

THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY GUARANTEE  
NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION OF

## HL7 UK Limited

### **Preliminary**

1. The regulations contained in Table A shall not apply to the Company.

### **Interpretation**

2. In these regulations:

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

"the Articles" means the articles of the Company.

"Benefactor Members" means organisations admitted to membership of the Company as named organisations, but with enhanced privileges as set out in the Bylaws.

"Clear Days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"Executed" means any mode of execution.

"Personal Members" means persons admitted to membership of the Company as named individuals

"Organisational Members" means organisations admitted to membership of the Company as named organisations.

"Office" means the registered office of the Company.

"the Seal" means the common seal of the Company.

"Secretary" means the secretary of the Company or any other person appointed to perform the duties of secretary of the Company, including a joint assistant or deputy secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

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

Words importing persons shall include corporations except where individuals are referred to as distinct from corporations.

### **Members**

3. The number of members with which the Company was originally registered was one, but the directors may from time to time register an increase in members.

4. The subscriber to the Memorandum of Association of the Company and such other persons as the directors shall thereafter admit to membership in accordance with the Articles shall be members of the Company.

5. There shall initially be three classes of Members: Personal, Organisational and Benefactor.

6. The provisions of Section 352 of the Act shall be observed by the Company and the details of every member of the Company other than the subscribers to the memorandum of association shall be entered in the register.

7. The directors shall have an absolute right in determining whether to reject any application for admission as a Member and shall not be bound to assign any reason for its decision. The decision to reject the application must be arrived at by a vote of a simple majority of the directors.

### **General Meetings and Resolutions**

8. The Company shall in each calendar 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 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting in each year shall be held at such time and place as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

9. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

10. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

(i) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(ii) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the directors.

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. No business shall be transacted at any general meeting unless a quorum is present. Members of the Company holding 20 per cent of the total voting rights, each

being a member or a proxy for a member or a duly authorised representative of a member being a corporation, shall be a quorum.

13. If such a quorum is not present within half an hour from the time appointed for a meeting, or if during a meeting such 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 other time as the directors may determine.

14. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

15. If no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

16. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

17. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

(i) by the chairman; or

(ii) by at least two members having the right to vote at the meeting; or

(iii) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

18. Unless a poll is duly demanded a declaration by the chairman 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 minutes of the meeting 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.

19. The demand for a poll may, before the 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.

20. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

22. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either

forthwith or at such other time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

23. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.

24. 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.

### **Votes of Members**

25. Every member who has been duly registered shall be entitled to vote in person at any and every meeting of the Company and on a poll shall be entitled to a number of votes determined by his status as a Personal Member, Organisational Member, or Benefactor Member. The number of votes shall be according to class of member as specified in the Bylaws of the Company

26. 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 tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

27. On a poll votes must be given personally.

### **Powers of Directors**

28. Subject to the provisions of the Act, the memorandum and the articles and to any powers given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that direction had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

29. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they may determine, including authority for the agent to delegate all or any of his powers.

### **Delegation of Directors Powers**

30. The directors may delegate any of their powers to any committee including one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

### **Number of Directors**

31. The number of the directors shall be determined according to the Bylaws of the Company but unless and until fixed there shall be no maximum number of directors and the minimum number of directors shall be one. In the event of the minimum number of directors fixed by or pursuant to these articles being one, a sole director shall have the authority to exercise all the powers and discretions by these articles expressed to be vested in the directors generally.

### **Borrowing Powers**

32. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking and property or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

### **Appointment of Directors**

33. The directors are appointed by the Management Board according to the Bylaws.

### **Disqualification and Removal of Directors**

34. The office of a director shall be vacated if:

- (i) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director: or
- (ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (iii) he is, or may be, suffering from mental disorder and either:
  - (a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
  - (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (iv) he resigns his office by notice to the Company; or
- (v) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.
- (vi) he ceases to be a Personal Member or ceases to be a director, member or employee of an Organisational or Benefactor Member or other such equivalent Member as specified in the Bylaws.

### **Directors' Appointments and Interests**

35. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any appointment of a director to an

executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.

36. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office

(i) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested

(ii) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and

(iii) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

37. For the purpose of regulation 36:

(i) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and

(ii) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have the knowledge shall not be treated as interest of his.

### **Proceedings of Directors**

38. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors, it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes, in the case of an equality of votes, the chairman shall have the second or casting vote.

39. The quorum for the transaction of the business of the directors will not be subject to any maximum number and the minimum number shall be one.

40. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed 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 chairman of the meeting.

41. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

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

43. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of a meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

### **Secretary**

44. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

### **Minutes**

45. The directors shall cause minutes to be made in books kept for the purpose

(i) of all appointments of officers made by the directors; and

(ii) of all proceedings at all meetings of the Company.

### **The Seal**

46. A document signed by a director and the secretary of the Company, or by two directors of the Company, and expressed (in whatever form of words) to be executed by the Company as a deed has the same effect as if executed under the common seal of the Company.

47. A document executed by the Company where it is made clear on its face that it is intended to be a deed has effect, upon delivery, as a deed.

48. Where in these articles, Table A or otherwise reference is made to the company seal, the document may be executed by affixing the seal in accordance with Regulation 101 or by signature in accordance with article 45 herein.

### **Accounts**

49. The accounting records of the Company shall be kept at the Office of the Company, or subject to the statutes, such other place or places as the directors shall see fit.

### **Notices**

50. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing, and notice of general meetings may be given by electronic mail.

51. Proof that an envelope containing a notice was properly addressed, prepaid and posted, or in the case of notification by electronic mail, a record of the contents and addressees of the notice on the senders computer system, 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 the electronic mail was sent.

### **Indemnity**

52. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, 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 in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty of trust in relation to the affairs of the Company.

### **Rules and Bylaws**

53. The directors may from time to time make such rules or bylaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall 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 servants

(iii) 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

(iv) the procedure at general meetings and meetings of the directors and committees of the Company in so far as such procedure is not regulated by these presents

(v) and generally, all such matters as are commonly the subject matter of company rules.

The Company in general meeting shall have the power to alter or repeal the rules or bylaws and to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules and bylaws, which so long as they shall be in force, shall be binding on all members of the Company. Provided nevertheless, that no rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in the memorandum or articles of association of the Company.