

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

NO SMOKING DAY

Company number: 2660741

Amended by Special Resolution at the No Smoking Day Annual General Meeting

25 October 2007

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION OF

NO SMOKING DAY

1. The name of the Company is NO SMOKING DAY.
2. The registered office of the Company will be situated in England.
3. (A) The objects for which the Company is established are:-
 - (i) to preserve and protect the health of the community both physical and mental, in particular by advancing the education of the public concerning the effects of cigarette and other forms of smoking on individuals and the community at large;
 - (ii) to assist, carry out, promote and encourage research into cigarette and other forms of smoking and to collect and study information relating thereto with a view to the publication of the same and the communication of information in connection therewith to the general public and others having a legitimate interest in receiving such information for the benefit of the health of the community at large.
- (B) In furtherance of the said objects, but not further or otherwise, the Company shall have power:-
 - (i) to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise. periodicals, magazines, books, leaflets or other documents or films, or recorded tapes;
 - (ii) to hold exhibitions, meetings, lectures, classes. seminars and courses, either alone or with others;
 - (iii) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research;
 - (iv) to co-operate and enter into arrangements with any authorities, national, local or otherwise;

- (v) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (vi) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- (vii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (viii) to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit Provided that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;
- (ix) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- (x) to invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (xi) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- (xii) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- (xiii) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- (xiv) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (xv) subject to the provisions of Clause 4 hereof, to pay reasonable annual sums or premiums for or towards the provision of pensions

for officers or servants for the time being of the Company or their dependants;

- (xvi) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;
- (xvii) to pay out of the funds of the Company the cost charges and expenses of and incidental to the formation and registration of the Company;
- (xviii) to establish local branches (whether autonomous or not);
- (xix) to do all such other lawful things as shall further the above objects or any of them.

Provided that:-

- (a) in case the Company shall take or hold property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (b) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (c) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Management Committee of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Management Committee have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Management Committee but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Management Committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit or money's-worth from the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:
 - (a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Management Committee for any services rendered to the Company;
 - (b) of interest on money lent by any member of the Company or the Management Committee at a rate per annum not exceeding 2 per cent less than the base lending rate prescribed for the time being by a clearing bank selected by the Management Committee or 3 per cent whichever is the greater;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Company or of the Management Committee;
 - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Management Committee may be a member holding not more than 1/100th part of the capital of that company; and
 - (e) to any member of the Management Committee of reasonable out-of-pocket expenses.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he 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, such amount as may be required not exceeding one pound.
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 not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

We, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum

NAMES AND ADDRESSES
<p>ANN DENISE McNEILL The Lodge King William IV Gardens Penge London SE20 7EG</p> <p>JOHN HADDON GRIFFITHS 2 Llys Dewi Creigiau Mid-Glamorgan CF4 8JY</p>

Dated 30 October 1991

Witness to the signature of
Ann Denise McNeill:-

C Aston
21A Gloucester Avenue
London
Health Education Officer

Witness to the signature of
John Haddon Griffiths:-

Deborah Reid
14 Windyridge
Dinas Powys
S Glamorgan
Health Education Advisor

Amended Articles of Association signed by

Professor Richard Parish, Chair

Mr Daniel Tickle, Company Secretary
25 October 2007

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

NO SMOKING DAY

INTERPRETATION

1. In these Articles:-

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

“the Board” means the Board of Directors of the Company or the Directors when referred to in the Act in the sense of a board of directors and “Director” in the singular or plural means a Director or Directors of the Company.”

“electronic communication” means the same as in the Electronic Communications Act 2000.

“the seal” means the common seal of the Company.

“secretary” means any person appointed to perform the duties of the secretary of the Company.

“the United Kingdom” means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date at which these Articles become binding on the Company.

Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005.

OBJECTS

2. The Company is established for the objects expressed in the Memorandum or Association.

Note: The Articles were amended by Special Resolutions dated 13 June 1995, 20 October 2005 and 5 October 2006.

MEMBERS

3. The number of members with which the Company proposes to be registered is unlimited.
4. The subscribers to the Memorandum of Association and such other persons and organisations as the Board shall admit to membership shall be members of the Company.
5. An application for membership may be approved or rejected by the Board. The Board shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made.
6. Unless the Directors or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 60 the Directors may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than three.
7. The Board may provide for the admission of such organisations and groups, whether corporate or incorporated, as they think fit to be Associate Members of the Company and for the rights, duties and liabilities (if any) of such Associate Members, but so that such Associate Members shall not be members of the Company for the purposes of the Act and that such rights shall not include the right to speak or vote at General Meetings of the Company. Particulars in relation to Associate Members shall not be entered in the Register of Members but the secretary shall nonetheless keep an accurate record of Associate Members. Each Associate Member shall appoint one individual person to represent it and in the event of such person resigning or otherwise leaving the organisation or group concerned he or she shall forthwith cease to be the representative thereof. The Associate Member concerned shall have the right to appoint a new representative, informing the secretary in writing.

GENERAL MEETINGS

8. The Company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen 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 eighteen 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 Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

9. The Board 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 the Act. If at any time there are not within the United Kingdom sufficient members of the Company to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

10. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. Other meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other (manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) in the case of the Annual General Meeting, by all the members entitled to attend and vote; and
- (b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

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

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

PROCEEDINGS AT GENERAL MEETINGS

12. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors.
13. No business shall be transacted at any meeting unless a quorum is present. There is a quorum at a General Meeting if the number of members present by their authorised representatives is at least five or one third of the total number

of members for the time being, whichever is the greater. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine and those members with power to vote present at that meeting shall be deemed to form a quorum.

14. The chairman, if any, of the Board shall chair every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to chair the meeting.
15. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.
16. 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 other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. 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 on the declaration of the result of the show of hands) demanded:
 - (a) by the chairman; or
 - (b) by at least two members present; or
 - (c) by any member or members present in person and representing not less than one-third of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings 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 such resolution.

A demand for a poll may 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.

18. 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.
19. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

VOTES OF MEMBERS

21. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

22. Any organisation which is a member of the Company may by resolution of its committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and to vote on its behalf, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company. Notification of such authorisation must be given to the Company at its registered office prior to the meeting at which such duly authorised representative is to attend, failing which the representative shall have no right to vote. A member organisation shall be entitled to appoint a new representative in the event of
 - (a) its representative ceasing to be employed or otherwise connected with that member, or
 - (b) its representative ceasing to be a Director for any reason.
23. A member organisation may appoint observers (who shall not be entitled to vote) to attend any general meeting of the Company. Notification of such observers must be given to the Company at its registered office prior to the meeting at which such observers are to attend, failing which the observers shall have no right to attend.

DIRECTORS

24. The maximum number of Directors shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number. The minimum number of Directors shall be two.
25. The Directors shall be paid all reasonable expenses properly incurred by them in attending and returning from Board meetings or General Meetings of the Company or in connection with the discharge of their duties.

BORROWING POWERS

26. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property or any part 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 charitable body if such action will directly further the objects of the Company.

POWERS AND DUTIES OF DIRECTORS

27. The Company shall be managed by the Board. The Directors, as members of the Board, shall have general management and control of the affairs and assets of the Company. The Directors shall be both the directors of the Company for the purposes of the Act and charity trustees for the purposes of the Charities Act, 1993. The Directors must act reasonably and prudently in all matters relating to the Company and must always bear in mind the interests of the Company to the exclusion of personal prejudices and interests. The Board shall receive and consider and, at its complete discretion, implement recommendations from the Campaign Committee.
28. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.
29. The Board shall cause minutes to be made
- (a) of all appointments of officers made by the Board;
 - (b) of all proceedings at meetings of the Company and of the Board and of sub-committees including the names of the Directors present at each such meeting.

DISQUALIFICATION OF DIRECTORS

30. The office of Director shall be vacated if the Director:-
- (a) ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a Director by virtue of Section 72 of the Charities Act 1993;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a Director by reason of any provision of the Act or becomes prohibited by law from being a Director; or
 - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

- (e) resigns his office by written notice to the Company; or
 - (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act; or
 - (g) being a representative of a member organisation, resigns from or otherwise leaves that organisation.
31. A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ELECTION AND REMOVAL OF DIRECTORS

- 32.1 Unless otherwise determined by ordinary resolution of the Company, the number of Directors shall be not less than three nor more than fifteen. The Board shall determine the number and identity of Directors, within the aforesaid limits, from time to time, by reference to the criteria for the selection of Directors contained in the Rules made under Article 60.
- 32.2 Every Director (other than Directors co-opted under Article 33) must be or become a member of the Company. Every Director must sign a declaration of willingness to act as a director and charity trustee of the Company before he or she is eligible to vote at any meeting of the Board.
- 32.3 At each annual general meeting one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one Director who is subject to retirement by rotation, he or she shall retire.
- 32.4 Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last election or re-election, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 32.5 If the Company at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been re-elected unless at the meeting it is resolved not to fill the vacancy or unless the resolution for the re-election of the Director is put to the meeting and lost.
- 32.6 Not less than 21 clear days before the date appointed for each Annual General Meeting all organisational members having power to vote shall be entitled by notice to the Secretary to propose a representative of that member for election or re-election as a Director stating the particulars which would, if he or she were so elected or re-elected, be required to be included in the Company's register of Directors together with a notice executed by that person of his or her willingness to be elected or re-elected. The Board shall consider all such nominations and, subject to Article 32.1, recommend a list of nominees for election or re-election

- as Directors to the forthcoming Annual General Meeting. No member shall have any other right to nominate a Director unless otherwise permitted by the Board.
- 32.7 Not less than 7 clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the Board for election or re-election as a Director at the meeting. The notice shall give the particulars of that person which would, if he or she were so elected or re-elected, be required to be included in the Company's register of Directors.
- 32.8 No person may be elected as a Director:
- 32.8.1 unless he or she has attained the age of 18 years; or
- 32.8.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of Article 30.
- 32.9 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.
- 32.10 Subject as aforesaid, a Director who retires at an annual general meeting may, if willing to act, be reappointed.
33. The Board shall have power at any time to co-opt any person to be a Director as an addition to the existing Directors provided that the number of co-opted Directors shall not at any time exceed one half of the total number of Directors from time to time. Any co-opted Director shall hold office only until the end of the next following Annual General Meeting, and shall then be eligible for co-option again by the Board.
34. The Board may by resolution approved by at least 75% of all the Directors for the time being remove any Director before the expiration of his or her period of office notwithstanding anything in the Articles or in any agreement between the Company and such Director PROVIDED THAT-
- 34.1 not less than 14 days notice of the intention to propose such resolution shall be given to the Company at its registered office signed by not less than one third of all the Directors for the time being;
- 34.2 the Company shall send forthwith to the Director concerned a copy of such notice, and the Director shall have the right to be heard at the Board meeting at which the resolution is put and to make a written statement of reasonable length which, if received in time, must be circulated by the Company with the notice of the meeting, and if not sent out, the Director may require it to be read to the meeting.

PROCEEDINGS OF THE BOARD

35. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Director may, and the secretary on the request of a Director shall, at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any member for the time being absent from the United Kingdom.
36. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be one-third of the membership of the Board, subject to a minimum of two. A meeting of the Board may be held either in person or by suitable electronic means agreed by the Board in which all participants may communicate with all the other participants at the same time.
37. The Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the Board may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.
38. At its first meeting after each Annual General Meeting, the Board shall elect from their number a chairman, two vice chairmen and a treasurer, to hold office until the end of the next following Annual General Meeting. The Board may at any time remove any such officer from office and elect a replacement.
39. The Board may delegate any of its functions to sub-committees and to define the terms of reference of any sub-committee and determine its composition and the duration of its activities. All proceedings of sub-committees must be reported promptly to the Board.
40. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
41. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
42. All acts done by any meeting of the Board or of a sub-committee, or by a person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director 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 and was qualified to be a Director.

43. A resolution in writing, signed by all the Directors entitled to receive notice of a Board meeting, shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held, and may consist of several documents in like form each signed by one or more Directors.

CAMPAIGN COMMITTEE

44. The Board shall from time to time establish a Campaign Committee as an advisory body to the Company. The Board shall determine the Campaign Committee's composition, its terms of reference and functions and the duration of its activities.
45. The Campaign Committee shall meet together and as it thinks fit by reference to the demands of the Company's work.
46. The Campaign Committee shall elect a chairman and a vice chairman. The Campaign Committee may at any time remove any such officer from office.
47. The Campaign Committee shall conform to the Rules imposed on it by the Board in accordance with Article 60 and shall report all acts and proceedings to the Board as soon as is reasonably practicable. The Campaign Committee shall advise the Company on the development and implementation of each annual No Smoking Day campaign and shall review and submit recommendations to the Board on all matters regarding the campaign including finance and strategy.

SECRETARY

48. Subject to Section 283 of the Act, the secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board may think fit; and any secretary so appointed may be removed by them: Provided always that no Director may occupy the salaried position of secretary.
49. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of the secretary.

THE SEAL

50. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a sub-committee authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointed by the Board for the purpose.

ACCOUNTS

51. The Board shall cause accounting records to be kept in accordance with the provisions of the Act and the Charities Act 1993. The Board shall comply with

- their obligations under the Charities Act 1992 with regard to the preparation of an annual report and annual return and their transmission to the Charity Commission.
52. The accounting records shall be kept at the registered office of the Company or at such other place or places as the Board thinks fit, and shall always be open to the inspection of the Directors.
 53. The Board 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 Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right to inspect any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
 54. The Board shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
 55. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditors' report and the Board's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of the debentures.

AUDIT

56. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

57. Any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Board need not be in writing. In this Article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
- 58.1 The Company may give any notice to a member either:
 - 58.1.1 personally; or
 - 58.1.2 by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address, or by using

electronic communications to an address for the time being notified for that purpose to the person giving the notice. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Company;

- 58.2 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 58.3 Proof that an envelope containing a notice was properly address, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

DISSOLUTION

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

RULES OR BYE LAWS

60. (a) The Board may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:
- (i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - (ii) The conduct of members of the Company in relation to one another, and to the Company's employees.
 - (iii) Conflict of interest between Company and its members, their authorised representatives and appointees as Directors.

- (iv) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
 - (v) The criteria for the selection of new Directors by reference to the qualifications, knowledge and skills and in relation to the qualifications, knowledge and skills of all the Directors of the Company.
 - (vi) The procedure at General Meetings and meetings of the Committee and sub committees in so far as such procedure is not regulated by these Articles.
 - (vii) And, generally, all such matters as are commonly the subject matter of Company rules.
- (b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions to them and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which, so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

INDEMNITY

61. Subject to the provisions of the Act, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

ANN DENISE McNEILL
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Dated 30 October 1991

Witness to the signature of
Ann Denise McNeill:-

C Aston
21A Gloucester Avenue
London
Health Education Officer

Witness to the signature of
John Haddon Griffiths:-

Deborah Reid
14 Windyridge
Dinas Powys
S Glamorgan
Health Education Advisor