

**The Companies Acts 1985 and 1989**

**Company Limited by Guarantee and not having a Share Capital**

**New Articles of Association of**

**THE SUE RYDER FOUNDATION\***

**(Adopted by Special Resolution passed on 31 May 1995 and amended by Special Resolutions passed on 12 June 1996, 4 December 1996 and 14 May 1997)**

**Interpretation**

1. In these Articles :

"the Charity" means the company intended to be regulated by these Articles;

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

"the Articles" means these Articles of Association of the Charity;

"clear days" in relation to the period of a notice means the 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" includes any mode of execution;

"the Memorandum" means the Memorandum of Association of the Charity;

"office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

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\* The Company dispensed with the word "Limited" as part of its name pursuant to a Special Resolution passed on 14 February 1996 and certificate of incorporation on change of name dated 5 March 1996.



"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

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

Words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act but shall exclude any statutory modification thereof not in force when these regulations become binding on the Charity.

## **Members**

2. (1) The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Charity. No person shall be admitted as a member of the Charity unless (i) his application for membership is approved by the trustees (such approval to be at their absolute discretion) and (ii) he acknowledges that membership involves acceptance not only of the Objects of the Charity but also the spirit and guiding purpose set out in the Charter to which reference is made in Clause 3(xxxiii) of the Memorandum.
- (2) Unless the trustees or the Charity in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire: Provided that after such retirement the number of members is not less than two.
- (3) Any discretion exercised by the trustees under this Clause and any other clause in these Articles shall always be exercised in the best interests of the Charity.

## **General meetings**

3. The Charity shall hold an annual general meeting each year 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 fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed (and in any event within 21 days) to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

### **Notice of general meetings**

5. 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 trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed :
  - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent 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 trustees and auditors.

6. 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**

7. \*No business shall be transacted at any meeting unless a quorum is present. Two thirds of the total number of persons entitled to vote upon the business to be transacted shall constitute a quorum; but if their number is not three or a multiple of three, the number nearest to two thirds shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting 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 time and place as the trustees may determine.
9. The chairman, if any, of the Council of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) is present within fifteen minutes after the time appointed for holding the meeting and who is willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

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\* Pursuant to a Special Resolution passed on 12 June 1996 the then existing Article 7 was replaced by the Article 7 set out herein.

10. If no trustee is willing to act as chairman, or if no trustee is present within fifteen 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.
11. 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 fourteen days or more, at least seven 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.
12. 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:
  - (1) by the chairman; or
  - (2) by at least two members having the right to vote at the meeting; or
  - (3) 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,and a demand by a person as proxy for a member shall be the same as a demand by the member.
13. 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.
14. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
15. 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 results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
16. 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.
17. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent

continuance of a meeting for the transaction of any business other than the question on which the poll is 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.

18. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### **Votes of members**

19. Subject to Article 17, every member shall have one vote.
20. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
21. 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.

22. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid, notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
23. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

#### **Trustees**

24. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
25. (i) The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future trustees shall be appointed as provided subsequently in the Articles.

- (ii) No person shall be appointed as a trustee who will not acknowledge personal acceptance in writing of the Charter to which reference is made in Clause 3(xxxiv) of the Memorandum and the Objects of the Charity set out in Clause 3 of the Memorandum.

### **Powers of trustees**

26. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the trustees by the Articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
27. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the trustees shall have the following powers, namely :
- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects of the Charity and to invest (subject to the provisions in Clause 3(xxv) (a) - (c) of the Memorandum in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity;
  - (2) to enter into contracts on behalf of the Charity.

### **Appointment and retirement of trustees**

28. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.
29. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
30. If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
31. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:

- (1) he is recommended by the trustees; or
  - (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
32. No person may be appointed as a trustee :
  - (1) unless he has attained the age of 18 years and is a Member admitted under the provisions of Article 2.
  - (2). in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.
33. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.
34. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
35. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting he shall vacate office at the conclusion thereof.
36. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed
37. So far as is possible and practicable the members in appointing new trustees shall endeavour to provide that as a minimum provision a substantial minority of trustees at any one time shall be members of the registered charity No 210122 known as Community of the Sue Ryder Prayer Fellowship so long as that Fellowship continues in existence.

### **Disqualification and removal of trustees**

38. A trustee shall cease to hold office if he:
- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
  - (3) resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
  - (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

### **Trustees' expenses**

39. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration.

### **Trustees' appointments**

40. Subject to the provisions of the Act and to Clause 3(xxxvii) to (xliii) inclusive of the Memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
41. Except to the extent permitted by Clauses 3(xxxvii) to (xliii) inclusive of the Memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

### **Proceedings of trustees**

42. Subject to the provisions of the Articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee 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 a second or casting vote.



43. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater
44. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
45. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present but if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
46. \*The trustees may appoint such persons as they think fit to one or more committees and the trustees may delegate any of their powers to such committees for the purpose of making any enquiry or supervising or performing any function or duty of the trustees for the better management of the Company which in their opinion would be more conveniently undertaken or carried out by such a committee: provided that any such committee shall have at least two trustees: provided also that all acts and proceedings of such committees shall conform to any regulations imposed on them by the trustees and shall be fully and properly reported to the trustees.
47. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
48. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
49. (i) Any bank, building society or any other money deposit account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity and its registered Charity number.

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\* Pursuant to a Special Resolution passed on 4 December 1996 the then existing Article 46 was replaced by the Article 46 set out herein.

- (ii) \*All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the trustees shall from time to time by resolution provide, provided that the signing of such aforementioned instruments, not exceeding amounts to be stated in such resolution, be by a given number of, trustees, or, trustees and paid officials of the Charity, or, paid officials of the Charity alone, or, members of the House Committees of Sue Ryder Homes alone.

### **Secretary**

50. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

### **Minutes**

51. The trustees shall keep minutes in books kept for the purpose :
- (1) of all appointments of officers made by the trustees; and
  - (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

### **The Seal**

52. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

### **Accounts**

53. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

### **Annual Report**

54. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) and any other legislation with regard to the preparation of an annual report and its transmission to the Commissioners or any other body to which accounts and reports must be sent.

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\* Pursuant to a Special Resolution passed on 14 May 1997 the then existing Article 49(ii) was replaced by the Article 49(ii) set out herein.

## **Annual Return**

55. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## **Notices**

56. 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 trustees need not be in writing.
57. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
58. A member present either in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary of the purposes for which it was called.
59. Proof that an envelope containing a notice was properly addressed, prepaid and posted 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.

## **Indemnity**

60. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment 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 or breach of trust in relation to the affairs of the Charity.

## **Rules**

61. (1) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (i) the conduct of members of the Charity in relation to one another, and to the Charity's servants: Provided that there is consistency with the provisions of the Memorandum and these Articles;

- (ii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
  - (iii) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is in accordance with the provisions of these Articles;
  - (iv) generally, all such matters as are commonly the subject matter of company rules and regulations or which need to be subject to such rules and regulations for the better management of the Objects of the Charity and in particular Sue Ryder Homes and Sue Ryder Shops. Sue Ryder Homes shall have their rules and regulations set out in a document headed "Constitution for Sue Ryder Homes" and so far as is possible or practical the same Constitution shall apply to all Sue Ryder Homes.
- (2) The Charity in general meeting shall have the power to alter, add to, and repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity: Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or the Articles.