

FIRST MEETING OF BOARD OF DIRECTORS

Held by teleconference at 6pm on 5th August 2009.

MINUTES

Present: Ann Phillips, Sue Del Mar, Allan Muir.

Allan Muir was appointed Chairman of the meeting.

1 Opening remarks

Those present noted that they were tasked with limited functions including applying for registered charity status, introducing the membership classes and adopting the members in preparation for the 1st AGM of the company

2 First directors and secretary

It was noted that Ann Phillips, Sue Del Mar and Allan Muir had been appointed as the first directors of the company and that Ann Phillips had been appointed the first secretary. In accordance with the Memorandum of Association they would retire at that AGM and may offer themselves for re-election.

3 Registered office

The chairman reported that the first registered office of the company was: c/o Horwath Clark Whitehill LLP, Foley House, 123 Stourport Road, Kidderminster, Worcestershire, DY11 7BW.

4 Application to be a registered charity

It was resolved that the company should apply to the Charity Commission for England and Wales to be included in the register of charities. The proposed charity would operate throughout the UK. The directors considered the guidance from the Office of the Scottish Charity Regulator and agreed that the exemptions from registration granted for charities registered in England and Wales applied in this case and thus there was no requirement to register in Scotland. It was noted that there was as yet no register in Northern Ireland.

5 Membership classes

It was agreed to introduce membership classes which reflected the membership classes held by the unincorporated charity Association for Glycogen Storage Disease (UK), registered number 327841, as follows:

- (a) Full Membership of the Association shall be open to individuals of 18 years and over who are affected by Glycogen Storage Disease or who are the parents or guardians of a person so affected or such person's grandparents brothers and sisters and who have paid the annual subscription as laid down from time to time by the Board of Directors.
- (b) Associate Membership (which entitles such members to all benefits of membership except voting) shall be available to all other persons and national, international and local voluntary or other non-profit distributing organisations, whether corporate or unincorporated, which are interested in furthering the work of the company and have paid the annual subscriptions as aforesaid. Associate Members may attend any meeting as an observer,

attendance to be by an appointed representative if the Associate Member is an organisation as aforesaid.

- (c) Junior membership shall be open to those under the age of 16 years who are interested in furthering the work of the Association and all suggestions made by such members individually or as a group shall be carefully considered by the full members at the appropriate time. Junior members shall not be entitled to vote or serve as Directors but shall enjoy all other benefits of membership.
- (d) Honorary members may be appointed at the discretion of the Board of Directors. Honorary members shall not be entitled to vote.

6 Offer of membership

It was agreed to offer automatic membership of AGSD (UK) Ltd to all members of the unincorporated charity Association for Glycogen Storage Disease (UK), registered number 327841. This initial membership to be without charge to the members, but fees will apply at and from the next renewal.

7 Any other business

There being no other business the meeting was closed.

Signed on behalf of the Board

Allan Muir