

# Company Registers

of

**MFET LIMITED**

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**Registered No: 07121661**

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Incorporated: 11<sup>TH</sup> January 2010

Accounting Reference Date: 31 March

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**OF**

**MFET LIMITED**

**(Adopted by special resolution passed on 5 March 2010)**

Company Number 7121661

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**OF**  
**MFET LIMITED**

**(Adopted by special resolution passed on 5 March 2010)**

**1 Interpretation**

1.1 In these Articles, the following words have the following meanings:

1.1.1 **Act** means the Companies Act 2006;

1.1.2 **Articles** means the Company's articles of association for the time being in force;

1.1.3 **Eileen Director** means the person for the time being acting as a director of the Company by reason of holding the office as chair of the Eileen Trust;

1.1.4 **Eileen Trust** means the charitable trust known as the Eileen Trust registered as charity number 1028027;

1.1.5 **Eligible Person** means a living person who is -

- (a) suffering from haemophilia or similar bleeding disorder who, as a result of receiving infected blood products in the United Kingdom, is suffering from Acquired Immune Deficiency Syndrome or is infected with human immunodeficiency virus and registered with the Macfarlane Trust; or
- (b) any infected intimate of a person within (a) above, registered with the Macfarlane Trust; or
- (c) a "qualifying person", as defined in paragraph 1 of the declaration of trust dated 29 March 1993 made between the Reverend Prebendary Alan John Tanner, Alan Palmer CBE and Dr Elizabeth Mayne and known as the Eileen Trust, who was certified to the Trustees of the Eileen Trust by the Secretary of State.

1.1.6 **Macfarlane Director** means the person for the time being acting as a director of the Company by reason of holding the office as chair of the Macfarlane Trust;

- 1.1.7 **Macfarlane Trust** means the charitable trust known as the Macfarlane Trust registered as charity number 298863;
- 1.1.8 **members** means the members of the Company for the time being;
- 1.1.9 **Model Articles** means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles;
- 1.1.10 **Objects** means the objects of the Company set out in article 3;
- 1.1.11 **Secretary of State** means the Secretary of State for the time being with responsibility for health matters or any person acting on the authority of the Secretary of State;
- 1.1.12 **Trusts** means the Eileen Trust and the Macfarlane Trust;
- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles but excluding any statutory modification of them not in force on the date when these Articles become binding on the Company.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.6 Save as expressly provided otherwise in these Articles, any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force.

## 2 **Adoption of the Model Articles**

- 2.1 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation. A copy of the Model Articles is set out in the Schedule to these Articles.
- 2.2 Articles 1, 2, 7, 8, 9, 10, 12, 17, 19, 21, 25, 37, 38 and 39 of the Model Articles shall not apply to the Company.

### 3 **Objects**

- 3.1 The Objects of the Company shall be limited to the purposes set out in this clause. Neither the Directors, the members nor any of them shall cause or permit the Company to act beyond its Objects.
- 3.2 The Company's Objects shall be to:
  - 3.2.1 receive and hold, as agent, trustee or beneficial owner, any payments made to the Company by the Secretary of State to provide financial support to either Eligible Persons, their dependants or both, either by direct payment to Eligible Persons or by transfer to either or both of the Macfarlane Trust and the Eileen Trust to support Eligible Persons and their dependants;
  - 3.2.2 receive and hold information on the identity of Eligible Persons;
  - 3.2.3 communicate with Eligible Persons on all matters relating to the performance of its Objects ;
  - 3.2.4 make payments under and otherwise administer any ex-gratia payment scheme or arrangement for the making of flat rate or other non-charitable payments to Eligible Persons, from the sums received from the Secretary of State, in accordance with any directions given by or arrangements made with the Secretary of State;
  - 3.2.5 receive and transfer funds to either or both of the Macfarlane Trust and the Eileen Trust to assist them in fulfilling their own purposes in accordance with any directions given by or arrangements made with the Secretary of State;
  - 3.2.6 make all arrangements and undertake all functions that may be necessary, incidental or conducive to the attainment of these Objects in any place and for any period including, without limitation, making payments, employing staff, agents and contractors, opening and operating bank accounts, borrowing or lending money, holding and investing funds, acquiring, owning or occupying property of any type, instructing advisers, issuing and defending proceedings, taking out contracts of insurance against any risks, giving guarantees and indemnities, making charitable gifts, establishing trusts, acting as trustee and arranging for any such activities to be carried out on its behalf and at its expense by other persons.

### 4 **Role of the Secretary of State**

- 4.1 The Secretary of State shall have the power to give directions or guidance to the Company and to withdraw or amend such directions or guidance at any time and for any purpose connected to the receipt, use or payment of funds received from the Secretary of State or the administration of any ex-gratia or other payment scheme or arrangement operated by any of them.
- 4.2 In the performance of their duties the Company and its officers shall act in accordance with any directions, and have regard to any guidance, given by the

Secretary of State, subject only to compliance with the terms of these Articles and any duties placed upon them by law.

- 4.3 The Secretary of State shall be entitled on reasonable notice to the Company to inspect during normal business hours or call for the production and delivery of copies of any or all of its accounts, accounting and other records and documents, in whatever form they are kept by the Company, for any purpose, but shall not be entitled to access any information giving personal details identifiable to any one or more Eligible Persons without the prior consent of the Eligible Person concerned.

## 5 **Amendment of these Articles**

These Articles may only be added to, amended or revoked by a special resolution passed by all of the members of the Company and with the prior written approval of the Secretary of State. The terms of any proposed amendment resolution shall be notified in writing to the Secretary of state not less than 28 days before the date of circulation of the resolution to the members.

## 6 **Identity of directors**

- 6.1 The Company shall have two directors. Both directors shall be appointed ex-officio. One director shall be the chair for the time being of the Macfarlane Trust. The other director shall be the chair for the time being of the Eileen Trust. No person may simultaneously hold both ex-officio appointments as a director of the Company. If one person is simultaneously the chair of the Macfarlane Trust and chair of the Eileen Trust (to be regarded as the **Macfarlane Director**) then the other director should be a representative of the Eileen Trust who is not also a representative of the Macfarlane Trust.
- 6.2 Any serving director who ceases to be either the chair of the Macfarlane Trust or the chair of the Eileen Trust for any reason shall be deemed to have resigned from office as a director of the Company on the date that the director ceased to hold such office, unless no immediate successor is appointed to the vacated office, in which case the director shall cease to be a director of the Company on the date that a successor is appointed to that office.
- 6.3 If any person holding office as the chair of the Macfarlane Trust or the chair of the Eileen Trust declines for any reason to act as a director of the Company then the vacancy so created shall be filled by an alternative representative of the relevant Trust nominated by the governing body of the Trust, until such time as the chair for the time being of the Trust agrees to act as a director of the Company.

## 7 **Directors' meetings**

Subject as provided in these Articles, the directors may participate in directors' meetings for the despatch of business, call, adjourn and otherwise regulate their meetings as they think fit. The directors will meet at least annually.

## 8 **Chairing of directors' meetings**

The chairman of the directors from the date of adoption of these articles until 31 March 2011 shall be the Macfarlane Director. The post of chairman of the directors for the year after 31 March 2011 will be held by the Eileen Director and then in

succeeding alternate years by the Macfarlane Director and the Eileen Director. The chairman shall have a casting vote.

9 **Directors' interests**

The holding of their posts as chairs of the Macfarlane Trust and the Eileen Trust shall not be treated as creating any conflicts of interest for either of the directors for any purposes, including for the purposes of Article 14 of the Model Articles, and both may participate fully and vote on all matters concerning the Company's relationship and dealings with either or both Trusts

10 **Remuneration of directors**

A director may be paid expenses and may be indemnified by the Company but shall not be entitled to receive from the Company any remuneration in his capacity as a director.

11 **Alternate directors**

11.1 Any director (other than an alternate director) (in this article, **the appointor**) may appoint any person (whether or not a director) to be an alternate director to exercise that director's powers, and carry out that director's responsibilities, in relation to the taking of decisions by the directors, in the absence of the alternate's appointor. In these Articles, where the context so permits, the term "Macfarlane Director" or "Eileen Director" shall include an alternate director appointed by the Macfarlane Director or the Eileen Director (as the case may be).

11.2 Any appointment or removal of an alternate director must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors.

11.3 The notice must:

11.3.1 identify the proposed alternate; and

11.3.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of the director giving the notice.

11.4 An alternate director has the same rights, in relation to any decision of the directors, as the alternate's appointor.

11.5 Except as the Articles specify otherwise, alternate directors:

11.5.1 are deemed for all purposes to be directors;

11.5.2 are liable for their own acts and omissions;

11.5.3 are subject to the same restrictions as their appointors; and

11.5.4 are not deemed to be agents of or for their appointors,

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member.

- 11.6 A person who is an alternate director but not a director:
  - 11.6.1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating); and
  - 11.6.2 may participate in a unanimous decision of the directors (but only if his appointor does not himself participate).
- 11.7 A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors.
- 11.8 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as if he were a director but shall not be entitled to receive from the Company any remuneration in his capacity as an alternate director.
- 11.9 An alternate director's appointment as an alternate terminates:
  - 11.9.1 when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
  - 11.9.2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director; or
  - 11.9.3 when the alternate director's appointor ceases to be a director for whatever reason.

## 12 **Secretary**

- 12.1 The Company shall have a secretary.
- 12.2 The secretary shall be appointed ex-officio and shall be the Chief Executive for the time being of the Macfarlane Trust.
- 12.3 Any serving secretary who ceases to be the Chief Executive of the Macfarlane Trust for any reason shall be deemed to have resigned from office as the secretary of the Company on the date that the secretary ceased to hold such office, unless no immediate successor is appointed to the vacated office, in which case the secretary shall cease to be the secretary of the Company on the date that a successor is appointed to that office.
- 12.4 If any person holding office as the Chief Executive of the Macfarlane Trust declines for any reason to act as the secretary of the Company then the vacancy so created shall be filled by an alternative representative of either Trust nominated by the governing body of the Macfarlane Trust, until such time as the Chief Executive for the time being of the Macfarlane Trust agrees to act as the secretary of the Company.

13 **Members**

- 13.1 From the date of adoption of these Articles the Company shall have two members. Those members shall be the Eileen Director and the Macfarlane Director.
- 13.2 No person other than the Eileen Director or the Macfarlane Director may be a member of the Company.
- 13.3 The membership of the Company shall change automatically when there is any change in the identity of either or both of the Eileen Director and the Macfarlane Director, with the retiring director being deemed to have resigned his membership on the date of his retirement as a director and the replacement director being deemed to have applied and been accepted as a member on the date of his appointment as a director.

14 **Quorum for general meetings**

- 14.1 The quorum at any general meeting of the Company, or adjourned general meeting, shall be two persons present in person or by proxy.
- 14.2 No business shall be transacted by any general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on.

15 **Chairing general meetings**

The chairman of the board of directors shall chair general meetings.

16 **Voting**

At a general meeting, on a show of hands every member who is present in person or by proxy shall have one vote, unless the proxy is himself a member entitled to vote; on a poll every member present in person or by proxy shall have one vote; and on a vote on a written resolution every member has one vote

17 **Indemnity and insurance**

- 17.1 Subject to article 17.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
  - 17.1.1 each relevant officer of the Company shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs; and

17.1.2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in this article and otherwise may take action to enable any such relevant officer to avoid incurring such expenditure.

17.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

17.3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

17.4 In this article:

17.4.1 a "relevant officer " means any director, secretary or other officer or former director, secretary or other officer of the Company but excluding in each case any person engaged by the Company as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor; and

17.4.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company.

## 18 **Winding Up**

18.1 The income and property of the Company shall be applied solely towards the promotion of its Objects and no part of such income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members provided that nothing in this article shall prevent the payment by the Company in good faith:

18.1.1 of sums to the Trusts pursuant to the Objects;

18.1.2 of proper sums to the Trusts for the provision of premises, goods or services to the Company;

18.1.3 to any director of out-of-pocket expenses.

18.2 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of its debts and liabilities, any property whatever such property shall not be paid or distributed amongst the members but shall be given or transferred to the Trusts, in proportion to the number of Eligible Persons registered with each of them, to enable them to pursue their charitable purposes. If such transfers cannot be effected then all such property shall be transferred to the Secretary of State.