

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3082031

The Registrar of Companies for England and Wales hereby certifies that
THE BRITISH FERTILITY SOCIETY

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 20th July 1995



N030820314

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B



COMPANIES HOUSE

12

Please complete in typescript, or in bold black capitals.

Declaration on application for registration

[Empty box]

Company Name in full

THE BRITISH FERTILITY SOCIETY



F012001J

I,

HARTLEY OWEN BRIGG

of

41 PARK SQUARE, LEEDS, LS1 2NS

Director A Limited which is ~~is~~

do solemnly and sincerely declare that I am a ~~Director of Simco~~ ^{Solicitor engaged in the} formation of the company/person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Hartley Owen Brigg

Declared at

LEEDS, WEST YORKSHIRE

the

Seventh

day of

July

One thousand nine hundred and ninety

Five

Please print name.

before me

DUNCAN STUART RUTTER

Signed

[Signature]

Date

7.7.95

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

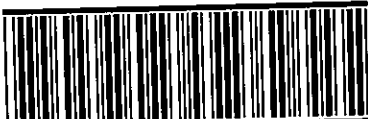
Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

PINSENT CURTIS REF: HOB /SG 95.1924.8
41 PARK SQUARE, LEEDS, LS1 2NS
Tel (0113) 244 5000
DX number 26440 DX exchange LEEDS, PARK SQUARE

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff for companies registered in England and Wales

or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh for companies registered in Scotland



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COMPANIES HOUSE 11/07/95

G

COMPANIES FORM No. 30(5)(a)

30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

Pursuant to section 30(5)(a) of the Companies Act 1985

Please do not write in this margin

To the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] [] [] [] [] []

[]

Please complete legibly, preferably in black type, or bold block lettering

Name of company

Note
This declaration should accompany the application for the registration of the company

* THE BRITISH FERTILITY SOCIETY

I, HARTLEY OWEN BRIGG

of PINSENT CURTIS

* insert full name of company

41 PARK SQUARE, LEEDS, LS1 2NS

Director of Simco Director A Limited which is a Solicitor engaged in the formation of the above named company person named as director

† delete as appropriate

secretary of the above company in the statement delivered under section 10 of the above Act I do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at Leeds in the
County of West
Yorkshire

Declarant to sign below

the 7th day of July
One thousand nine hundred and ninety five
before me [Signature]

[Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

WANSBROUGHS WILLEY HARGRAVE
SOLICITORS
7, PARK SQUARE EAST
LEEDS LS1 2LW
LEEDS PARK SQUARE
D X 14999

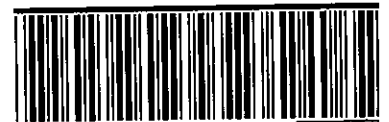
Presentor's name address and reference (if any):

PINSENT CURTIS
41 PARK SQUARE
LEEDS, LS1 2NS

REF: HOB.95.1924.8

TEL: (0113) 244 5000

For official Use
New Companies Section



HLE *H1HCACZW* 130
COMPANIES HOUSE 11/07/95

Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ



COMPANIES HOUSE

10

Please complete in typescript, or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

[Empty box for directors and secretary information]

Company Name in full

THE BRITISH FERTILITY SOCIETY



F010001H

Proposed Registered Office

41 PARK SQUARE

(PO Box numbers only, are not acceptable)

[Empty box for office details]

Post town

LEEDS

County / Region

WEST YORKSHIRE

Postcode

LS1 2NS

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

[Empty box for agent delivery]

Agent's Name

[Empty box for agent name]

Address

[Empty box for agent address]

[Empty box for agent address]

Post town

[Empty box for agent post town]

County / Region

[Empty box for agent county]

Postcode

[Empty box for agent postcode]

Number of continuation sheets attached

[Empty box for continuation sheets]

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

| | |
|-----------------|--------------------------------|
| PINSENT CURTIS | REF: HOB/SG 95.1924.8 |
| 41 PARK SQUARE | |
| LEEDS | Tel (0113) 244 5000 |
| DX number 26440 | DX exchange LEEDS, PARK SQUARE |



When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff for companies registered in England and Wales

or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

THE BRITISH FERTILITY SOCIETY

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

SIMCO COMPANY SERVICES LIMITED

Previous forename(s)

Previous surname(s)

Address

41 PARK SQUARE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

LEEDS

County / Region

WEST YORKSHIRE

Postcode

LS1 2NS

Country

ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature

For & on behalf of
SIMCO COMPANY SERVICES LIMITED

Date

7/7/95

[Signature]
Director/Secretary

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

SIMCO DIRECTOR A LIMITED

Previous forename(s)

Previous surname(s)

Address

41 PARK SQUARE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

LEEDS

County / Region

WEST YORKSHIRE

Postcode

LS1 2NS

Country

ENGLAND

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

For & on behalf of
SIMCO DIRECTOR A LIMITED

Date


7/7/95

[Signature]
Director/Secretary

Directors (continued) (see notes 1-5)

| | | | | |
|---|---|--------------------------|----------------------------|---------------------------|
| NAME | *Style / Title | <input type="text"/> | *Honours etc | <input type="text"/> |
| * Voluntary details | Forename(s) | <input type="text"/> | | |
| | Surname | <input type="text"/> | | |
| | Previous forename(s) | <input type="text"/> | | |
| | Previous surname(s) | <input type="text"/> | | |
| Address | | | | |
| <i>Usual residential address</i> | | | | |
| For a corporation, give the registered or principal office address. | | | | |
| | Post town | <input type="text"/> | | |
| | County / Region | <input type="text"/> | Postcode | <input type="text"/> |
| | Country | <input type="text"/> | | |
| | Date of birth | Day <input type="text"/> | Month <input type="text"/> | Year <input type="text"/> |
| | Nationality | <input type="text"/> | | |
| | Business occupation | <input type="text"/> | | |
| | Other directorships | <input type="text"/> | | |
| | | <input type="text"/> | | |
| | I consent to act as director of the company named on page 1 | | | |
| | Consent signature | <input type="text"/> | Date | <input type="text"/> |

This section must be signed by

| | | | | | |
|---|---------------------------------------|--------|--|------|----------------------|
| <i>Either</i> | an agent on behalf of all subscribers | Signed | <input type="text"/> | Date | <input type="text"/> |
| <i>Or the subscribers</i> | | Signed | For & on behalf of SIMCO DIRECTOR A LIMITED  Director/Secretary | Date | 7/7/95 |
| <i>(i.e those who signed as members on the memorandum of association).</i> | | Signed | <input type="text"/> | Date | <input type="text"/> |
| | | Signed | <input type="text"/> | Date | <input type="text"/> |
| | | Signed | <input type="text"/> | Date | <input type="text"/> |
| | | Signed | <input type="text"/> | Date | <input type="text"/> |
| | | Signed | <input type="text"/> | Date | <input type="text"/> |

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THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING

A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

of



THE BRITISH FERTILITY SOCIETY

[COMPANY NUMBER: _____] 1

3082031

1 The Company's name is The British Fertility Society (and in this document it is called "the Society").

2 The Society's registered office is to be situated in England and Wales.

3 The Society's objects ("the Objects") are:-

3.1 to acquire all the property undertaking and assets and to continue the work of the unincorporated society known as the British Fertility Society and in particular:-

(a) to encourage the study and treatment of human reproduction including infertility, contraception and early pregnancy failure.

(b) to do all things to support and promote the professional standards values and interests of members of the Society.

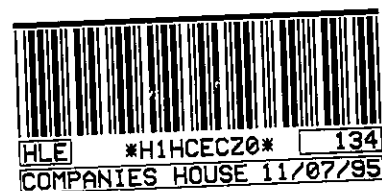
(c) to organise clinical meetings and otherwise generally to publish and disseminate the work of the Society and of members of the Society.

(d) to federate with the International Federation of Fertility Societies, and other appropriate Societies related to fertility as the Society deems necessary.

3.2 to do all such things as shall seem to the Society capable of being conveniently carried on in the best interest thereof or calculated directly or indirectly to enhance the value of or use most efficiently the Society's assets and resources.

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- 3.3 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Society;
- 3.4 to raise funds and to invite and receive contributions and to receive gifts subject to special trusts within the Objects, without prejudice to the Society having the right to refuse as it sees fit any gift contribution legacy or bequest;
- 3.5 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property, and to borrow money whether upon security or otherwise;
- 3.6 to invest any moneys not for the time being required for the Society's general purposes or with a view to meeting long-term commitments or requirements and to hold (either in nominee names or otherwise) sell or otherwise deal in such investments (either under discretionary investment management arrangements or otherwise) and generally to do all things which are in the Society's best interests or which are calculated directly or indirectly to protect, enhance the value of, or use most efficiently the Society's assets or resources;
- 3.7 to accept agree or contract for the services assistance or contributions of any person or organisation upon such terms as the Society may see fit including the provision of remuneration, indemnities, reimbursement of expenses, insurance, and reasonable working conditions, and to provide reasonable terms of employment including benefits for past employees and the dependents of employees or past employees;
- 3.8 to pay out of the funds of the Society the cost of any premium in respect of insurance or indemnities to cover the liability of the Committee (or any member of the Committee) which by virtue of any rule of law would otherwise attach to them or any of them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Society: Provided that any such insurance shall not provide cover for any member of the Committee against any claim arising from any act or omission which that member of the Committee knew was a breach of trust or which was committed by that member of the Committee in reckless disregard of whether it was a breach of trust or not;
- 3.9 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

- 3.10 to co-operate with other organisations operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 3.11 to pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society;
- 3.12 to do all such other lawful things as are necessary for the achievement of the Objects;
- 3.13 to do all or any of these things either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise or by forming other companies or trusts or by acquiring or holding shares and either alone or in conjunction with others with a view to fulfilling the Objects.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clauses.

4 The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society PROVIDED THAT nothing shall prevent the Society from making payment in good faith at a reasonable and proper rate to any member, member of the Committee, officer or servant of the Society in respect of remuneration for services rendered, interest on moneys lent, rent for premises demised or reimbursement of out-of-pocket expenses.

5 The liability of the members is limited.

6 Every member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Society's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7 If the Society is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other body or bodies, having objects similar to the Objects, chosen by the members of the Society at or before the

time of dissolution and if that cannot be done then to some other charitable object.

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRITISH FERTILITY SOCIETY

[COMPANY NUMBER]

INTERPRETATION

1.1 In these articles:-

- "the Society" means the company intended to be regulated by these articles;
- "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
- "the Articles" means the Articles of Association of the Society from time to time in force;
- "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- "the Committee" means the Board of Directors of the Society and the members of the Committee will be the Directors of the Society for the purposes of the Act;
- "executed" includes any mode of execution;



| | |
|----------------------|--|
| "the Memorandum" | means the memorandum of association of the Society from time to time in force; |
| "Office" | means the registered office of the Society; |
| "the Seal" | means the common seal of the Society if it has one; |
| "Secretary" | means the Honorary Secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary; |
| "the United Kingdom" | means Great Britain and Northern Ireland. |

1.2 Unless the context otherwise requires, words importing:-

the masculine gender only shall include the feminine gender;

the singular only shall include the plural number and vice versa ;

persons shall include corporations;

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

MEMBERS

2.1 The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 51 shall be members of the Society. No person shall be admitted a member of the Society unless his application for membership is approved by the Committee.

2.2 Unless the Committee or the Society in general meeting shall make other provision under Article 51, the members of the Committee may in their absolute discretion permit any member of the Society to retire, provided that after such retirement the number of members is not less than two.

- 2.3 The Committee may admit to Honorary Fellowship a small number of distinguished persons who have made major contributions to either the study of fertility or directly to the Society or to its unincorporated predecessor body of the same name. The first Honorary Fellows shall be the persons who were Honorary Fellows of the unincorporated predecessor body. Honorary Fellows are members of the Society and have all the rights of members.

GENERAL MEETINGS

3 The Society shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Society and that of the next: Provided that so long as the Society holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Committee shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4 The Committee may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall comply with their obligations under the Act to forthwith proceed to convene an extraordinary general meeting for a date which is in any case not later than seven weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of the Committee to call a general meeting, any members of the Committee or any member of the Society may call a general meeting.

NOTICE OF GENERAL MEETINGS

5 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:-

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

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

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

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

PROCEEDINGS AT GENERAL MEETINGS

7 No business shall be transacted at any meeting unless a quorum is present. 20 persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the lesser, shall constitute a quorum.

8 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Committee may determine.

9 The Chairman or in his absence some other member of the Committee nominated by the Committee shall preside as chairman of the meeting, but if neither the Chairman nor such other member of the Committee (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the members of the Committee present shall elect one of their number to be chairman and, if there is only one member of the Committee present and willing to act, he shall be chairman.

10 If no member of the Committee is willing to act as chairman, or if no member of the Committee is present within 15 minutes after the time appointed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman.

11 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.

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

12.1 by the chairman; or

12.2 by at least two persons having the right to vote at the meeting; or

12.3 by a person or persons representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

A demand by a person as proxy for a member shall be the same as a demand by the member.

13 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.

14 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.

15 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.

16 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

17 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is

duly withdrawn, the meeting shall continue as if the demand had not been made.

18 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

19 Subject to Article 17, every member shall have one vote. Votes may be cast personally or by proxy or (subject to rules made for the holding of postal ballots under Articles 30 or 51) by postal ballot.

20 No member shall be entitled to vote at any general meeting nor by ballot unless all moneys then payable by him to the Society have been paid.

21 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.

22 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:-

22.1 be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

22.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

22.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman 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.

23 A vote given or poll demanded by a proxy or 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 Society 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.

24 Any organisation which is a member of the Society 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 Society, 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 Society.

MEMBERS OF THE COMMITTEE

25 The number of members of the Committee shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

26 The first members of the Committee shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future members of the Committee shall be appointed as provided subsequently in the articles.

27 All members of the Committee must also be members of the Society.

POWERS OF THE COMMITTEE

28 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Society shall be managed by the Committee who may exercise all the powers of the Society. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Committee 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 Committee by the articles and a meeting of the Committee at which a quorum is present may exercise all the powers exercisable by the Committee.

29 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Committee shall have the following powers, namely:-

- 29.1 to expend the funds of the Society in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Society such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society;
- 29.2 to enter into contracts on behalf of the Society.
- 29.3 to exercise any power which the Society may have to make or vary appointments of trustees of any charitable trust.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COMMITTEE

30 The Committee shall make and may vary rules or bye-laws governing the election of persons to be members of the Committee. These rules or bye-laws shall be framed so as to ensure, in so far as is practical, that:-

- 30.1 There shall be an Honorary President elected annually by the Committee for a period of not more than 3 years. There should be, in addition, a Chairman elected for a period of 3 years, an Honorary Secretary elected for a period of 3 years with a possible extension of 2 years, and an Honorary Treasurer elected for 5 years.
- 30.2 There will be 12 other members of the Committee from various constituencies listed below and the Committee will have the power to co-opt members from other disciplines as and when necessary.

Constituencies of the Committee

- Non Clinical Scientist (2 posts)
- Nurse (1 post)
- Counsellor (1 post)
- Andrologist (1 post)
- Junior Member (1 post)
- DGH Consultant with an interest in infertility (1 post)
- Other Members of the Society (5 posts)

- 30.3 The Committee members shall be elected by the membership by postal ballot in the 3 months preceding the AGM. They shall serve for a period of not more than 3 years and then be eligible for re-election for a further term of 3 years; they then have to have at least one year off the Committee.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COMMITTEE

- 31 A member of the Committee shall cease to hold office if he:-
- 31.1 ceases to be a member of the Committee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision); or is otherwise prohibited by law from being a member of the Committee;
 - 31.2 becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - 31.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - 31.4 resigns his office by notice to the Society (but only if at least two members of the Committee will remain in office when the notice of resignation is to take effect); or
 - 31.5 is absent without the permission of the members of the Committee from all their meetings held within a period of six months and the members of the Committee resolve that his office be vacated.

MEMBERS OF THE COMMITTEES EXPENSES

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

MEMBERS OF THE COMMITTEES APPOINTMENTS

33 Subject to the provisions of the Act the Committee may appoint one or more of their number to any executive office under the Society. Any such appointment may be made upon such terms as the Committee determine. Any appointment of a member of the Committee to an executive office shall terminate if he ceases to be a member of the Committee.

- 34.1 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a member of the Committee notwithstanding his office:-

- (a) may be a party to, or otherwise interested in any transaction or arrangement with the company or in which the company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

34.2 For the purposes of this article:-

- (a) a general notice given to the Committee that a member of the Committee is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Committee has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

34.3 Subject to the provisions of Section 317 of the Act, a member of the Committee may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

PROCEEDINGS OF MEMBERS OF THE COMMITTEE

35 Subject to the provisions of the articles, the members of the Committee may regulate their proceedings as they think fit. A member of the Committee may, and the Secretary at the request of a member of the Committee shall, call a meeting of the Committee. It shall not be necessary to give notice of a meeting to a member of the Committee who is absent from the United Kingdom. Questions arising at a meeting shall be

decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

36 The quorum for the transaction of the business of the Committee may be fixed by the members of the Committee and unless so fixed shall be four of whom at least one must be the President, the Chairman, the Honorary Secretary or the Honorary Treasurer.

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

38 Unless he is unwilling to do so, the Chairman of the Society shall preside at every meeting of the Committee at which he is present. But if there is no Chairman of the Society or if he is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the members of the Committee present may appoint one of their number to be chairman of the meeting.

39 The Committee may appoint one or more sub-committees consisting of three or more members of the Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the members of the Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the members of the Committee.

40 All acts done by a meeting of the Committee, or of a sub-committee appointed by the Committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any members of the Committee 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 member of the Committee and had been entitled to vote.

41 A resolution in writing, signed by all the members of the Committee entitled to receive notice of a meeting of the Committee or of a sub-committee of the Committee, shall be as valid and effective as if it had been passed at a meeting of the Committee or (as the case may be) a sub-committee of the Committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Committee.

42 Any bank account in which any part of the assets of the Society is deposited shall be operated in accordance with the

instructions of the Committee and shall indicate the name of the Society.

MINUTES

43 The Committee shall keep minutes in books kept for the purpose:-

43.1 of all appointments of officers made by the Committee; and

43.2 of all proceedings at meetings of the Society and of the Committee and of sub-committees of the Committee including the names of the members of the Committee present at each such meeting.

THE SEAL

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

ACCOUNTS

45 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

NOTICES

46 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Committee need not be in writing.

47 The Society may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Society.

48 A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

49 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

- 50.1 Subject to the provisions of the Act every member of the Committee or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.
- 50.2 The members of the Committee shall have power to resolve to effect Indemnity Insurance notwithstanding their interest in any such policy.

RULES

- 51.1 The members of the Committee 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 Society 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:-
- 51.1.1 the admission and classification of members of the Society (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;
- 51.1.2 the conduct of members of the Society in relation to one another, and to the Society's servants;
- 51.1.3 the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;

51.1.4 the procedure at general meetings and meetings of the members of the Committee and committees of the members of the Committee in so far as such procedure is not regulated by the articles;

51.1.5 generally, all such matters as are commonly the subject matter of company rules.

51.2 The Society in general meeting shall have power to alter, add to or repeal the rules or bye laws and the members of the Committee shall adopt such means as they think sufficient to bring to the notice of members of the Society all such rules or bye laws, which shall be binding on all members of the Society provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

NAME AND ADDRESS OF SUBSCRIBER

SIMCO DIRECTOR A LIMITED

41 Park Square
Leeds LS1 2NS

Corporate Subscriber

by  Director

Dated the 7 July 1995

Witness to the above signature:-



41 Park Square
Leeds LS1 2NS