

**MEDICAL RESEARCH SCOTLAND ("the Trust")
STANDING ORDERS**

**(Produced in Accordance with Schedule 7 Paragraph 3F of the National Health
Service (Scotland) Act 1978 as amended)**

This is the fourth set of Standing Orders produced and they have effect from 29th August 2008. It should be noted that the Trust is the operational name of the Scottish Hospital Endowments Research Trust (SHERT) which is a Scottish Charity No SC014959.

1. Number and Appointment of Members

The Trust shall consist of a minimum of six and a maximum of fifteen Members.

The Members of the Trust from time to time shall have power to appoint new Members within these limits. New Members shall be appointed by a majority decision of the existing Members at the relevant time after following such procedure as the Trust shall adopt from time to time.

The Members of the Trust shall have a power to co-opt Members in order to provide particular expertise or cover a temporary absence of a Member of the Trust, such co-option to be on terms and conditions as set down by the Members of the Trust.

2. Chairman and Vice Chairman

A Chairman and a Vice Chairman of the Trust shall be elected by a majority decision of the Members. Such appointment will be made annually at such meeting of the Members as the Trust decides. In the event of either the Chairman or Vice Chairman ceasing to be a Member of the Trust during the course of a year, a new Chairman or Vice Chairman as appropriate will be appointed at the next full meeting of the Members of the Trust.

The Chairman and/or the Vice Chairman are authorised to take decisions on behalf of the Trust between meetings if required, subject to reporting any such decisions taken to all of the Members as soon as is reasonably practicable.

3. Removal of Members

A Member may be removed from office by a majority decision of the other Members of the Trust.

If a Member has, without reasonable cause, not attended a meeting of the Trust or of any Committee of the Trust throughout a period of twelve consecutive months, or in the event of his or her permanent incapacity to perform the duties of a Member of

the Trust due to physical or mental illness or infirmity or in the event of his or her becoming apparently insolvent for the purposes of the Bankruptcy (Scotland) Act 1985 or otherwise insolvent, the Chairman may declare that such Member has ceased to be a Member of the Trust.

4. Meetings

The Members shall meet at least twice a year, to include one meeting at which the annual accounts of the Trust are approved. The Chairman will preside at such meetings, whom failing the Vice-Chairman, and in the event of neither being present, the Members present shall nominate by majority decision one of their number to preside at that meeting.

Quorum

The quorum for a meeting of the Members shall be one third of the number of the Members at the relevant time.

Committees

The Trust will appoint such Committees as it deems necessary, to include an Audit and Investment Committee.

5. Appointment of Officers of the Trust

The Trust shall appoint a secretary, who may be a body corporate or any other legal entity, and may appoint such other officers as they from time to time consider necessary for the efficient administration of the Trust.

The Trust shall pay to the secretary and to any other officers of the Trust out of the funds under their charge such remuneration as they think fit and shall apply to such secretary and any other officers such conditions of service as they think fit.

6. Minutes

Minute books shall be kept by the secretary containing a record of the proceedings of the Trust and of any Committee of the Trust and all Minutes of the Trust and any Committee of the Trust shall be submitted to the next ensuing meeting of the Trust for approval and shall be signed by the person who presided at the relevant meeting.

7. Register of Interests

The Trust shall keep a Register of Interests of the Members of the Trust.

29th August 2008

Version 4 (Last reviewed March 2013)