

# **THE COMPANIES ACTS 1985 & 1989**

## **COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

### **MEMORANDUM OF ASSOCIATION OF STATISTICIANS IN THE PHARMACEUTICAL INDUSTRY LIMITED**

1. The Company's name is "Statisticians in the Pharmaceutical Industry Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's purpose is:

to promote and lead statistical thinking in the Pharmaceutical Industry

The Company's objects are:

- (i) to promote professional standards in the application, understanding and communication of statistics in the pharmaceutical industry.
- (ii) to create and sponsor forums where statistical topics relevant to the pharmaceutical industry are discussed, and innovation can be championed
- (iii) to influence and lead statistical aspects of science and regulatory debate relating to drug discovery and development.
- (iv) to promote statistics and statistical programming as a profession of choice.

And the Company shall have power to do anything within the law that may promote or may help to promote the said objects and in particular (but without limitation) the following powers:

- 3.1 To purchase or by any other means acquire any freehold, leasehold or other property or any estate or interest whatever and any rights or privileges of any kind over or in respect of any property and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- 3.2 To purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patents rights, brevets d'invention, licences, copyrights, secret processes, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.3 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such

- 3.4 To improve, manage, cultivate, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 3.5 To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- 3.6 To lend and advance money or give credit to any person, firms or companies upon such terms and with or without security and subject to such conditions as may seem desirable and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons firms or companies.
- 3.7 To borrow and raise money in any manner, as the Company shall think fit, and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge standard security lien or other security upon the whole or any part of the Company's property or assets (whether present or future).
- 3.8 To draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable instruments.
- 3.9 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) or any corporations, companies or persons, that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority, corporation, company or person, any charters, contracts, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- 3.10 To subscribe for, take, purchase, or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation.
- 3.11 To promote any other company for the purpose of acquiring all or any of the property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- 3.12 To sell, let, licence, develop or otherwise deal with the whole or any part of the undertaking of the Company, either together or in portions upon such terms, as the Company may think fit, with power to accept shares, debentures, or securities of any company purchasing the same.
- 3.13 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to exercise the objects of the Company through or by means of agents, brokers, sub-contractors or others.

- 3.14 To remunerate any person, firm or company rendering services to the Company.
- 3.15 To pay out of the funds of the Company all costs and expenses of or incidental to the promotion, formation and incorporation of the Company.
- 3.16 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees; to remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of any persons who are or were at any time in the employment or service of the Company or of any company for the time being the Company's holding company or subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business and the wives, widows, families and dependants of any such persons; to make payments towards insurance; to set up, establish support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons as aforesaid and of their wives, widows, families and dependants.
- 3.17 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.
- 3.18 None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and the foregoing sub-clauses shall be construed independently of each other, except where the context expressly so requires and none of the objects therein mentioned shall be deemed to be merely subsidiary or ancillary to the objects contained in any other sub-clause.
- 3.19 The Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate company.
- 4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company 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 howsoever by way of profit to the Members of the Company other than in accordance with clause 7 hereof. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any Officer or retainer or instrument of the Company or to any Member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest on money lent or reasonable and proper re-payment of out-of-pocket expenses and interest on money lent or reasonable and proper rent for any premises demised or let to the Company.
- 5. The liability of the Members is limited.
- 6. Every Member of the Company (as defined in the Articles of Association of the Company) undertakes to contribute to the Company's assets in the event of its being wound up while he is a Member or within one year afterwards for payment of the Company's debts and liabilities contracted before he ceases to be a Member and the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £10.

7. If, upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed among the then current Members of the Company (as defined in the Articles of Association of the Company) in proportion (as nearly as possible) to their period of membership of the Company.
8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of property and goods by the Company and of the property, credits and liabilities of the Company, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company 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.

I/We, the subscriber(s) to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

Name(s) and Address(es) of Subscriber(s)

Dated

Witness to the above Signature(s)

# **THE COMPANIES ACTS 1985 & 1989**

## **COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

### **ARTICLES OF ASSOCIATION OF STATISTICIANS IN THE PHARMACEUTICAL INDUSTRY LIMITED**

**(Amended by Special Resolution dated Tuesday 13<sup>th</sup> May 2003)  
(Second Amendment by Special Resolution dated Monday 10<sup>th</sup> May 2004)**

#### **PRELIMINARY**

1. (a) Subject as hereinafter provided the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 and The Companies Act 1985 (Electronic Communications) Order 2000 (such Table being hereinafter called "Table A") shall apply to the Company.
- (b) Regulations 2 to 35 inclusive, 38, 40, 41, 44, 54, 55, 57, 59, 64 to 69 inclusive, 73 to 80 inclusive, 89, 91, 99, 101 to 108 inclusive, 110, 114, 116 and 117 in Table A shall not apply to the Company.
- (c) Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

#### **2 In these Articles:**

"the Act"	means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
"Directors"	means the directors of the Company acting collectively.
"Members"	means the Ordinary Members, Honorary Members, Associate Members, Academic Members, Retired Members, Teacher Members, Affiliate Members, Student Members and Corporate Members and any other class of members created by a rule or byelaw of the Company in accordance with Article 52 of these Articles of Association.
"Voting Members"	means the Ordinary Members and Honorary Members.

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.

- 3 The Company is established for the purposes expressed in the Memorandum of Association.

## **MEMBERSHIP**

- 4 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be the Members of the Company. A subscriber may nominate any person to succeed him as a Member of the Company. Save as aforesaid no person shall be admitted as a Member of the Company unless he is approved by the Directors. Every person who wishes to become a Member shall deliver to the Company an application for membership, in such form as the Directors require, executed by him.

- 5 There shall be, for the time being, the following classes of Members:

- (a) Ordinary Members
- (b) Honorary Members
- (c) Associate Members
- (d) Affiliate Members
- (e) Corporate Members
- (f) Reduced Rate Members

- 6 The Directors shall from time to time prescribe rules and requirements relating to the admittance of persons to each class of Membership in accordance with Article 52 of these Articles.
- 7 The rights of every member shall be personal. Membership shall not be transferable and shall cease on death.
- 8 No Member may act on behalf of the Company without the express permission of the Directors and no communication shall be made on behalf of the Company by any Member unless authorised by the Directors.

## **GENERAL MEETINGS**

- 9 The Company shall hold a General Meeting every year as its Annual General Meeting in addition to any other Meetings in that year and shall specify the Meeting as such in the Notice calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next, provided that so long as the Company 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 time and place as the Directors shall appoint.
- 10 The Directors may whenever they think fit convene a General Meeting. If at any time there are not within the United Kingdom (Great Britain and Northern Ireland) sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company or, if there is only one member, the sole member, may

- 11 A General Meeting shall also be convened on receipt of a members' requisition in accordance with Section 368 of the Act. In substitution for the provisions in Section 368(2)(b) of the Act, a members' requisition shall be a requisition of at least 80 Voting Members or Members holding not less than 10 per cent of the total voting rights of all the Members having at the date of deposit of the requisition a right to attend and vote at General Meetings, whichever is the lesser.
- 12 An Annual General Meeting and a Meeting called for the passing of a Special Resolution or an Elective Resolution or a Resolution appointing a Member as a Director shall be called by at least 12 weeks' notice in writing. All other General Meetings shall be called by at least 14 clear days' notice in writing but a General Meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any other Meetings by a majority vote in number of the Members having a right to attend and vote at the Meeting, being a majority representing not less than 95% of the total voting rights at that Meeting of all the Members.
- 13 The notice of a General Meeting shall specify the time and place of the meeting.
- 14 A list of all resolutions for consideration at a General Meeting together with proxy forms shall be sent to all the Members at least six weeks prior to any General Meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 15 All Ordinary Members, Honorary Members, Associate Members, Affiliate Members and Reduced Rate Members shall be entitled to attend and speak at General Meetings. Corporate Members shall have no right to speak or vote at General Meetings of the Company nor to receive notice of or to attend at General Meetings.
- 16 Minutes shall be kept of all General Meetings and shall be made available on request to any Voting Member.
- 17 All business shall be deemed special that is transacted at a General Meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, and appointment and the fixing of the remuneration of the Auditors.
- 18 No business shall be transacted at any General Meeting unless a quorum of the Members is present at the time when the Meeting proceeds to business. Save as herein otherwise provided, 80 Voting Members or ten per cent of the Voting Members present in person, whichever is the lesser, shall be a quorum, unless the Company has only one Voting Member in which case one Voting Member present in person shall be a quorum.
- 19 If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting, if convened upon 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



- 20 Regulation 46 in Table A shall be read and construed as if paragraph (d) was omitted therefrom.
- 21 Subject to the provisions of the Act, a Resolution in writing signed by all the Members for the time being entitled to receive Notice of and to attend and vote at a General Meeting of the Company shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

## **VOTES OF MEMBERS**

- 22 Subject as hereinafter provided on a show of hands, every Voting Member present in person shall have one vote and on a poll every Voting Member shall have one vote.
- 23 A resolution proposed at any General Meeting will be approved if at least one half of the votes cast at the Meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority. Abstentions will be discounted.
- 24 Subject to the provisions of the Act, no resolution shall be considered binding on the Company unless it has been placed on the agenda for a General Meeting and receives the required majority of votes.

## **APPOINTMENT OF DIRECTORS**

- 25 Any Ordinary Member of the Company shall be eligible, with his/her consent for nomination for election as Director. All Directors must be Ordinary Members.
- 26 The Directors shall be elected in accordance with rules and bye-laws of the Company made pursuant to Article 52.
- 27 Save for the persons who are deemed to have been appointed as the first Directors of the Company on incorporation pursuant to Section 13(5) of the Act no person who is not an Ordinary Member of the Company shall in any circumstances be eligible to hold office as Director.
- 28 The currently determined maximum number of Directors shall be fourteen and the minimum number of Directors shall be ten. The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution of the Company following a recommendation by the Directors.
- 29 The words "of a class of shares" shall be omitted from Regulation 83 in Table A.

## **DISQUALIFICATION OF DIRECTORS**

- 30 A Director shall be required to vacate his office if he ceases to be an Ordinary Member or becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 in Table A shall be modified accordingly.

## PROCEEDINGS OF DIRECTORS

- 31 The affairs of the Company shall be governed by the Directors which shall include a Chairperson, a Vice Chairperson, a Treasurer and a Secretary. The Directors will be elected in accordance with the rules and bye-laws of the Company made pursuant to Article 52. The Chairperson shall preside at every meeting of the Directors at which he is present but if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chair of the meeting.
- 32 The Directors must be Ordinary Members for the period of their service as a Director in accordance with these Articles.
- 33 The words "In the case of an equality of votes, the Chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote" shall be omitted from Regulation 88 in Table A.
- 34 The Directors may set up committees, ad hoc working parties or any such groups as they may consider necessary. They shall have the right to decide the composition of these committees and how non-corporate Members should be appointed to serve on them. The recommendations of all such committees/groups shall be subject to the approval of the Directors.
- 35 In the event of a resignation of a Director during their term of office, the vacancy may be filled by the Directors by co-option of an Ordinary Member to that position until the next Annual General Meeting.
- 36 The quorum for a meeting of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two.
- 37 Records of all Meetings of the Directors shall be kept and they shall be made available upon request to individual Members.
- 38 At any meeting of the Directors or of any committee of the Directors, subject to disclosing his interest therein, a Director may vote on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting. Regulations 94 to 98 (inclusive) in Table A shall be construed accordingly.
- 39 Directors shall not be entitled to appoint alternate directors. The words "but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity" shall be omitted from Regulation 93 in Table A.
- 40 The Company 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 address shown in the Company's register of members or by leaving it at that address. Where the Member has given to the Company an electronic mail address to which notices may be sent electronically, the Company may give a valid notice by means of electronic mail.

- 41 A Member present at any meeting of the Company shall be deemed to have received notice of the meeting and where requisite of the purposes for which it was called.

## **BORROWING POWERS**

- 42 Directors may exercise all the powers of the Company to borrow money of a limitless amount and upon such terms and in such manner as they think fit and to grant any mortgage charge or security over its undertaking and property thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## **INDEMNITY**

- 43 Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A every Director, officer or official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

## **COMPANY SEAL**

- 44 The Company shall not be required to, but may, at the discretion of the Directors, keep a common seal. If such a seal is kept, it shall only be used by the authority of the Directors, or of a committee of the Directors authorised by the Directors, and the Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and the secretary or a second director.

## **FINANCE**

- 45 The annual subscription for Members, with the exception of Honorary Members, shall be due on 1<sup>st</sup> January each year or such other date as is determined by the Directors from time to time. The subscription fee for new Members shall be due on the date of membership approval by the Directors but such fee shall be waived if the date of approval is after 30<sup>th</sup> September in any particular year. Any Member in arrears of subscription by more than three months shall be deemed to have resigned from the Company.
- 46 The disbursement of funds shall be the prerogative of the Directors.
- 47 The Directors shall inform the Members of any proposed changes in subscriptions at least six weeks before the Annual General Meeting. Any proposed changes to subscription rates shall only be made at the Annual General Meeting and must receive the assenting votes of at least two thirds of the Ordinary Members voting on a poll at that Annual General Meeting. Abstentions will be discounted.
- 48 The Treasurer shall keep a record of all income and expenditure and shall present a statement of accounts at the Annual General Meeting and at any other time upon reasonable request by any Member.
- 49 Notwithstanding any exemption allowed to the Company pursuant to sections 246-249 of the Act, the Company shall have its annual accounts externally audited.

## **WINDING UP**

- 50 The Company shall only be wound up if the proposal receives yes votes representing two thirds of the yes and no votes cast at a General Meeting on a poll taken at that meeting and this is confirmed by a similar two thirds majority on a show of hands at a further General Meeting which must be arranged by the Directors within four weeks. Abstentions shall be discounted.
- 51 After payment of all the Company's debts and liabilities, any monies remaining shall be distributed to Members in accordance with clause 7 of the Memorandum of Association of the Company.

## **RULES OR BYELAWS**

- 52 The Directors may from time to time make such Rules or Byelaws as they consider necessary or convenient for the right and proper execution and government of the Company and for the purposes of laying down the categories and terms of membership and in particular (but without limitation):-
- (a) the admission and classification of Members of the Company and their respective rights and privileges and the terms of membership, resignation of membership and any fees, charges and contributions payable by the Members.
  - (b) the behaviour of Members of the Company in relation to each other and to the Company and any of the Company's instruments and retainers.
  - (c) the line of conduct at Meetings and committees of Directors of the Company in so far as such line of conduct is not directed by these Articles
  - (d) any business likely to be governed by Company rules or guidelines appropriate to the Company.

The Directors may also vary or amend any existing Rules or Bye-laws (or any part thereof) from time to time and shall bring such changes to the notice of the Members.

At any General Meeting the Company shall also have the power to make any changes to the Rules and Byelaws provided that no Rule or Byelaw shall be contrary to or affect or nullify the Memorandum or Articles of Association of the Company.

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Name(s) and Address(es) of Subscriber(s)

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Dated

Witness to the above Signature(s)