a series of telephone calls from the chairperson, where the chairperson of the meeting then is. The word "meeting" when referring to a meeting of the Senate shall be construed accordingly.
- 17.9 A resolution in writing, signed by all the members of the Senate for the time being entitled to receive notice of a meeting of the Senate, shall be as valid and effective as if it had been passed at a meeting of the Senate duly convened and held, and may consist of several documents in the like form each signed by one or more members of the Senate.
- 17.10 The members of the Senate may invite or allow any person as they may consider appropriate to attend and speak, but not to vote, at any meeting or meetings of the Senate.
- 17.11 The business of the Company shall not be managed by the Senate and the members of the Senate shall not, as such members, be Directors of the Company.
- 17.12 The function of the Senate shall be:-
- (a) to ensure that the Company retains and develops the Company's global interest and reach;

- (b) to provide international perspective to the Directors and to Committees of the Directors;
- (c) to act as ambassadors of the Company;
- (d) to generate and receive policy papers of importance or concern to the Company and the members of the Company;
- (e) to keep under review developments in, and to propose best practice in, the care, treatment and prevention of respiratory illness and disease;
- (f) to advise the Directors of the Company on, and to assist the Directors of the Company in delivering, the strategic or forward plans and priorities of the Company; and
- (g) to assist the Directors of the Company in such ways as the Directors of the Company may request.

17.13 The number of members of the Senate shall not be subject to any maximum.

CHIEF EXECUTIVE AND EMPLOYEES

- 18.1 The Directors may from time to time appoint and remove a Chief Executive who shall hold office on such terms and conditions and for such remuneration as may be fixed by the Directors. The Directors may delegate to the Chief Executive such powers and duties as the Directors think fit.
- 18.2 The Directors may also appoint, and in the Directors' discretion remove, such employees and agents for permanent, temporary or special services as the Directors may from time to time think fit and may determine their powers and duties and fix their salaries and emoluments and other terms and conditions of employment or engagement.

SEAL

19. The Company shall not have a seal.

ACCOUNTS

- 20.1 The Directors shall cause accounting records to be kept by the Company in accordance with Section 221 of the Act.
- 20.2 The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act, at such other place or places as the Directors may think fit, and shall always be open to the inspection of any Director.
- 20.3 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company

or any of them shall be open to the inspection of the members of the Company not being Directors, and no member of the Company shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Company in General Meeting.

- 20.4 The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in General Meeting an income and expenditure account, a balance sheet and report of the Directors and a report of the Company's Auditors on such account and balance sheet. The Auditors' report shall be read before the General Meeting as required by the Act.
- 20.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors' report and a copy of the report of the Directors, shall, not less than 21 clear days before the date of the Meeting, be sent to all persons entitled to receive notice of General Meetings of the Company; provided that this Regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

AUDITORS

21. Auditors of the Company shall be appointed and their duties regulated in accordance with the Act.

NOTICES

- 22.1 A notice may be served by the Company upon any member of the Company either personally or by sending it through the post in a pre-paid letter, properly addressed to such member at such member's registered address as appearing in the Company's register of members.
- 22.2 Where a notice is sent by post, service of the notice shall be deemed to be effected:
- (a) in the case of a notice of a meeting, at the expiration of 48 hours after the letter containing the same is posted; and
 - (b) in any other case, at the time which the letter would be delivered in the ordinary course of post.
- 22.3 Notice of every General Meeting of the Company shall be given in any manner hereinbefore authorised to:-
- (a) every member of the Company;

- (b) every Director; and
- (c) the Auditors for the time being of the Company.

No other person shall be entitled to receive notice of any General Meeting of the Company.

- 22.4 A member of the Company present, either in person or by proxy or by a representative appointed in accordance with Regulation 8.1 above, at any Meeting of the Company shall be deemed to have received notice of that General Meeting and, where requisite, of the purposes for which that General Meeting was called.
- 22.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 22.6 The Company may (subject to the Act and any orders, regulations or other subordinate legislation made under the Act for the time being in force concerning companies and affecting the Company) give or send to any member of the Company any notice or other document by Electronic Communication where:-
- (a) the Company and that member have agreed to the use of Electronic Communication for sending copies of notices or other documents to the member and:-
 - (i) the notice is, or the documents are, a notice or document to which the agreement applies; and
 - (ii) the copy notice or the copy documents is or are sent to the member, using Electronic Communication, to such address (or to one of such addresses if more than one) as may for the time being be notified by the member to the Company for that purposes; or
 - (b) the Company and that member have agreed to that member having access to the notice or the documents on a website (in place of the notice or the documents being sent to the member) and:-
 - (i) the notice or documents is or are a notice or documents to which the agreement applies; and
 - (ii) the member is notified in a manner for the time being agreed for the purpose between the Company and the member of:-
 - (1) the publication of the notice or the documents on a website;
 - (2) the address of that website;
 - (3) the place on that website whether the notice or documents may be accessed and how it or they may be accessed; and

- (4) the period of time for which the notice or documents will be available on the website, which must be for a period of not less than 21 days from the date of notification or, if later, until the conclusion of any meeting of the members of the Company to which the notice or documents relates or relate; and
- (5) the notice or documents is or are published on that website throughout the period referred to in sub-paragraph (b)(ii) (4) above, provided that if the notice or documents is or are published on that website for part of but not all of such period, the notice or documents will be treated as published throughout that period if the failure to publish the notice or those documents throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid.

22.7 When a notice or other document is given or sent by Electronic Communication, it shall be deemed to have been given or sent at the expiry of 24 hours from the time:-

- (a) it was sent to an address supplied by the member for the purpose of Electronic Communication to the member if the notification is given in accordance with sub-paragraph (a) of Regulation 22.6 above; or
- (b) of notification to the member of its publication on a website if the notification is given in accordance with sub-paragraph (b) of Regulation 22.6 above.

22.8 Proof that a notice or document given or sent by Electronic Communication was given or sent in accordance with current guidance issued by The Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice or document was sent or given.

INDEMNITY

23. Every Director and every member of a Committee of the Directors, the Chief Executive (if any) of the Company and any agent, Auditors, Secretary, Honorary Officer and other officer from time to time and for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement or decree is given in his or her favour or in which he or she is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him or her by the Court.

DISSOLUTION

24. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all the Company's 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 some other charitable body or bodies having objects similar to the objects of the Company and which prohibits or prohibit the distribution of its or their income and property to its or their members to an extent at least as great as is imposed on the Company under or by virtue of Regulation 2.3 above, such body or bodies to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to the aforesaid provision, then to some other charitable object.