THE COMPANIES ACTS 2006

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
- of -

INTERNATIONAL GAUCHER ALLIANCE

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 subject or context

WORD	MEANING
The Act	The Companies Act 2006
The Company	The above-named company
The Council	The Council of Management for the time being of the Company
Honorary Officers	The unpaid officers of the Company elected by the Council
Month	Calendar month
Office	The registered office of the Company
Organisation	Any body corporate or any combination of persons or other unincorporated association formed or resident in any country in the world
Person	An individual or an Organisation
The Subscription Fee	The Biennial fees payable by the Members to the Company (if any)

The United Kingdom	Great Britain and Northern Ireland
Writing	Any mode of representing or reproducing words on paper in a visible form
Year	Calendar year

2.

2.1. In these Articles the expression "Secretary" shall include any person appointed by the Council to perform the duties of the Secretary and whether as an honorary or paid officer of the Company

2.2. Words importing the singular number only shall include the plural number, and vice versa, and

2.3. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same respective meanings in these Articles

3. The provisions of sections 113 and 114 of the Act shall be observed by the Company, and every Member shall either sign a written application or consent to become a Member or sign the Register of Members on becoming a Member

MEMBERSHIP OF THE COMPANY

4. The subscribers to the Memorandum and Articles of Association of the Company and such Organisations as are admitted to membership in accordance with these Articles shall be Members

5. Only Organisations representing the interests of patients with Gauchers disease and their families shall be eligible for membership of the Company except for the individuals who are the subscribers to the Memorandum and Articles of Association of the Company. The Council may admit to membership a recognised section of an Organisation which is part of, or a subsidiary of, that Organisation, and may admit more than one part or subsidiary of an Organisation to membership whether or not the Organisation itself is a member. By way of example, a subgroup of a patient body whose interest is in representing patients with a group of disorders of which Gauchers disease is one

6. Membership shall be open only to Not for Profit organisations which are under the control of patient representatives. Members shall be entitled to vote at meetings and to propose membership of the Council PROVIDED THAT if there is more than one Member from any one country:

    6.1. only one vote can be cast on behalf of all such Members; and

    6.2. in the event that those Members cannot agree on how to vote, then no vote will be counted from those Members

7. Every Organisation which wishes to become a Member shall deliver to the Company an application for membership in such form as the Council shall from time to time specify

8. Each application for membership shall be considered by the Council, which shall decide upon the admission or rejection of the applicant. The Council shall not be obliged to inform a rejected applicant of the reason for its rejection

9. Each applicant shall satisfy the Council by providing such evidence as the Council shall require that the Organisation is properly constructed or is recognised by the fiscal authorities in its country of residence as a charity or a Not for Profit organisation or which is a part of or subsidiary of an Organisation so recognised, or which is an association or co-operative having objectives which are similar to or complementary to, the objectives of the Company

10. All Subscribers to the Memorandum shall be deemed to be Not for Profit Members and shall automatically cease to be members (if they shall not have previously resigned) at the commencement of the first Biennial General Meeting of the Company

11. Each Member may resign as a Member by notice in writing addressed to the Council and such resignation shall take effect at the following meeting of the Council

12. Any Member who shall fail to observe any of the regulations or bye-laws of the Company (so far as the same may properly be enforceable) may be excluded from the Company by a resolution of the Council in accordance with the following procedure:

    12.1. A meeting of the Council shall be convened for the purpose of excluding such Member

    12.2. Seven clear days' notice of the Council meeting shall be sent to such Member and such Member may send an authorised representative may attend the meeting and be heard, but save as aforesaid such Member shall not be present at the voting or take part in the proceedings otherwise than as the Council allows

12.3. All Members of the Council shall be present personally or by telephone at the meeting and a majority of at least two-thirds shall have voted in favour of the resolution to exclude such Member

GENERAL MEETINGS

13. The Company shall hold a General Meeting in every second year as its Biennial General Meeting at such time and place as may be determined by the Council

14. All General Meetings, other than Biennial General Meetings, shall be called Extraordinary General Meetings

15. Extraordinary General Meetings may be convened on a resolution of Council or pursuant to a requisition of members in accordance with the provisions of section 303 of the Act

NOTICE OF GENERAL MEETINGS

16. One months' notice in writing at the least of every Biennial General Meeting, twenty-one days' notice 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 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 (if any)) as are under these Articles or under the Act entitled to receive such notices from the Company; but, with the consent of all Members entitled to attend and vote thereat or of such proportion thereof as is prescribed by the Act in the case of meetings other than Biennial General Meetings, a meeting may be convened by such notice as those Members may think fit

17. 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

18. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Biennial 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 Council and of the Auditors (if any), the election of Council Members in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors (if any)

19.

19.1. 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, 60% of the total number of Members personally present each by proxy for a Member or a duly authorised representative of an Organisation shall be a quorum

19.2. The Board may resolve to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic platforms or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic platform or facility (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:

19.2.1. participate in the business for which the meeting has been convened;

19.2.2. hear all persons who speak at the meeting; and

19.2.3. be heard by all other persons attending and participating in the meeting.

19.3. If the Board determines that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall: include a statement to that effect specify the means, or all different means, of attendance and participation thereat, and; state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting

19.4. All persons seeking to attend and participate in a general meeting by way of electronic facility or facilities shall be responsible for maintaining adequate facilities to enable them to do so. Any inability of a person or persons to attend or participate in a general meeting by way of electronic facility or facilities shall not invalidate the proceedings of that meeting Nothing in these Articles authorises or allows a general meeting to be held exclusively on an electronic basis.

20. If within one 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 to such other day and at such other time and place as the Council shall appoint, and if

at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Member or Members present shall be a quorum

21. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, one of the other Honorary Officers shall preside and if at any meeting none of the Honorary Officers shall be present within fifteen minutes after the time appointed for holding the same, or if none shall be willing to preside the Members present shall choose some Council Member, or if no such Council Member be present, or if all of the Council Members present decline to take the chair, they shall choose some Member of the Company who shall be present to preside

22. A Council Member shall, notwithstanding that he is not a representative of a Member, be entitled to attend and speak at any general meeting

23. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn a 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 more than 14 days, notice of the adjourned meeting shall be given in the same manner as of an original meeting (save that only 21 days notice need be given of an adjourned Biennial General Meeting). Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or the business to be transacted at any adjourned meeting

24. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands (of Members), unless a poll is called before or upon the declaration of the result of the show of hands demanded by the Chairman or by at least 10% of the total number of Members present by proxy or by a duly authorised representative and having the 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 Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

25. If any votes shall be counted which ought not have been counted or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting or at any adjournment thereof and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the resolution

26. Subject to the provisions of Article 25, 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

27. No poll shall be demanded on the election of a Chairman of a meeting or on a question of adjournment

28. The demand for a poll may before such poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

29. 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

30. 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

31. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members

32. Subject to the provisions of Article 6 above in relation to more than one Member from any one country, each Member shall have one vote on each Resolution. Any vote may be given either by proxy or a duly authorised representative

33. An instrument appointing a proxy shall be in writing and be signed by the appointor or the appointor's attorney duly authorised in writing and be in such form as shall be specified in the bye-laws of the Company for the time being. The Council may, but shall not be bound to, require evidence of the authority of any such attorney

    33.1. An instrument appointing a proxy and the power of attorney under which it is signed or a notarially certified or office copy thereof must be left at the Office or such other place (if any) or sent by any other method as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid

33.2. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. It need not be witnessed and shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates

33.3. A vote given by proxy shall be valid notwithstanding the previous liquidation of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such liquidation or revocation shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting or poll at which the vote is given

34. 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 given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting which decision shall be final and conclusive

THE COUNCIL

35. The business of the Company shall be managed by the Council, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations (not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Company in General Meeting, but no regulation so made by the Company shall invalidate any prior act of the Company which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article

MEMBERS OF THE COUNCIL

36. Subject to Article 37, there shall be eleven elected Council Members

37. The Council may resolve to increase or reduce the number of elected Council Members

ELECTION PROCEDURE

38. The Council shall send to all Members not less than eight weeks before each Biennial General Meeting:

38.1. A statement of the number of vacancies on the Council which fall due for election in that year

38.2. A list of the existing Council Members offering themselves for re-election

38.3. A nomination form for new candidates

38.4. A form of personal resume for completion by candidates in such form as the Council shall decide

38.5. Notification of the closing date for nominations which shall be at least 28 days after the date of despatch of the documents set out in this article

38.6. A summary of the requirements for a valid nomination as set out in Article 39

39. In order for a nomination of a candidate to be valid:

39.1. In the case of a candidate who is not an existing Council Member, the candidate's nomination shall be proposed by one Member and seconded by one other Member

39.2. In the case of a candidate who is an existing Council Member standing for re-election, the candidate's nomination shall be proposed by one Member who is not a Council Member at the time of the nomination

39.3. The completed nomination (which may consist of more than one document) together with a completed and signed resume in the form specified by the Council (all of which may be sent by fax or email) must be received at the Office (or such other address as the Council shall specify) by the date set out in Article 38.5

40. Within seven days after the closing date for nominations set out in Article 38.5 the Council shall send to all Members a list of the successful candidates if the number of nominations shall not exceed the number of vacancies. Such candidates shall be deemed duly elected and shall take office from the conclusion of the ensuing Biennial General Meeting

41. If the number of nominations shall exceed the number of candidates then an election shall take place by secret ballot in which each Member shall, subject to the provisions of Article 6, be entitled to one vote for each vacancy as follows and within seven days after the closing date for nominations set out in Article 38.5 the Council shall send to all Members:

41.1. A list of the candidates, the names of the organisations which have nominated and seconded their respective candidacy and a copy of each candidate's resume

41.2. A ballot form containing the names of the candidates in alphabetical order

41.3. Notification of the closing date for ballot which shall be at least 21 days after the date of despatch of the documents set out in this article together with instructions for completion signature and return of the ballot form in such manner as the Council shall decide

41.4. The result of ballot shall be announced at the Biennial General Meeting and the successful candidates shall be deemed duly elected and shall take office from the conclusion of the Meeting

ELECTED COUNCIL MEMBERS

42. A newly elected Council Member shall retire from office at the conclusion of the Biennial General Meeting following the Biennial General Meeting at which that Council Member was elected (meaning that the first term of office for a newly elected Council Member shall be two years) but may then stand for re-election

43. A re-elected or existing Council Member shall retire from office at the conclusion of the second Biennial General Meeting following the Biennial General Meeting at which that Council Member was elected (meaning that the term of office of a Council Member who had previously been elected to the Council shall be four years) but may then stand for re-election

44. The appointment of an elected Council Member as an Honorary Officer shall not cause any vacancy in the elected Council Members.

45. If any elected Council Member shall cease to hold that office for any reason prior to the date of expiry of the term for which that Council Member was elected, no election shall take place to fill the vacancy thereby occasioned until the said date of expiry of the term for which that Council Member was elected. In such event the Council may from time to time and at any time appoint any person as a Council Member to fill the vacancy. Such Council Member shall be appointed for a period which does not exceed the remainder of the term of office of the elected Council Member whom he or she replaces. If a vacancy arises because of failure to elect sufficient candidates at a General Meeting such appointment may be made by the Council for a period which does not exceed the remainder of the term of office which a person elected at that General Meeting would have served

46. In addition and without prejudice to the provisions of sections 168 and 169 of the Act, the Company may by Extraordinary Resolution remove any Council Member, and may by an Ordinary Resolution appoint another qualified person instead; but any person so appointed shall retain office so long only as the Council Member removed would have held office

HONORARY OFFICERS AND CO-OPTED MEMBERS

47.

47.1. The Council shall elect and remove no more than four Honorary Officers of the Company from time to time namely the Chairman, Vice-Chairman, the Honorary Secretary, and the Treasurer so far as practical at the first meeting of the Council after the Biennial General Meeting each year

47.2. Only elected Council Members may stand to be elected to the position of Chairman or Vice-Chairman

47.3. Only elected Council Members may stand to be elected to the position of Honorary Secretary or Treasurer

48. Each Honorary Officer shall hold office from the date of election until the date of the election of his or her successor in such office

49. Honorary Officers shall be eligible for re-election

50. If the Council shall omit to make any such election at the relevant Meeting any later election shall be valid and effective

51. Honorary Officers shall be ex-officio members of all committees of the Council and of the Company

52. The Council may from time to time and at any time appoint any person as a co-opted Council Member. Such member shall be appointed until the next Biennial General Meeting. Subject to Article 54 a person maybe co-opted and there shall not be more than 2 Council Members co-opted pursuant to this Article at any one time. So far as is reasonably practical co-opted members shall be appointed at the first meeting of the Council following the Biennial General Meeting in each year

53. The Council may resolve at any time to increase or to reduce the maximum number of co-opted Council Members

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

54. The office of a Council Member shall be vacated forthwith:

54.1. if a receiving order is made against him or her or if he or she makes any arrangement or composition with his or her creditors

54.2. if he or she becomes of unsound mind

54.3. if by notice in writing to the Company he or she resigns from office

54.4. if he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986

54.5. if he or she is deemed in the opinion of a majority of the Council whose decision shall be final in such matters to have made substantial non-disclosure on the face of his or her resume circulated at the time of his or her election or re-election to the Council

POWERS OF THE COUNCIL

55. The Council shall have power from time to time to adopt and make, alter or revoke, bye-laws for the regulation of the Company and otherwise for the furtherance of the purposes for which the Company is established, provided that such bye-laws are not repugnant to the Memorandum or Articles of Association, and do not amount or involve such an alteration of or addition to these Articles as could only lawfully be made by a Special Resolution. All such bye-laws for the time being in force shall be binding upon all members until the same shall cease to have effect as hereinbefore provided. No member shall be absolved from such bye-laws by reason of not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no express notice of them. It is expressly declared that without prejudice to the powers of the Council to make bye-laws on other matters the following shall be deemed to be matters which may be governed by bye-laws within the meaning of this Article, that is to say:

55.1. As to classes of membership of the Company

55.2. As to the Organisations and persons eligible for membership of the Company

55.3. As to the conditions on which persons shall be admitted to membership of the Company

55.4. As to the Biennial or other subscriptions (if any) payable or contributions to be made by the members of the Company

55.5. As to the name of the Company to change the name subject to consultation with the members

PROCEEDINGS OF THE COUNCIL

56. The Council shall unless otherwise determined by them hold at least three meetings during each year and may adjourn or otherwise regulate their meetings as they think fit and in relation thereto. Council Members may claim back from the Company the expense incurred by them in travelling to any Council Meeting or General Meetings subject to such expense rules as the Council may establish

56.1. The Council may (by a resolution of Council approved by not less than two-thirds in number of the Council Members for the time being entitled to be present) determine the quorum necessary for the transaction of business. Unless otherwise determined, 50% of the elected and co-opted Council Members shall be a quorum

56.2. Questions arising at any meeting shall be decided by a majority of votes of the Council Members present. In cases of an equality of votes the Chairman (if any) shall have a second or casting vote

56.3. All meetings of Council shall be convened by at least one week's previous notice in writing. With each such notice the Secretary shall send an agenda of the business to be discussed at such meetings. No business shall be transacted at such meetings which is not mentioned in such agenda unless in the opinion of the Chairman of the meeting supported by a majority of the meeting it arises directly out of an item of business on the agenda or on the minutes of the last previous meeting or is a matter of urgency

56.4. Meetings of the Council may be held either in person or by telephone or by suitable electronic means agreed by the Council in which all participants may communicate with all the other participants

57. The Chairman or any three Council Members may, and on the request of the Chairman or of any four Council Members the Secretary shall, at any time, summon a meeting of the Council

58. The Chairman of the Council shall preside at all meetings of the Council at which he or she shall be present, and one of the Honorary Officers shall preside in the absence of the Chairman. If no such Chairman or Honorary Officers shall have been elected, or if at any meeting neither the Chairman nor any Honorary Officer shall be present within 30 minutes after

the time appointed for holding the meeting, and be willing to preside, the Council Members present may choose one of their number to be the Chairman of the meeting

59. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, power and discretions for the time being vested in the Council generally

60. The Council may delegate any of their powers to committees consisting of such persons as they shall think fit (including a majority of Council Members), and any committee so formed shall, in the execution of the powers so delegated, conform with any regulations imposed on it by the Council

61. All acts bona fide done by any meeting of the Council or any committee of the Council, or by any person acting as a Council Member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 Council Member

62. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Company and of the Council and of committees of the Council, 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

63. A resolution in writing signed by all the Council Members for the time being or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted

COMPANY SECRETARY

64. The Company Secretary shall be appointed by the Council for such time, at such remuneration (if any) and upon such conditions as they may think fit, and any Company Secretary so appointed may be removed by them

ACCOUNTS

65. The Council shall cause proper books of account to be kept in accordance with the requirements of the Act and the Charities Act 1993

66. The books of account shall be kept at the office, or, at such other place or places as the Council shall think fit, and shall always be open to the inspection of Council Members

67. The Company in General Meeting may from time to time make regulations as to the time and manner of the inspection by the Members of the accounts and books of the Company, or any of them, and subject to such regulations the accounts and books of the Company shall not be open to the inspection of Members

68. At the Biennial General Meeting in every year the Council shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to a date not more than four months before such meeting together with a proper balance sheet made up as at the same date, and such account and balance sheet shall be accompanied by proper reports of the Council and the Auditors (if any), 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 calendar days before the date of the meeting be sent to the Auditors (if any) and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served

69. Auditors shall be appointed (unless the Company shall be exempted from the requirement to appoint auditors by virtue of the provisions of the Act or the Charities Act 1993) and their duties regulated in accordance with section 498 of the Act, the Council Members being treated as the directors mentioned in that section

NOTICES

70. A notice may be served by the Company 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 or by fax or by e-mail

71. Any notice, if served by post, shall be deemed to have been served on the third 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 sent by airmail where sent overseas. Any notice served by fax or e-mail shall be deemed to have been served on the day that it was transmitted

DISSOLUTION

~~72. Clause 7 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles~~

Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company'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 Company'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. 'If the Company 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 Company, but shall be applied or transferred directly for the objects; or by transfer to any charity or charities for the purposes similar to the objects or to any charity or charities for use for particular purposes that fall within the objects, chosen by the members of the Company at or before the time of dissolution.

INDEMNITY

73. Subject to the provisions of section 532 of the Act and of clauses 3 and 4 of the Memorandum of Association, every Council Member, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities reasonably incurred by him in the execution and discharge of his duties or in relation thereto