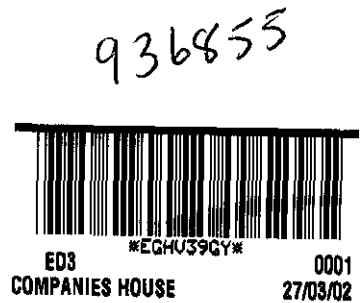


THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
NATIONAL BACK PAIN ASSOCIATION



(As amended by Special Resolutions passed on 15.1.81, 15.6.99 and 16.06.01)

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject of context:-

WORDS

The Act

The Statutes

These presents

The Association

The Office

The Seal

MEANINGS

The Companies Act, 1948

The Act and the Companies Act 1967, the Companies Act 1976 and every other Act for the time being in force concerning joint stock companies and affecting the Company

These Articles of Association and the regulations of the Association from time to time in force.

National Back Pain Association Limited

The registered office of the Association

The common seal of the Association

The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject to the aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. The subscribers to the Memorandum of Association and such other persons as the Trustees shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
4. No person shall be admitted as a member of the Association unless such person is first approved by the Trustees and the Trustees shall have absolute discretion as to the admission of any person.
5. The provisions of Section 110 of the Act shall be observed by the Association and accordingly every member of the Association shall either sign a written consent to become a member or sign the Register of Members on becoming a member.
6. Every member of the Association shall pay to the Association in respect of each calendar year a subscription calculated at such rate (if any) as shall be decided by the Trustees from time to time. All payments shall

be made at the times, in the manner and subject to the conditions as the Trustees may from time to time prescribe.

7. A member shall cease to be a member of the Association:-
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (B) If, being a company it shall go into liquidation (other than voluntary liquidation for the purposes of reconstruction or amalgamation).
 - (C) If he shall die.
 - (D) If he becomes of unsound mind.
 - (E) If by notice in writing in such form as the Trustees may from time to time require he shall terminate his membership.
 - (F) If he shall fail to pay any annual subscription within three months of it becoming due.
 - (G) If the Trustees shall pass a resolution terminating his membership.

GENERAL MEETINGS

- 8. The Association shall comply with the Statutes as to the holding of Annual General Meetings.
- 9. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 10. The Trustees may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

NOTICE OF GENERAL MEETINGS

- 11. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special

business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Statutes entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

12. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Trustees and of the Auditors, the election of members of the Trustees in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors.
14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two members personally present shall be a quorum.
15. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
16. The Chairman (if any) of the Trustees shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some Trustee, or if no such member be present, or if all the Trustees present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

17. The Chairman may, with the consent of any 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of the members having a right to vote at the meeting and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
19. Subject to the provision of Article 20, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
22. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

23. Subject as hereinafter provided, every member shall have one vote.

24. Save as herein expressly provided, no member other than a member duly registered, shall be entitled to vote on any question either personally or by proxy, at any General Meeting.
25. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. A proxy need not be a member.
26. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, or under the hand of some officer duly authorised in that behalf.
27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which is proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
29. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

[_____]

"I

"of

"a member of [

]

hereby

appoint

“

’
“of
’

“and failing him,

“of

“to vote for me and on my behalf at the (Annual

“or Extraordinary of Adjourned, as the case may

“be) General Meeting of the Association to be

“held on the day of

’
“and at every adjournment thereof.

“As witness my hand this day of

’
“19 .”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

TRUSTEES

30. Until otherwise determined by a General Meeting, the number of Trustees shall not be less than two nor more than twenty. Provided that ~~no person who is in receipt of a salary, fees, remuneration or other benefit in money or money's worth from the Association (save as permitted by Clause 5 of the Memorandum of Association) shall be eligible for Trusteeship.~~ A Trustee need not be a member of the Association.

31. At every Annual General Meeting of the Association one-third of Trustees for the time being, or, if their number is not a multiple of three, the number nearest to but not exceeding one-third, shall retire from office. A Trustee retiring shall retain office until the close or adjournment of the meeting and shall be eligible for re-election at the meeting.

The Trustees to retire in each year shall be those who have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

32. No Trustee shall vacate his office or be ineligible for appointment as a Trustee by reason only of his having attained any particular age. The Trustees may from time to time and at any time appoint any person as a

Trustee, either to fill a casual vacancy or by way of addition to the Trustees, provided that the prescribed maximum be not thereby exceeded. Any Trustee so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

33. The Association may, at the meeting at which a Trustee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring Trustee shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
34. No person not being a Trustee retiring at the meeting shall, unless recommended by the Trustees for election, be eligible for election to trusteeship at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
35. The Association may from time to time in General Meeting increase or reduce the number of Trustees, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
36. In addition and without prejudice to the provisions of Section 184 of the Act, the Association may by Extraordinary Resolution remove any Trustee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified Trustee in his stead; but any person so appointed shall retain his office so long only as the Trustee in whose place he is appointed would have held the same if he had not been removed.

POWERS OF THE TRUSTEES

37. The business of the Association shall be managed by the Trustees who may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be

exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provision of the Statutes and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made.

38. The Trustees for the time being may act notwithstanding any vacancy in their body; provided always that in case the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Trustees for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

DELEGATION OF THE TRUSTEES' POWERS

39. The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
- (a) the resolution making that delegation shall specify those who ~~shall serve or be asked to serve on such committee (although the~~ resolution may allow the committee to make co-options up to a specified number); and
 - (b) the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify; and
 - (c) the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported to the Trustees within 14 days of such decision and for that purpose every committee shall appoint a secretary; and
 - (d) all delegations under this Article shall be revocable at any time; and
 - (e) the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

40. For the avoidance of doubt, the Trustees may (in accordance with Article (39)) delegate any financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as they shall think fit whether or not requiring a signature of any Trustee provided always that no committee shall incur expenditure on behalf of the Association except in accordance with a budget which has been approved by the Trustees.
41. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.
42. The Trustees may establish and dissolve local branches of the Association. All branches of the Association shall be governed by the Branch Constitution as adopted or amended by the Trustees from time to time and shall be subject to the following provisions:
- (a) branches shall have such powers as may be delegated to them by the Trustees by way of the Branch Constitution or otherwise, provided that such powers shall only be exercised in furtherance of the charitable objects of the Association and may not be exercised in any way which is in conflict with the Memorandum & Articles of Association or with the law generally.
 - (b) the Trustees shall have the right to terminate, suspend or alter the Branch Constitution or any of its provisions either generally or in relation to one or more branches.
 - (c) no branch shall be a separate legal entity and all property of every branch remains at all times the property of the Association and may be applied by a branch only in accordance with the provisions of its Branch Constitution.
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SECRETARY

43. The Secretary shall be appointed by the Trustees for such time, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Trustees may from time to time by resolution appoint an assistant or deputy-Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

44. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Trustees, or of a committee of the Trustees, and in the presence of at least two Trustees or of one Trustee and of the Secretary, and such Trustees or Trustee and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE TRUSTEES

45. The office of a Trustee shall be vacated:-
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (B) If he becomes of unsound mind.
 - (C) If by notice in writing to the Association he resigns his office.
 - (D) If he is prohibited from holding office by reason of any order made under the Statutes.
 - (E) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

PROCEEDINGS OF THE TRUSTEES

46. The Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
47. A Trustee may, and on the request of a Trustee the Secretary shall, at any time, summon a meeting of the Trustees by notice served upon the several Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
48. The Trustees shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Trustees at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not

present within five minutes after the time appointed for holding the meeting and willing to preside, the Trustees present shall choose one of their number to be Chairman of the meeting.

49. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Trustees generally.
50. All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees or by any person acting as a Trustee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee.
51. The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Association and of the Trustees and of committees of the Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
52. A resolution in writing signed or approved by letter or telegram or telex by all members for the time being of the Trustees or of any committee of the Trustees who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted.

PRESIDENT, VICE-PRESIDENT AND OFFICERS OF THE ASSOCIATION

53. (A) The Trustees may from time to time appoint any person not being a Trustee or any other person to the office of Honorary President, Honorary Vice-President or such other honorary executive or non-executive office as they may from time to time consider necessary or desirable. Any person so appointed shall not be entitled to vote at meetings of the Trustees but may be invited to attend and speak at meetings of the Trustees and General Meetings of the Association.

(B) The Trustees may from time to time appoint any person, other than a member of the Association, to such full time or part-time

executive office as they may from time to time consider necessary at such remuneration and upon such conditions as they may think fit.

(C) The duties of any officers appointed pursuant to this Article shall be such as may from time to time be laid down by the Trustees.

(D) Any officer appointed pursuant to this Article may be removed by resolution of the Trustees.

HONORARY TREASURER

54. (A) There shall be an Honorary Treasurer of the Association who shall exercise such functions and perform such duties as may from time to time be laid down by Trustees.

(B) The Trustees may appoint any person to hold the office of Honorary Treasurer until the first Annual General Meeting of the Association to be held after the date of adoption of these Articles. At such meeting and at each Annual General Meeting thereafter the Association may elect any person as Honorary Treasurer of the Association until the next Annual General Meeting. The Trustees may by resolution remove any person from the office of Honorary Treasurer of the Association.

(C) The Trustees shall have power to appoint any person as Honorary Treasurer in default of any election as aforesaid or to fill a casual vacancy. Any person so appointed shall (subject as herein before provided) hold office until the next succeeding Annual General Meeting of the Association.

ACCOUNTS

55. The Council shall cause accounting records to be kept in accordance with the Statutes.

56. The accounting records shall be kept at the Office, or, subject to the provisions of the Statutes, at such other place or places as the Trustees shall think fit, and shall always be open to the inspection of the Trustees.

57. The Trustees 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 Association of any of them shall be open to the inspection of members not being Trustees, and no member (not being a Trustee) shall have any right of inspecting any account or book or document of the Association except as conferred by

statute of authorised by the Trustee or by the Association in General Meeting.

58. At the Annual General Meeting in every year the Trustees shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than eight months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Trustees and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting at required by the Statutes.

AUDIT

59. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
60. Auditors shall be appointed and their duties regulated in accordance with the Statutes, the Trustees being treated as the Directors mentioned in the Statutes.

NOTICES

61. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
62. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an

address within the United Kingdom shall be entitled to receive notices from the Association.

63. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

64. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.