

The Companies Acts 1862 to 1895  
The Companies Acts 1948 to 1976  
And The Companies Act 1985

Memorandum of Association

of

THE LIVERPOOL QUEEN VICTORIA DISTRICT  
NURSING ASSOCIATION

Founded in the year 1897 in commemoration of the  
Queen's long reign.

(This Memorandum of Association as printed includes  
alterations effected by Special Resolutions passed  
3rd April 1950, 4th October 1977 and the 12th  
November 1987)

1. The name of the Association is "THE LIVERPOOL  
QUEEN VICTORIA DISTRICT NURSING ASSOCIATION".
2. The registered office of the Association will  
be situate in England.
3. The objects for which the Association is  
established are:-
  - (A) To provide gratuitously or otherwise trained  
nurses to attend the sick and personal  
assistance for sick persons in conditions of  
need, hardship or distress.
  - (B) To provide for the relief in sickness of  
persons in need, hardship or distress who are  
sick, convalescent, disabled, handicapped or  
infirm by providing directly or indirectly  
financial assistance to such persons or paying  
for food, appliances and other items for such  
persons or by providing directly or indirectly  
services or facilities which are calculated to  
alleviate the suffering or assist the recovery  
of such persons.
  - (C) To provide and encourage the education and  
training of nurses and of other helpers to look  
after and assist sick persons and for this  
purpose to make grants or loans to any other  
organisation which undertakes to provide such  
education and training,

and as subsidiary or ancillary to the charitable  
objects mentioned in sub-clauses (A), (B) and (C)  
hereof and so far as may be necessary or conducive  
to or for the promotion or furtherance of the  
charitable objects aforesaid (but not so as to  
empower the Association to apply any part of its  
funds in any manner or to do any act or thing not  
competent to a body or persons established for

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charitable purposes only within the meaning of section 37 of the Income Tax Act 1918, or any statutory modification or re-enactment thereof for the time being in force) to do all or any of the things mentioned in sub-clauses (D) to (L) inclusive hereof, that is to say:-

- (D) To purchase, take on lease, exchange, hire or accept grants or devise of any real and personal property and any rights or easements necessary or convenient for the purposes of the Association, and to construct, alter and maintain any buildings required for the purposes of the Association, and to provide all furniture, fittings and other things necessary, convenient or desirable in connection with such buildings.
- (E) To accept gifts, donations and bequests or money or other property for the purposes of the Association.
- (F) To grant pensions to former nurses or other employees of the Association or the dependants of any such persons, and to establish and maintain or concur in establishing or maintaining, or to subscribe to trust funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid or their dependants.
- (G) To make and carry into effect arrangements with respect to the affiliation, union of interests, co-operation or amalgamation of the Association, either in whole or in part, with or to subscribe money to or otherwise assist any association or body having objects exclusively charitable, such objects being similar to or kindred with any of the charitable objects of the Association, or comprising or comprehending the amelioration of the condition of the poor.
- (H) To undertake and execute any charitable trusts.
- (I) To borrow any moneys required for the purposes of the Association upon such terms and upon such securities as may from time to time be prescribed and determined by the Articles of Association.
- (J) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Association.

(K) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property or otherwise in such manner as may from time to time be determined in accordance with the Articles of Association.

(L) To do all such other lawful things as shall be necessary or conducive to the attainment of the charitable objects of the Association or any of them.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association 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 Council of Management or Governing Body of the Association 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 Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control

or authority as if the Association were not incorporated.

4. The income and property of the Association 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 Association and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association

Provided that nothing herein shall prevent any payment in good faith by the Association

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association not being a member of its Council of Management or Governing Body for any services rendered to the Association;
- (b) of interest on money lent by any member of the Association or of its Council of Management or Governing Body at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100th part of the capital of that company; and
- (e) to any member of its Council of Management or Governing Body of out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time he is a member, or within one year afterwards, for the payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same,

and for the adjustment of the rights of the contributors among themselves such amount as may be required, not exceeding fifty pence.

7. If upon the winding up or dissolution of the Association 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 Association, but, if and so far as effect can be given to the next provision, shall be given or transferred to some other charitable Institution or Institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such Institution or Institutions to be determined by the members of the Association at or before the time of dissolution, and, if and so far as effect cannot be given to such provision, then to some other charitable object.

The Companies Acts 1948 to 1976

ARTICLES OF ASSOCIATION  
OF

THE LIVERPOOL QUEEN VICTORIA DISTRICT  
NURSING ASSOCIATION

Adopted by Special Resolution of the Association  
passed on 4th October 1977.

PRELIMINARY.

1. In these presents unless there be something in the subject or context inconsistent therewith:-

"The Association" means the above-named Association.

"The office" means the registered office for the time being of the Association.

"The 1948 Act" means the Companies Act 1948.

"The 1967 Act" means the Companies Act 1967.

"The 1976 Act" means the Companies Act 1976.

"The Acts" means the Companies Acts 1948 to 1976.

"Month" means calendar month.

"In writing" means written or printed or partly written and partly printed.

Words importing the singular only include the plural number and vice versa.

"The Council" means the members of the Council for the time being.

2. The following persons shall be members of the Association

(A) All persons who are members at the date of adoption of this Article.

(B) Any person wishing to be a member who has after being nominated in writing by two members been elected a member by the members in General Meeting.

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(C) Not more than two persons nominated by each of the following or their successors:-

- (i) Merseyside County Council
- (ii) Liverpool City Council
- (iii) Mersey Regional Health Authority
- (iv) Liverpool Area Health Authority (Teaching)
- (v) Liverpool Council of Social Service Inc.
- (vi) Liverpool Personal Service Society
- (vii) South Sefton Area Health Authority
- (viii) St. Helens and Knowsley Area Health Authority
- (ix) Wirral Area Health Authority
- (x) The Queen's Nursing Institute

The membership of a nominated person shall terminate upon his resignation in writing to the Secretary or when the nominating body shall nominate another in his place.

(D) For the purpose of registration the number of members is declared not to exceed 500.

3. Any member who shall desire to retire shall signify the same to the Secretary in writing who shall remove his name from the list of members and he shall be deemed to have retired.

#### GENERAL MEETINGS.

4. The first General Meeting shall be held at such time not being more than four months after the registration of the Memorandum of Association and at such place as the Council may determine.

5. Subsequent General Meetings shall be held once in every year at such time and place as may be prescribed by the Council; and not more than fifteen months shall elapse between the date of one such General Meeting and that of the next.

6. The General Meetings mentioned in the last preceding Article shall be called "Ordinary Meetings" or "Ordinary General Meetings" and all other meetings of the Association shall be called "Extraordinary Meetings"

or "Extraordinary General Meetings"

7. The Council may whenever they think fit and they shall upon a requisition made in writing by not less than ten members convene an Extraordinary General Meeting.

8. Any such requisition shall specify the object of the meeting required and shall be signed by the members making the same and shall be deposited at the office. The meeting whether convened by the Council or the requisitionists must be convened for the purposes specified in the requisition and where convened by the requisitionists for those purposes only.

9. In case the Council for fourteen days after such deposit fail to convene an Extraordinary General Meeting to be held within thirty six days after such deposit the requisitionists may themselves convene a meeting to be held within three months after such deposit.

10. Notice of meetings shall state the nature of business to be conducted and shall be twenty one days for both Ordinary General Meetings and Extraordinary General Meetings.

#### PROCEEDINGS AT GENERAL MEETINGS.

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Ordinary Meeting with the exception of the consideration and adoption of the accounts and balance sheet and the reports of the Council and Auditors and other documents required to be annexed to the balance sheet, the election of Members of the Council in place of those retiring and the appointment of and the fixing, or the determination of the method of fixing, of the remuneration of the Auditors

12. (A) Five members present in person or by proxy shall be a quorum for a General Meeting. No business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.

(B) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present in person or by proxy shall be a quorum.

(C) 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 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. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

13. The Chairman of the Council if any shall be entitled to take the chair at every General Meeting. If such officer has not been appointed or if he be not present at the meeting the members present shall choose one of the Vice-Chairmen or if none are present, one of their number, to be chairman.

14. Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in case of an equality of votes the Chairman shall, both on a show of hands and at the poll, have a casting vote. In addition to the vote to which he may be entitled as a member.

15. At any General Meeting unless a poll be demanded before or on the declaration of the result of a show of hands by the Chairman or by at least three members present in person or by proxy, or by any member or members present in person or by proxy and representing not less than one-tenth of all the members having the right to vote at the meeting, a declaration by the Chairman that a resolution has been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the book of the proceedings of the Association shall be conclusive evidence of the fact.

16. (A) Subject to the provisions of paragraph (B) of this Article, if a poll be demanded as aforesaid it shall be taken in such a manner and at such time and place as the Chairman of the meeting shall direct; but no adjournment for a poll shall exceed seven days and 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 has been demanded.

(B) No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

## VOTES OF MEMBERS

17. Every member shall have one vote.
18. On a poll votes may be given either personally or by proxy.
19. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.

## PROXIES

20. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

21. A proxy need not be a member of the Association.

22. The instrument appointing a proxy and (if required by the Council) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the office (or at such other place in the United Kingdom as may be specified in the notice convening the meeting or in any document sent therewith) not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

23. Instruments of proxy shall be in any common form or in such other form as the Council may approve and the Council may, if they think fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

24. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Association at the office (or such other place in the United Kingdom as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) one hour at least before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.

## THE COUNCIL.

25. There shall be a Council of the Association consisting of not more than twenty nor less than four members of the Association.

26. The Members of the Council shall be elected at each Ordinary General Meeting and shall hold office until the next Ordinary General Meeting. An outgoing Member of the Council shall be eligible for re-election. The Association at the meeting at which a Member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Member shall have been put to the meeting and lost.

27. The office of a Member of the Council shall be vacated if:-

- (A) a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (B) he becomes of unsound mind;
- (C) he ceases to be a member of the Association;
- (D) by notice in writing to the Association he resigns his office;
- (E) he becomes prohibited from holding office by reason of any order made under the Acts;
- (F) he is removed from office by a resolution duly passed pursuant to Section 184 of the 1948 Act.

28. No person shall be deemed to be incapable of being appointed as a Member of the Council by reason only of his having attained the age of 70 years or any other age, nor shall any person vacate office as a Member of the Council by reason only of his attaining or having attained the age of 70 years or any other age; and the provisions of sub-sections (1) to (6) inclusive of Section 185 of the 1948 Act shall be excluded from applying to the Association.

29. The Council shall have power at any time, and from time to time, to appoint any person to be a Member of the Council, either to fill a casual vacancy or as an addition to the existing Members, but so that the total number of Members of the Council shall not at any time exceed the number fixed by or in accordance with these Articles. Any Member so appointed shall hold office only until the next following Ordinary General Meeting, and shall then be eligible for re-election.

30. The continuing Members of the Council 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 Association as the necessary quorum of Members, the continuing Members or Member may act for the purpose of increasing the number of Members to that number, or of summoning a General Meeting of the Association, but for no other purpose.

31. No salaried officer of the Association shall be eligible to serve as a Member of the Council. Any such person may if so requested by the Council attend any meeting of the Council for the purpose of giving his advice or rendering assistance, but shall not be entitled to propose any resolution or to vote.

#### FUNCTIONS, POWERS AND DUTIES OF THE COUNCIL.

32. The Council shall have the management of the affairs of the Association and may exercise all such powers and do all such acts and things as may be exercised or done by the Association except such as are hereby or by the Statutes expressly directed or required to be exercised or done by the Association in General Meeting.

33. The Council shall invest the money from time to time belonging to the Association and not required to be immediately applied for the purposes of the Association either in the name of the Association or of a Trust Corporation, or if necessary in the name of three or more trustees (one of whom shall be one of the Honorary Treasurers for the time being, but of whom the others may be either Members of the Council or not) in such securities as they may think fit (including the purchase of freehold or leasehold ground rents) without regard to the limitations imposed by law on trustees as to the investment of trust funds with power from time to time to vary such investments into or for others of any nature hereby authorised, but subject always to the provisions following Clause 3(L) of the Memorandum of Association of the Association.

34. The Council shall devise the common seal of the Association and shall make such regulations as they may from time to time deem expedient for its safe custody, and the seal shall never be used except by the authority of the Council previously given and in the presence of a Member of the Council who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or one of the Secretaries or some other person appointed by the Council.

35. The Council shall in addition to the matters heretofore referred to discharge such further or other functions as the Association in General Meeting shall from time to time direct.

36. The Council may from time to time appoint such and so many committees consisting of such number of persons who may or may not be Members of the Council as they think fit for any matters which in the opinion of the Council would be better regulated and managed by means of such Committees, but the acts of every such Committee shall, if and so often as the Council may direct, be submitted for their approval to the Council who may revoke or suspend any resolution or rule passed by any such Committee.

#### PROCEEDINGS OF THE COUNCIL.

37. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business, and until otherwise determined three Members of the Council shall be a quorum. A Member of the Council may, and the Secretary at the request of any Member of the Council shall, at any time summon a meeting of the Council.

38. Questions arising at any meeting of the Council shall be decided by a majority of votes, and in case of equality of votes the Chairman shall have a second or casting vote.

39. The Members of the Council may elect a Chairman of their meetings and an Honorary Treasurer or Honorary Treasurers, and may determine the period for which such officers shall hold office.

40. The Council shall cause minutes to be made in books provided for the purpose -

- (A) of all appointments of officers made by the Council;
- (B) of the names of the Members present at each meeting of the Council and of any Committee of the Council;
- (C) of all resolutions and proceedings at all meetings of the Association and of the Council and of the Committees of the Council.

41. All acts done by any meeting of the Council or of a Committee of the Council or by any person acting as a Member of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member of the Council 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 Member of the Council.

42. A resolution in writing signed by not less than three-fourths of the Members of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted.

#### SECRETARY.

43. The Secretary of the Association shall, subject always to the provisions of Article 31 hereof, be appointed by the Council for such term, at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the 1948 Act shall apply and be observed. The Council may from time to time appoint an assistant or a deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### ACCOUNTS.

44. The Council shall cause accounting records to be kept in accordance with Section 2 of the 1976 Act.

45. The books of account shall be kept at the registered office of the Association, or, subject to subsections (5) and (6) of Section 12 of the 1976 Act, at such other place or places as the Council think fit, and shall always be open to the inspection of the Members of the Council.

46. The Council 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 Association or any of them shall be open to the inspection of members not being Members of the Council, and no member (not being a Member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

47. The Council shall from time to time in accordance with Sections 150 and 157 of the 1948 Act

and Sections 1, 6 and 7 of the 1976 Act cause to be prepared and printed and to be laid before the Association in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in these Sections.

48. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's report and the Report of the Council, 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 Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

#### AUDIT.

49. Once at least in every year the accounts of the Association shall be examined and the correctness of the statement and balance sheet ascertained by one or more Auditor or Auditors.

50. The first Auditors shall be appointed and their remuneration fixed by the Members of the Council. Subsequent Auditors shall be appointed by the members at the Ordinary General Meeting in each year. If any casual vacancy occurs in the office of Auditor the Members of the Council shall forthwith fill up the same.

51. The duties of the Auditors shall be regulated in accordance with Section 161 of the 1948 Act, Section 14 of the 1967 Act and Sections 13 and 18 of the 1976 Act.

#### NOTICES.

52. A notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode. Any notice served by post shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.

#### WINDING UP.

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