

Company Number 01430090

PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL

CHARITY NUMBER: 509014

SPECIAL RESOLUTION

of

ST. GILES HOSPICE (Company)

Passed on 6 December 2023

At an annual general meeting of the Company duly convened and held at [ADDRESS] on [DATE] at [TIME], the following resolution was duly passed as a special resolution.

1. THAT with effect from the conclusion of the meeting the articles of association of the Company be amended as follows:

Article 4 There shall be added between the words "anything" and "which" the following words

"lawful"

Article 4 The following provisions shall be added as a new subsection (6), (7) (8) (9) (10) and (11)

- (6) accept (or disclaim) any gift of money, legacy or other property;
- (7) raise funds by way of subscription, donation or otherwise;
- (8) co-operate with other bodies and to exchange information and advice with them;
- (9) provide or procure the provision of advice;
- (10) publish and distribute books, pamphlets, reports and leaflets and other form of information on the Charity
- (11) take out such insurance policies as are necessary to protect the Charity;

Article 9(2) The entirety of clause 9 (2) shall be deleted and replaced with the words "membership of the Charity is not transferable"

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Article 9 (4) (a)	The following provisions shall be added as a new (v) “(v) the membership is held by a Charity trustee, who has been removed as a Charity trustee pursuant to clause 15 (e) or has been disqualified from acting as a Charity trustee pursuant to clause 15 (f) ”
Article 9 (4) (b)	There shall be added between the words “of the Charity” and “they must” the following words “Pursuant to clause 9 (4) (a) (iv)”
Article 9 (4) (4) (d)	The following provisions shall be added as a new article 9 (4) (c) and “(c) Where a decision has been made to terminate the membership of a member pursuant to clause 9 (4) (a) (iv) and subject to the Charity’s compliance with clause 9 (4) (b), there shall be no right of appeal “ “d) Any member who ceases to be a member of the Charity pursuant to this clause 9 (4) shall remain liable to pay the Charity any/all sums owed by them.”
Article 10 (3) (d)	There shall be added after the words “for decision by the members” the following words “Pursuant to this clause 10 (3)”
Article 11 (1)	There shall be added between the words “not more than 15 months” and “The AGM must” the following words “at such place, including partly (but not wholly) by means of electronic facility or facilities, as may be determined by the Charity trustees”.
Article 11 (1)	There shall be added after the words “Other general meetings of the members of the Charity may be held at any time” the following words “at such place, including partly (but not wholly) by means of electronic facility or facilities, as may be determined by the Charity trustees”.
Article 11 (2)(b)	There shall be added before the words “The Charity trustees must” the following words: “Subject to clause 11 (2) (c)”
Article 11 (3) (c)	The following provisions shall be added as a new 11 (3) (c) (vi) and (vii) (vi) include a statement setting out the right for members to appoint proxies.

	(vii) shall include the means of attendance at and participation in the meeting, including whether the members entitled to attend and participate in the meeting shall be enabled to do so by means of electronic facility or facilities pursuant to clause 11 (10)
Article 11 (3) (d)	There shall be added after the words "posted or sent" the following words: "or if sent via email, at the time of transmission"
Article 11 (5) (b)	There shall be added in between the words "or three members" and "An organisation represented by a person" the following words: "who are in each case, entitled to vote"
Article 11 (6)	The following provisions shall be added as a new 11 (6) (g) "(g) If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting."
Article 11 (7)	There shall be added before the words "organisation or corporate" the word "an"
Article 11 (7) (b)	There shall be added before the words " exercise the same powers" the following words: "(b) Subject to clause 11 (7) (c) and (d)"
Article 11 (7)	The following provisions shall be added as a new 11 (7) (c) and (d) (c) The organisation must give written notice of the name of its representative to the Charity and, in the absence of such notice, the Charity shall not be obliged to recognise the entitlement of the organisation's representative to exercise the rights of the organisation at general meetings. Having received such notice, the Charity shall consider that the person named in it as the organisation's representative shall continue to be its representative until written notice to the contrary is received by the Charity. (d) The Charity shall be entitled to consider that any notice received by it in accordance with 11 (7) (c) is conclusive evidence that the representative is entitled to represent the organisation and that the representative's authority has not been revoked. The Charity

shall not be required to consider whether the representative has been properly authorised by the organisation.

Article 11

The following provisions shall be added as a new 11 (9)

(9) Proxies

- (a) A member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a meeting of the Charity.
- (b) Proxies may only be validly appointed by a notice in writing (a proxy notice) which:
 - (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Charity trustees may determine; and
 - (iv) is delivered to the Charity in accordance with these articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate.
- (c) A proxy notice which is not delivered in such manner shall be invalid
- (d) The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (e) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (f) Unless a proxy notice indicates otherwise, it must be treated as:
 - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.

- (g) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- (h) An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (i) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (j) If a proxy notice is not executed by the member appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Article 11

The following provisions shall be added as a new 11 (10)

The Charity may, to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic facility (including online virtual facility) or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Charity trustees) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:

- (i) participate in the business for which the meeting has been convened;
- (ii) hear all persons who speak at the meeting; and
- (iii) be heard by all other persons attending and participating in the meeting.

Article 15 (3)

There shall be added after the words "members of the Charity" the following words

"Where a Charity trustee has been removed pursuant to clause 15 (1) (e) or (f) they shall automatically cease to be a member of the Charity".

Article 19 (1)

There shall be added after the words " what notice is required" the following words

"and the means of attendance at and participation in the meeting, including whether the Charity trustees entitled to attend and participate in the meeting shall be enabled to do so by means of electronic facility or facilities pursuant to clause 19 (4)

Article 16

There shall be added after the words "eligible for reappointment", the following words:

"the maximum term for Trustees is 9 years from the AGM at which they were first appointed by the members "

Article 19 (1) (b)

There shall be added after the words "notice is required" the following words:

and the means of attendance at and participation in the meeting, including whether the Charity trustees entitled to attend and participate in the meeting shall be enabled to do so by means of electronic facility or facilities pursuant to clause 19 (4)

Article 19 (3)

There shall be added after the words "the quorum is" and before the words "Charity trustees" the following word

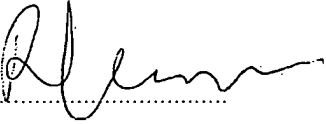
"four"

Article 19 (4)

Clause 19 (4) shall be deleted in its entirety and replaced with the following:

- (a) Any Charity trustee may validly participate in a meeting of the trustees through the medium of conference, telephone, online virtual platform or any other form of communications equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting.
- (b) A trustee so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting then is.
- (c) A resolution passed at any meeting held in the above manner, and signed by the chair of the meeting, shall be as valid and effectual

as if it had been passed at a meeting of the Charity trustees duly convened and held."

Signed.....

Chair of the meeting

Robin Vickers

Director