

**Rules of the Sterile Barrier Association Limited
(the "Association')**



**An Industrial and Provident Society
Registered No. 28322 R**

Sterile Barrier Association Limited was registered under the Industrial and Provident Societies Act 1965 on the 1 February 1996 at the Registry of Friendly Societies (and is now registered in the Mutuels Register of the Financial Services Authority in the United Kingdom)

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Rules of the Sterile Barrier Association Limited (the "Association")

1. Title

The Association shall be known as the Sterile Barrier Association Limited. It shall be a non profit making organisation. The common language of the Association shall be English. The Association shall constitute an Industrial and Provident Society for the purposes of the United Kingdom's Industrial and Provident Societies Act 1965 ("the Act").

2. Objectives

The objectives of the Association are:-

- 2.1. To maintain, promote and seek to promote the product quality and quality standards relating to the manufacture and supply of single use sterilisation barrier systems to the medical industry ('the Industry').
- 2.2. To provide a forum within which manufacturers of products and services in the Industry can discuss issues relevant to the Industry.
- 2.3. To consider all legislative measures and proposals that may affect the Industry, and agree measures considered necessary.
- 2.4. To establish and maintain links with National, Governmental, European and non-European legislative and regulatory bodies, associations or groups of manufacturers, users and others, and to cooperate with these organisations as necessary on any matter which may affect the Industry.
- 2.5. To promote and influence the harmonisation of standards, practices and procedures within the Industry in Europe, and to endeavour to extend that influence into other non-European markets.
- 2.6. To act as the voice of the European Industry on all relevant matters and at all levels.

PROVIDED ALWAYS that the Association shall not in pursuit of the above objective's make any agreement or recommendation or impose any regulation, guidelines or Code of Practice on its members or participate in any behaviour or practice which conflicts with European Union competition law and/or any other national or regional competition law binding on the Association's members and or binding on the Association (all such laws being hereinafter referred to as "Competition Law") or which would otherwise would cause these Rules and or any guidelines or Code of Practice adopted by the Association under these Rules to be registerable under Competition Law in any jurisdiction.

3. Use of Name

- 3.1. The name of the Association shall be stated in legible characters:-
 - 3.1.1. In all business letters and e mails of the Association.
 - 3.1.2. In all its notices, advertisements and other official publications.
 - 3.1.3. On all pages of the Association's website.
 - 3.1.4. In all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Association.

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3.1.5. In all bills, invoices, receipts and letters of credit of the Association.

3.2. Save with the authority of the Board of Directors of the Association ("the Board") no member of the Association shall at any time use the name of the Association in any document or advertisement issued or published by them or on their behalf or with their authority in such a way as to indicate or imply that such document or advertisement was issued or published by or on behalf or with the authority of the Association or the Board.

4. Registered Office

4.1. The registered office of the Association shall be Maxwells Chartered Accountants, 4 King Square, Bridgwater, Somerset, UK, TA6 3YF, or such other location as the Board may from time to time determine.

4.2. Notice of any change in the situation of the registered office shall be given to the Financial Services Authority of the United Kingdom (the "FSA") within 14 days of such change.

5. Common Seal

The Board of Directors of the Association ('the Board') shall provide for the custody of the Common Seal of the Association. The Common Seal of the Association shall not be affixed to any instrument except under the authority of a resolution of the Board and shall only be affixed in the presence of at least two Board members or one Board member and such other person as the Board may appoint for the purpose, and these persons shall sign every instrument which the Common Seal of the Association is affixed to in their presence.

6. Powers

The principal powers of the Association are:-

6.1. To invest and deal with the finances of the Association not immediately required upon such securities and in such manner as the Board may from time to time determine.

6.2. To purchase and maintain for the benefit of any director or officer of the Association insurance against any liability such director or officer may incur in relation to anything done or omitted to be done or alleged to have been done or omitted to have done such capacity.

6.3. To acquire by purchase, lease or otherwise land buildings and any other property whatsoever nature or kind which may at any time be required for the purpose of the Association or be likely to advance or benefit either directly or indirectly, the interests of the Association.

6.4. To contract loans, to receive money on deposit and to borrow money for the purposes of the Association upon the security of any assets of the Association and shall have power to execute all deeds or other documents which may be required for these purposes save that the total amount of any loans contracted or amounts received on deposit or amounts borrowed shall not without the prior consent of the member general meeting exceed the sum of £2,500.

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7. Profits

The income and any profits of the Association shall only be applied in furthering the objectives of the Association.

8. Eligibility for Membership

8.1. There shall be one level of membership only and this will be known as Full Membership.

8.2. Each Full Member must:-

8.2.1. Be a manufacturer of sterilisation products or provide relevant services, with sales in Europe.

8.2.2. At all times designate a senior representative of that member to attend the Association's Annual General and any Extraordinary General Meetings as that member's representative.

8.2.3. Nominate on occasions, specialists from their companies to participate in the Association's working groups.

8.2.4. Commit to comply with the Association's Code of Practice.

8.2.5. Have implemented a quality management system certified by an accredited certification body to be in compliance with ISO 9001 or with a globally acknowledged equivalent quality standard.

8.3. Application for membership shall be sent to the office of Director General of the Association together with such supporting evidence as the Director General or the Board may request in respect of their conformity to Rule 8.2 of these Rules.

8.4. Applicants for membership may be required to present their case for membership to the membership at a General Meeting of the Association or to the membership through such other forum and media as the Board may decide.

8.5. Prospective members may by invitation of the Director General, attend a General meeting or other Association event in order to experience the workings of the Association and meet members if this would be helpful to confirm their intention to apply for membership. If a prospective member is so invited they may be required (at the Director General or the Board's discretion) at that General meeting or event to make a presentation (at a plenary session convened for the purpose) outlining their organisation's activities, and their commitment to meet all eligibility requirements, and why they wish to join.

8.6. Application for membership will be decided by the members.

8.7. Application for membership will normally be put to members at a General meeting of the Association or at such other gathering of the members or through such other forum and media as the membership may from time to time agree, and providing that the Board are reasonably satisfied all eligibility requirements of the prospective member are met.

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8.8. Members may only object to an application if the eligibility criteria are not fulfilled, or unless any other member (or members) have any other objective and non-discriminatory reason to the contrary. Any member (or members) who objects to an applicant becoming a Full Member must provide reasons in writing to support any such objection together with any evidence supporting that objection. In any event, any decision to exclude an applicant must not be considered anti-competitive in accordance with applicable competition rules. The reasoning will then be considered by the members before any decision on the applicant's membership is decided by the members. In such a case, membership can be approved by members via an e mail after they have had the opportunity to see any evidence, or it may be reconsidered again at another General Meeting.

9. Cancellation of Membership

9.1. Decisions as to whether any given membership should be cancelled shall be a matter for the membership not the Board.

9.2. Potential termination of membership shall be considered by the Board in the event of a member:-

9.2.1. Ceasing to meet the eligibility criteria set out in Rule 8.2.

9.2.2. Acting in a manner which prevents or which materially hinders the Association in seeking to achieve its objectives set out in Rule 2.

9.2.3. Failing to adhere to these Rules to the extent that they are directed at members.

9.2.4. Contravening the Association's Code of Practice in force from time to time.

9.2.5. Failing to pay any membership fee due to the Association within a reasonable timescale.

9.3. In the event that the Board considers the matter concerned to be of sufficient gravity that it needs consideration by the membership (and/or at the written request of at least one Two Full Members given to the Director General) it shall bring the concern to the membership to consider either at a plenary session of a General Meeting of the Association or at an Extraordinary General Meeting of the membership of which the whole membership have had reasonable prior notice of and at which they have the right to attend.

9.4. The member concerned will be given the opportunity to present any case for ongoing membership if they so desire at that meeting.

9.5. Without prejudice to each member's unfettered right to vote as it sees fit on any issue put to the membership, members are expected to generally support the Board's recommendation (if any) for termination or for ongoing membership unless any member (or members) can provide any credible evidence to support not taking such a decision.

9.6. The membership shall be entitled to seek from the member concerned reasonable and credible commitment to comply with the Association's Rules and Code of Practice as a condition of ongoing membership.

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9.7. Future application for membership from a member who has had membership previously terminated will be considered by the Board in the first instance.

10. Management of the Association

10.1. The Association shall be managed by a Board of Directors, who shall be drawn from the membership. The Board shall comprise a minimum of five and a maximum of eight Directors, which includes any Chairmen of Working Committees (see item 10.11 below).

10.2. The Directors shall be honorary and shall be elected by a simple majority of voting members at an Annual General Meeting. The Directors shall serve for a two year period and may seek re-election.

10.3. The Board shall appoint one of its members to act as Chairman for Board meetings as well as Annual General and Extraordinary General meetings of the Association.

10.4. The Board shall meet together on not less than two (2) occasions during the year for the despatch of business, adjourn and regulate its meetings as it thinks fit.

10.5. A Board member or the Director General may request the calling of a meeting of the Board. Notice of meetings of the Board shall be given by the Secretary General to each Board member by e mail.

10.3 The quorum for the transaction of the business of the Board shall be four persons (4).

10.6. For the purposes of these Rules, a Director shall be deemed to be present at any meeting of the Board if that Director is able to hear and understand all of the proceedings of the meeting and be able to be heard and understood by all those present by way of a telephone or video conference or other suitable means of communication and such Director indicates their willingness to proceed on that basis. A meeting where those present or deemed to be present are in different locations shall unless the Directors determine otherwise be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chair of the meeting then is.

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

10.8. Unless he is unwilling to do so, the Chairman shall preside at every Board meeting which he is present but if at the relevant time there is no person holding the office of Chairman, or if the Chairman is unwilling or unable to preside or is not present within fifteen minutes after the time appointed for the meeting, the Board may appoint another of their number to be chairman of the meeting.

10.9. Resolutions of the Board shall be validly passed if a majority of not less than 75% of those present at the Board meeting to vote in favour of the resolution.

10.10. Minutes of all Board meetings shall be kept by the Director General or, if such post is vacant or the Director General is unable to attend the meeting in question, some other Board member present at the meeting and willing to keep the minutes, nominated by the Chairman.

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- 10.11. The Chairmen of the Association's Working Committees shall be Directors of the Association.
- 10.12. The Board will assume direct responsibility, in conjunction with the Director General, for all publicity matters related to the Association. One Director will be appointed by the Board to assume responsibility for public relations for the Association. The use of outside agencies to facilitate publicity matters will be at the discretion of the Board.
- 10.13. In addition to the Board, the Association shall appoint a Director General who shall be a paid official. The Director General shall be responsible to the Board for the effective management of the Association's day to day affairs and shall act on behalf of the Association in all matters as directed by the Board.
- 10.14. The Director General shall be paid a fee, the level of which shall be determined annually by the Board. The term of appointment shall be initially for a minimum period of two (2) years in order to ensure stability and continuity. In the event of termination of the Director General's appointment a minimum period of 6 months must be tendered by either party.
- 10.10 The Director General shall be an ex-officio member of the Board.

11. General Meetings of the Association

11.1. Annual General Meetings:-

- 11.1.1. The Annual General Meeting of the Association shall be held each year, typically during the months of February March or April but not more than 18 months between each meeting. Each member shall be advised of the date of the Annual General Meeting by email.
- 11.1.2. The business to be transacted at each Annual General Meeting shall include the following matters:-
- 11.1.2.1. To receive and approve the accounts for the previous membership year together with the report of the Auditors on such accounts.
- 11.1.2.2. To elect or (as the case may be) re-elect Board members in accordance with these Rules.
- 11.1.2.3. To consider any other business relating to the affairs of the Association requested by:
- 11.1.2.3.1. the Board; or
- 11.1.2.3.2. by any member provided notice of the business and the wording of any resolution which a member wants to be considered has been given to the Director General not less than fourteen (14) days prior to the notice of the Annual General Meeting .

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11.2. Extraordinary General Meetings

11.2.1. The Board, or the Director General may call an Extraordinary General Meeting when any question of urgent importance shall arise, and shall be bound to do so on receiving a request from five (5) members.

11.2.2. Should an Extraordinary General Meeting not be convened pursuant to a request of members which complies with Clause 11.2.1 within twenty-eight (28) days after the date of receipt of that request by the Director General ("the receipt date") for a date not later than fifty-six (56) days after the receipt date, the members requesting that meeting may convene it themselves by giving notice thereof but any meeting so convened may not be held more than sixty-three (63) days after the receipt date.

11.3. Venue of General Meetings

All general meetings shall be held at a venue decided by the Board or in default of a Board decision by the Director General (unless otherwise resolved by a simple majority of members).

11.4. Notice of General Meetings

At least 21 days notice of any Extraordinary General Meeting and 42 days notice of the Annual General Meeting specifying the business to be transacted, and the day, place and hour of the meeting shall be sent to every member by e mail.

11.5. Quorum for General Meetings

No business may be transacted at any general meeting unless a quorum is present at the commencement of the meeting. Members representing not less than 51 % (fifty one per cent) of the Association's total membership present in person or by duly authorised representative shall constitute a quorum. If within half an hour of the time appointed for the meeting such a quorum is not present, the meeting, if convened upon the request of members, shall be dissolved; in any other case it shall stand adjourned to such other date and at such other time and place as the chairman of the meeting may determine. Not less than seven (7) clear days' notice of the date of any such adjourned meeting shall be given to members.

11.6. Chairman of General Meetings

The Chairman of the Board shall, if available, preside at every general meeting of the members. If the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if he or she is unwilling or unable to act members of the Board then present shall appoint another chairman to preside at the meeting and, if there is only one member of the Board present and willing act he/she shall be chairman. If no Board member is present and/or willing to act within fifteen minutes after the time appointed for holding the meeting the members present and entitled to vote may choose one of their number be chairman of the meeting.

11.7. Votes of Members Generally

11.7.1. Each member organisation will have only one vote on any issue put to the members to resolve.

11.7.2. Members may cast their votes at General Meetings by one of the following methods:

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- 11.7.2.1. in person on a show of hands or by poll either by:
 - 11.7.2.1.1. the member's designated representative for the time being referred to in Rules 8.2.2 and 11.8 or his or her deputy referred to in Rule 11.9;
 - 11.7.2.1.2. by the member's duly appointed proxy under Rule 11.14;
 - 11.7.2.2. by post or email through the use of voting forms under Rule 11.13.
- 11.8. Each organisation must nominate their representative for the purposes of Rule 8.2.2 who is authorised to vote on their behalf. The nomination must be given in writing to the office of the Director General of the Association.
- 11.9. If the nominated representative of a member is unable to attend a meeting, a deputy may be permitted to vote on the authority of the nominated representative provided that the office of the Director General receives notice in writing of the appointment of the deputy not less than 48 hours prior to the meeting.
- 11.10. If there is more than one person present at a General meeting from a member organisation, and a vote is called, only one of those present is eligible to vote subject always to Rule 11.13.1.4.
- 11.11. If the person nominated by the member for the purposes of Rule 8.2.2 and a deputy appointed under Rule 11.9 are both present at a General Meeting subject always to Rule 11.13.1.4 it shall be the person nominated by the member for the purposes of Rule 8.2.2 who shall have the right to vote (not the deputy).
- 11.12. The Chairman shall hold a casting vote in addition to any other vote that he or she may hold as the representative of his/ her company.
- 11.13. Use of Email and Postal Voting Forms:
- 11.13.1.1. a member shall be entitled to vote on any resolution of the Association to be decided at a general meeting by use of a voting form which may be delivered to the Director General by post or email.
 - 11.13.1.2. Such voting forms shall either be supplied by the office of the Director General not less than 72 hours prior to the time of the Meeting at which the resolution is to be considered or may be requested from the office of the Director General not less than 72 hours prior to the time of the Meeting at which the resolution is to be considered.
 - 11.13.1.3. Any such vote using an email or postal voting form shall only be valid if received by the office of the Director General not less than 48 hours prior to the time of the Meeting at which the resolution is to be considered.

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- 11.13.1.4. Any votes cast by use of voting form and shall be counted (whether on a show of hands or on a poll) to the exclusion of all other votes purported to be cast by such member and shall not be capable of being withdrawn.

11.14. Use of Proxies

A member entitled to attend and vote at any General meeting may appoint a proxy (who need not be a member of the Association) to attend and vote on any resolution put to the members. To be effective such proxy (in the usual or common form or such other form approved by the Director General) shall be lodged with the Director General not later than 48 hours prior to the time fixed for the holding of the meeting.

11.15. Voting Methods Polls and Shows of Hands:

- 11.15.1. Subject to Rule 11.15.1 every resolution which is to be put to the vote at a general meeting and notice of which has been given to members and every election, shall unless otherwise previously resolved by a resolution of the members in general meeting, be decided by a poll.
- 11.15.2. A resolution approving or otherwise relating to the minutes of any previous general meeting or the adoption of the report and accounts for any membership year can be decided on a show of hands unless:
- 11.15.2.1. a poll is specified in respect thereof in any notice concerning the meeting; or
- 11.15.2.2. before or on the declaration of the result of the show of hands) a poll is demanded by the chairman of the meeting or by at least three (3) members present at the meeting.
- 11.15.3. If a poll is so demanded it shall be taken forthwith (unless in any particular case the chairman of the meeting directs that it be held later in, or at the end of, the meeting in which event the poll shall be held in accordance with that direction).
- 11.15.4. Polls shall be conducted by using voting forms issued for the purpose at the meeting to those members who are present in person or by proxy at the meeting.
- 11.15.5. Email and postal voting forms received by the Director General in accordance with Rule 11.13 are to be counted in a poll and in a show of hands and Rule 11.13.1.4 shall apply.
- 11.15.6. Unless a poll is so specified or demanded pursuant to Rule 11.15.2, a declaration by the chairman of the meeting that a resolution voted on by a show of hands has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the books containing the minutes of the proceedings of the Association will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against a resolution.
- 11.15.7. A demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting and a demand so

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withdrawn shall not be taken to have invalidated the result of the show of hands declared before the show of hands was made.

- 11.15.8. The holding of, or demand for, a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which the poll was held or demanded.

11.16. Required Majorities

Subject to Rule 15.1 resolutions of the Members shall be validly passed if not less than two thirds (2/3) of all members voting pursuant to these Rules vote in favour of the resolution.

11.17. Declaration of Results of Votes

- 11.17.1. The result of the voting on a resolution of the members whether by poll or by show of hands in the absence of a poll being taken shall, in the absence of any manifest error, be final and binding on the members.

- 11.17.2. The chairman of the meeting or his/her nominee shall announce the result and declare (a) whether or not the resolution(s) in question (if any) has/have been duly passed and (b) the result of any election. The chairman of the meeting in question may at his/her discretion adjourn the meeting to some place and time fixed by his/her for the purpose of declaring the result of a poll or alternatively may close the meeting when the business of that meeting shall otherwise have been concluded and declare the result of the poll at some other place and time or by some other method of publication fixed by him/her. The result of the poll shall be the resolution(s) of the meeting in question.

12. Technical and Environmental Committee Meetings

Technical and Environmental Committee meetings shall be held at least twice a year. These meetings may be combined as determined by the Board. Members are expected to nominate representatives for these committees. Members are also expected to occasionally nominate representatives for the Working Groups of each Committee who must be prepared and able to attend and participate on a regular basis. The Working Group should cover the broad spectrum of the Association's Interests.

13. Other Committees

Other committees may be formed dependent upon need, and members are expected to occasionally participate in any such committees or working groups.

14. Secretarial Function/Minutes of Meetings

- 14.1. Minutes of Annual General and Extraordinary General meetings shall be kept and this, together with other secretarial duties in connection with the Association, shall be the responsibility of the Director General.

- 14.2. The Working Committees of the Association shall keep accurate minutes of their meetings. These will be circulated to all members of the Association within 30 days of the Working Committee meeting having been held. This function will also be the responsibility of the Director General.

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15. Subscriptions

- 15.1. An annual subscription will be payable, the level of which shall be determined by the members at each Annual General Meeting, but may be reviewed at subsequent General meetings during the year. In the event of a disagreement a simple majority decision will prevail.
- 15.2. The Association's financial year will be from the 1st January until 31st December, with effect from 1st January, 1994. The Annual Subscription will be for the Association's full financial year.

16. New Members Registration Fee

New members may be required to pay a registration fee, the level of which will be determined at each Annual General Meeting. In the event of a disagreement a simple majority decision will prevail.

17. Codes of Practice

- 17.1. The Association may adopt Codes of Practice from time to time laying down guidelines rules regulations and procedures for the membership relevant to the Association's objectives and affairs. No such Codes of Practice shall be valid nor any amendments to the same shall be effective unless and until approved by a resolution of the members having achieved the required majority laid down in Rule 11.16 passed at an Annual General or Extraordinary General Meeting convened with such a resolution specifically notified to members in writing in accordance with Rule 11.
- 17.2. In the event of any conflict or ambiguity between these Rules and any Code of Practice these Rules shall prevail.

18. Amendment to these Rules

- 18.1. These Rules of the Association cannot be amended except by a resolution of the members having achieved the required majority laid down in Rule 11.16 passed at an Annual General or Extraordinary General Meeting convened with such a resolution specifically notified to members in writing in accordance with Rule 11.
- 18.2. No amendment to these Rules will be valid until such amendment is registered with the Register of Mutual Societies held by the Financial Services Authority in the United Kingdom or such other body who the Association is required by law from time to time to register these Rules with and or seek approval from to any Rule change.

19. Share Capital

- 19.1. The capital of the Association shall consist of shares of the value of £1 each. At the date of incorporation the authorised share capital of the Association is £100 (one hundred pounds) divided into one hundred (100) shares of £1 each.
- 19.2. Every Full Member shall hold one share and no more in the capital of the Association. No person who is not a Full Member shall be issued with a share.
- 19.3. Each member at the time these Rules take effect shall be allotted one share forthwith and £1 of any subscription paid by them which became due on the 1st January 1995 shall be applied in paying up the same in full.

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- 19.4. Each manufacturer which becomes a member after the time these Rules take effect shall be allotted one share upon their admission and £1 out of the first subscription paid by them shall be applied in paying up the same in full.
- 19.5. No share shall be transferable or withdrawable by any member and no interest, dividend or bonus shall be payable on any share.
- 19.6. A member shall forfeit their share on ceasing for whatever reason to be a member, and any amount due to them in respect of such share shall thereupon become the property of the Association.
- 19.7. The Association shall not be required to issue a certificate to any member in respect of their share.

20. Auditors

- 20.1. A firm of Chartered Accountants who are authorised auditors for the purposes of the Act shall be appointed as auditors by the Association in general meeting. They shall audit and then certify the annual statement of accounts and balance sheet before they are issued. Any casual vacancy in the position of auditor shall be filled by the Board.
- 20.2. The Auditor shall be entitled to attend any general meeting of the Association and to receive all notices of and other communications (other than voting forms) relating to such general meetings. The Auditors shall be entitled to speak, but not vote, on any part of the business of the meeting which concerns them as auditors.

21. Publication of Accounts

- 21.1. A copy of the latest account or accounts and balance sheet of the Association, as audited, and the report of the Auditors on such account(s) and balance sheet shall be available at the Association's registered office.
- 21.2. The Association shall not publish any balance sheet which has not previously been audited by the Auditors and any copy of a balance sheet published by the Association shall incorporate the report made thereon by the Auditors.

22. Association's Finance

- 22.1. The Association's income shall be obtained annually from the subscriptions of members, from investments and securities, from sponsorship, from training courses and seminars, from publications promoted or endorsed by the Association and from any other available source.
- 22.2. The income and any profits of the Association shall be applied only in furthering the objectives of the Association.
- 22.3. The Association shall not have power to receive money on deposit from members or others.
- 22.4. A Financial Statement of the Association's affairs shall be made up to 31st December in each year (or such other date as may be determined from time to time by the Association in General Meeting) and shall be signed by the Director General and Chairman.

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22.5. The Financial Statement shall be audited by the Auditors, and a printed copy of the signed Financial Statement, together with the Auditor's report thereon, shall be sent to each member with the notice calling an Annual General Meeting.

23. Annual Return

23.1. The Director General shall send to the FSA once in every year, and not later than the date provided by law, an annual return relating to the Association's affairs for the preceding financial year (as defined in Rule 15.2) together with a copy of the report of the Auditors on the Association's accounts for that period and a copy of each balance sheet made during that period and of any report of the Auditors on that balance sheet.

23.2. The annual return must be made in the form prescribed by the FSA and contain such particulars as may from time to time be required by the form.

23.3. A copy of the latest annual return of the Association shall be supplied free of charge on demand to every member.

24. Inspection of Books

Any member and any person having an interest in the funds of the Association shall be allowed to inspect their account and all the particulars contained in the Register of Members at all reasonable hours at the registered office of the Association or at any place where they are kept, subject to such regulations as to the time and manner of such inspection as may be made from time to time by resolution passed by the members at general meetings of the Association.

25. Copies of Rules and Codes of Practice

25.1. The Board shall provide the Director General, or cause him to be provided, with sufficient copies of the Rules and Codes of Practice to enable him to deliver to any person on demand a copy of such Rules.

25.2. A copy of all Rules and any Codes of Practice shall be available at the registered office of the Association.

26. Register of Members and Officers

The Register of Members and Officers of the Association shall be kept at the Association's registered office.

27. Indemnity

Each director and officer of the Association and each other person (whether he or she is a member or representative of a member) shall, in the absence of fraud or gross negligence, be indemnified out of the assets of the Association against all losses or liabilities which he may sustain or incur in or about the lawful execution of his duties or office or otherwise in relation to the undertaking of any matter or thing at the request, and on behalf, of the Association. Such indemnity shall extend, without limitation, to any liability incurred in defending proceedings in which judgement is awarded in his favour or in which he is acquitted.

**Rules of the Sterile Barrier Association Limited
(the "Association')**

28. Dissolution

In the event of it becoming necessary for the members to discontinue the activities of the Association and to dissolve the Association under the provisions of the law governing its affairs and its funds and property shall be appropriated or divided amongst the members in such a manner as the Board considers to be fair and reasonable subject always to any laws or regulations governing the Association at the relevant time.

Approved by the Members in General Meeting April 2016