

Company Number 01634942

Certified as a true and complete
copy of the original.

Signed..... BATES WELLS & BRATTON

Companies Act 1985 to 1989

Dated 16.10.02

Company Limited by Guarantee

**Certificate of Passing of Special Resolution
of**

**St Michael's Hospice
(incorporating the Freda Pearce Foundation)
("the Company")**

As Chairman of the Company I hereby confirm that the following special resolutions were passed at the Annual General Meeting of the Company held on the 2nd day of October 2002:-

Resolution 1

1. Subject to obtaining the consent of the Charity Commissioners for England and Wales it was resolved that the following wording be inserted into clause 3 of the Memorandum of Association:

"(E) By providing or assisting or encouraging the provision of palliative care for any persons receiving care (whether residents or otherwise) in any such home or homes as aforesaid or for such persons in their own homes."

Resolution 2

2. It was resolved that the following wording be inserted into clause 4 of the Memorandum of Association:

"(P) delegate the management of investments to a financial expert provided that:

(Q) (i) the financial expert is:

(a) an individual who is an authorised person within the meaning of the Financial Services and Markets Act 2000; or



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- (b) *a company or firm of repute which is an authorised or exempt person within the meaning of that Act except persons exempt solely by virtue of Article 44 and/or Article 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001.*
- (ii) *the investment policy is set down in writing for the financial expert by the Directors;*
- (iii) *every transaction is reported regularly to the Directors;*
- (iv) *the performance of the investments is reviewed regularly by the Directors;*
- (v) *the Directors are entitled to cancel the delegation arrangement at any time;*
- (vi) *the investment policy and the delegation arrangements are reviewed at least once a year;*
- (vii) *all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt;*
- (viii) *the financial expert may not do anything outside the powers of the Directors;*
- (R) *arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or a financial expert acting under their instructions and to pay any reasonable fee required;"*

the subsequent sub-clauses are re-numbered accordingly.

Resolution 3

3. It is resolved that the Company adopts the revised Articles of Association initialled by the Chairman for the purposes of identification.

Signed


.....

Chairman

Dated the 2 day of *July* 2002

THE COMPANIES ACT 1948 TO 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
ST MICHAEL'S HOSPICE
(INCORPORATING THE FREDA PEARCE FOUNDATION)

Bates, Wells & Braithwaite
Cheapside House
138 Cheapside
London EC2V 6BB

Ref:PK.TJL.GP.013643.3



THE COMPANIES ACT 1948 TO 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
ST MICHAEL'S HOSPICE
(INCORPORATING THE FREDA PEARCE FOUNDATION)
(as amended by special resolution dated 2.10.02 with the consent of the
Charity Commissioners dated 01.10.02)

1. The name of the Company (hereinafter called "the Charity") is "ST MICHAEL'S HOSPICE (INCORPORATING THE FREDA PEARCE FOUNDATION)"
2. The registered office of the Charity will be situate in England.
3. The objects for which the Charity is established are:
 - (1) to promote the relief of sickness in such ways as the Charity shall from time to time think fit, and in particular (but without prejudice to the generality of such object):
 - (A) By establishing maintaining and conducting a residential home in the County of Herefordshire for the reception and care of persons of either sex (without regard to race or creed) who are suffering (at any age) from any chronic or terminal illness or from any disability or disease whether attributable to old age or otherwise or from any other physical infirmity, disability or disease, and by providing medical or other treatment and attention for such persons as aforesaid in their own homes.
 - (B) By conducting or promoting or encouraging research into the care and treatment of persons suffering from any illness, disability, disease or infirmity as aforesaid and particularly into the care and treatment of persons suffering from cancer or terminal illness and to disseminate the results thereof to the public.
 - (C) By promoting or encouraging or assisting in the teaching or training of doctors, nurses, physiotherapists and other persons engaged in any branch of medicine, surgery, nursing or allied services, and in the teaching or training of students in any branch of medicine, surgery, nursing or allied services.
 - (D) By providing or assisting or encouraging the provision of spiritual help and guidance for any persons resident (either as patients or otherwise) or working in any such home or homes as aforesaid.

- (E) By providing or assisting or encouraging the provision of palliative care for any persons receiving care (whether as residents or otherwise) in any such home or homes as aforesaid or for such persons in their own homes.
4. For the purpose of furthering the attainment of all or any of the above mentioned charitable objects (hereinafter called "the principal objects of the Charity") but not for any other purpose and so far as the objects hereinafter mentioned are conducive or ancillary to the furtherance of the principal objects of the Charity (but not further or otherwise):
- (A) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity think are necessary for the promotion of the objects, and to construct, repair, renovate, equip, decorate, maintain and alter any building or erections necessary for use as such home or homes as aforesaid or for any use in connection with the establishment or conduct of any such home or homes (including use as a church or chapel for the use of any person or persons resident or working in any such home) or otherwise for the work of the Charity.
 - (B) To establish and conduct clinics, outpatients' departments, surgeries, dispensaries and convalescent homes.
 - (C) To engage and pay such doctors, surgeons, nursing or domestic staff, lecturers, chaplains, physiotherapists, occupational therapists, radiologists, dieticians, dentists, chiropodists, pharmacists, social workers and others whom the Charity think fit for the promotion of its objects.
 - (D) To make such regulations as to the admission of persons to any home, clinic or out-patients' department established by or conducted under the direction of the Charity as aforesaid, and as to the residence of any persons in any such home as aforesaid as the Charity may think fit, and so that such regulations may provide, either generally or in any particular case or cases for such admission or residence to be either free of charge or subject to such payment as the Charity may think fit.
 - (E) To provide or arrange for such medical or other attention as the Charity may think fit for patients in any such home, clinic or out-patients' department as aforesaid or for patients in their own homes.
 - (F) To provide such medical supplies, equipment and apparatus, drugs, amenities, comforts and other things conducive to the material or spiritual welfare of any persons resident in or

attending any such home, clinic or out-patients' department as aforesaid or any persons being treated or attended in their own homes as the Charity may think fit.

- (G) To provide or arrange for a building or premises to be used by the Charity as a church or chapel available for Christian worship.
- (H) To establish and conduct schools, training colleges and other places of learning and laboratories and other research establishments.
- (I) To arrange lectures and conduct training courses and to publish pamphlets, books, journals and other publications relating to the work of the Charity.
- (J) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Charity and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Charity.
- (K) To establish pension or superannuation schemes for, and to pay pensions to any persons formerly employed by the Charity, and generally to provide as the Charity shall think fit for the welfare of any employees or former employees of the Charity.
- (L) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity as may be thought expedient with a view to the promotion of its objects.
- (M) To undertake and execute any charitable trusts which may lawfully be undertaken by the Charity and may be conducive to any of the principal objects of the Charity.
- (N) To borrow or raise money for the purposes of the Charity on such terms and on such security as may be thought fit.
- (O) To invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (P) delegate the management of investments to a financial expert provided that:

- (Q) (i) the financial expert is:
- (a) an individual who is an authorised person within the meaning of the Financial Services and Markets Act 2000; or
 - (b) a company or firm of repute which is an authorised or exempt person within the meaning of that Act except persons exempt solely by virtue of Article 44 and/or Article 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001.
- (ii) the investment policy is set down in writing for the financial expert by the Directors;
- (iii) every transaction is reported regularly to the Directors;
- (iv) the performance of the investments is reviewed regularly by the Directors;
- (v) the Directors are entitled to cancel the delegation arrangement at any time;
- (vi) the investment policy and the delegation arrangements are reviewed at least once a year;
- (vii) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt;
- (viii) the financial expert may not do anything outside the powers of the Directors;
- (R) arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or a financial expert acting under their instructions and to pay any reasonable fee required;
- (S) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the principal objects of the Charity.
- (T) To provide indemnity insurance to cover liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of

trust or breach of duty of which they may be guilty in relation to the Charity: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or duty or not or which was committed by the Directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as Directors of the Charity.

- (U) To carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of the Charity or the trade is temporary and ancillary to the carrying out of the objects aforesaid and to incorporate any wholly owned company to carry on any such trade.
- (V) To do all such other things as are incidental or conducive to the attainment of the principal objects of the Charity or any of them.

5. The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in the 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 Charity and save as herein otherwise provided no member of its Board of Directors shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing herein shall prevent any payment in good faith by the Charity:

- (a) Of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a member of its Board of Directors) for any services rendered to the Charity;
- (b) Of interest on money lent by any member of the Charity or of its Board of Directors at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by Barclays Bank Plc, or 3% which ever is the greater.
- (c) Of reasonable and proper rent for premises demised or let by any member of the Charity or of its Board of Directors;
- (d) Of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Directors may be a member holding not more than 1/100 part of the capital of that company;

- (e) To any member of its Board of Directors of out of pocket expenses;
 - (f) Of any premium in respect of any indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as Directors of the Charity.
6. The liability of the Members is limited.
7. Every member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Charity contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £2.00.
8. If upon the winding up or dissolution of the Charity 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 Charity, but shall be given or transferred to some other charitable institution or institutions having exclusively charitable objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some other charitable object.

THE COMPANIES ACT 1948 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF ST MICHAEL'S HOSPICE (INCORPORATING THE FREDA PEARCE FOUNDATION)

(as amended by special resolution dated 2.10.82)

Interpretation

1. In these Articles and the Memorandum of Association:

"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
"the Articles"	means the Articles of the Charity.
"clear days"	in relation to the period of notice is given or deemed to be given and the day for which it is given or on which it is to take effect and excluding Saturdays, Sundays and Bank Holidays
"the Charity"	means St Michael's Hospice.
"executed"	includes any mode of execution.
"Office"	means the registered office of the Charity.
"Members and Members"	means respectively a Member and the Members of the Charity for the time being (or as applicable their authorised representatives).
"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.

“the United Kingdom” means Great Britain and Northern Ireland.

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

Words suggesting the singular shall include the plural and vice versa. Words suggesting one gender shall include the other genders and “person” shall include corporations.

2. The subscribers to the Memorandum of Association of the Charity and such other persons as are admitted to the Membership in accordance with the Articles shall be Members of the Charity. Subject to Article 4 every person who wishes to become a Member shall deliver to the Charity an application for Membership in such form as the Board of Directors require executed by him.
3. The Board of Directors may in their absolute discretion decline to accept any person as a Member and need not give reasons for so doing. The Board of Directors may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as Members.
4. If a person becomes a Member as a representative of an unincorporated association or body, the name of the Member, the name of the unincorporated association or body and the fact that the Member is its representative shall be entered in the register of Members. Subject to the Board of Directors’ right to decline to accept any person as a Member, the unincorporated association or body shall be able to replace the Member who is its representative with another person by notice in writing to the Charity without it being necessary for the outgoing Member to give notice or the incoming Member to complete an application form.

Honorary Officers

5. The Board of Directors may from time to time appoint and remove such Patrons and Vice Patrons and such Presidents and Vice Presidents and other honorary officers as the Board of Directors may think fit of the Charity or of any charitable institution, purpose or appeal from time to time conducted or undertaken by the Charity, and any person may be so

appointed whether or not he is also a member of the Charity. No remuneration (except by way of repayment of out of pocket expenses, if any) shall be paid to any person so appointed in respect of any honorary office. Save as aforesaid every such appointment shall be for such period and on such terms as the Board of Directors shall think fit.

6. Subject to Article 4, membership shall not be transferable and shall cease on death. A Member shall cease to be a Member:
 - 6.1 On the expiry of at least seven clear days' notice given by him to the Charity of his intention to withdraw;
 - 6.2 If he becomes bankrupt or make any arrangement or composition with his creditors generally or it goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or a petition is presented or an order made or a resolution passed for its winding up; or
 - 6.3 If, at a meeting of the Board of Directors at which not less than half of the Directors are present, a resolution is passed resolving that the Member be expelled. Such a resolution shall not be passed unless the Member has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board of Directors. If such a resolution as is referred to in this paragraph is passed, then the Member shall forthwith cease to be a Member but without prejudice to the liability of the Member to pay to the Charity any subscription or other sum owed by him.

General Meetings

7. 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 notice 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. The annual general meeting shall be held at such times and places the Directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The Directors may call general meetings and, on the requisition of Members pursuant to the provision of the Act, shall forthwith proceed 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 Directors to call a general meeting, any Directors or any Member of the Charity may call a general meeting.

Notice of general meetings

9. 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 Director 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:
- 9.1 In the case of an annual general meeting, by all Members entitled to attend and vote thereat; and
- 9.2 In the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five percent of the total voting rights at the meeting of all the Members.
- 9.3 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.
- 9.4 The notice shall be given to all the Members and any patron and to the Directors and auditors.

Proceedings at general meetings

10. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members personally present shall be a quorum.
11. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on 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 at such other place as the Board may determine.
12. The chairman (if any) of the Board shall preside as chairman at every general meeting but if there be no such chairman present within fifteen minutes after the time appointed for holding the same, or the chairman shall be unwilling to preside, the Members present shall choose some member of the Board to act as chairman.
13. 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 other business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice

of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

14. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands demanded by the chairman or by at least three Members present in person or by proxy, or by a Member or Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all Members having the right to vote at the meeting that a resolution has been carried, unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
15. Subject to the provisions of Article 16, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
16. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
18. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
19. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

Votes of Members

20. Subject to hereinafter provided, every Member shall have one vote.

21. No Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due payable to the Charity in respect of his membership, shall be entitled to vote on any question either personally or by proxy or as a proxy for another Member, at any general meeting.
22. Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative. No person not being an individual Member of the Charity entitled to vote under Article 21 shall be appointed a proxy.
23. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
24. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office 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 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 of its execution.
25. 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 proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
26. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

“ST. MICHAEL’S HOSPICE

(INCORPORATING THE FREDA PEARCE FOUNDATION)”

“I

of

a member of the above named Charity hereby appoint

of

and failing him of

to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Charity to be held on the day of , and at every adjournment thereof.

As witness my hand this day of .”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

27. A member of the Board shall not vote in respect of any contract in which he is interested or on a matter arising thereout, and if he does so his vote shall not be counted.

Number of Directors

- 28.1 The Board of Directors shall comprise not fewer than four individuals made up as follows:
- 28.2 Up to two Directors nominated in accordance with Article 33 (“the Nominated Directors”);
- 28.3 A representative of any local community group selected by the Directors, such representative to be nominated by such group (“the Representative Director”); and
- 28.4 Such other Directors as are elected in accordance with Articles 34 to 40 (“the Elected Directors”).
- 28.5 For the avoidance of doubt, the Nominated Directors and the Representative Director shall act at all times in the interests of the Charity and shall not be representatives acting in the interests of their nominators.

Powers of Directors

29. 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 Directors who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors 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 Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

Delegation of Directors' powers

30. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
- 31.1 The Directors may delegate any of their powers or the implementation of any of their resolutions to any committee.
- 31.2 The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number).
- 31.3 The composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify.
- 31.4 The deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported to the Directors at the following meeting of the Board of Directors and for that purpose every committee shall appoint a secretary.
- 31.5 All delegations under this Article shall be revocable at any time.
- 31.6 The Directors may make such regulations and impose such terms and conditions and give such mandates to any committees as it may from time to time think fit.
- 31.7 The Directors may appoint a committee comprising such members of local groups which support the Charity and other individuals (including Directors) as the Directors think fit ("the Nominations Committee"). If appointed, the Nominations Committee shall have power to make nominations under Article 33 and such other powers as the Directors may delegate to it from time to time.
- 31.8 For the avoidance of doubt the Directors may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director provided always that no committee shall incur expenditure on behalf of the company except in accordance with a budget which has been approved by the Directors.

32. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board of Directors so far as the same are applicable and are not superseded by any regulations made by the Board of Directors.

Appointment and retirement of Directors

- 33.1 The Nominations Committee if established pursuant to Article 31.7 shall be entitled to nominate two individuals to be Nominated Directors and the Directors may reject such nominations without being requested to give any reason therefore. The Directors shall notify the Nominations Committee of any such rejection.
- 33.2 Notice of any Nominated Directors and Representative Directors shall be given in accordance with Article 40. At the annual general meeting the members may reject the appointment of individuals nominated pursuant to Article 31.7 by the Nomination Committee if any. Representative Directors and also (unless so rejected) Nominated Directors shall take office at the end of the annual general meeting in respect of which such notice has been given and shall serve until the third annual general meeting following their taking office. Thereafter they shall only be eligible for reappointment as an Elected Director.
34. At every annual general meeting one-third of the Elected Directors 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 Elected Director he shall retire.
35. Subject to the provisions of the Act, the Elected Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who become or were last reappointed Directors on the same day as those to retire shall (unless they otherwise agree among themselves) be determined by lot.
36. If the Charity, at the meeting at which an Elected Director retires by rotation, does not fill the vacancy the retiring Elected Director shall, if willing to act, (and subject to Article 37), 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 Director is put to the meeting and lost.
37. No Elected Director may serve more than three terms of office in succession unless at least two thirds of the Board of Directors vote in a secret ballot (conducted as the Board of Directors thinks fit) for a resolution that such Director be entitled to serve for a further term. Any Director serving his fourth or more successive term shall retire as the

following annual general meeting and be subject again to the provisions of this Article 37. No more than 25% of the Directors in office at any time may have served more than three terms.

38. No person other than a Director retiring by rotation or in accordance with Article 37 shall be appointed or reappointed a Director at any general meeting unless he is recommended by the Directors.
39. No person may be appointed as a Director:
 - 39.1 Unless he has attained the age of 18 years; or
 - 39.2 In circumstances such that had he already been a Director he would have been disqualified from acting under the provisions of Article 45.
40. 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 who are entitled to receive notice of the meeting or any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Director 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 Director. 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 Directors.
41. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.
42. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Directors 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.
43. Subject as aforesaid, a Director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

Disqualification and removal of Directors

- 45. The office of a Director shall be vacated if:
 - 45.1 He ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director, or
 - 45.2 He becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 45.3 He is, or may be, suffering from mental disorder and either:
 - 45.3.1 He is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - 45.3.2 An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - 45.4 He resigns his office by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect).

Directors' expenses

- 46. The Directors may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of debentures of the Charity or otherwise in connection with the discharge of their duties.

Proceedings of Directors

- 47. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. Two Directors may, and the Secretary at the request of two Directors shall, call a meeting of the Directors. Notice of every meeting of the Board of Directors stating the general particulars of all business to be considered at such meeting shall be sent by post to each Director at least seven clear days before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. It shall not be necessary to give notice of a meeting to a Director 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.

48. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be more than one half of the Directors for the time being.
49. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number but if and so long as the number of Directors is less than the number fixed as a quorum the Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Charity but for no other purpose.
50. The Directors may appoint one of their number to be the chairman of the Board of Directors and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
51. All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director 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 Director and had been entitled to vote.
52. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
53. The Directors shall have power to resolve pursuant to the provisions of the Memorandum of Association to effect Trustees' Indemnity Insurance notwithstanding their interest in such policy.

Secretary

54. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Regulations

55. The Board of Directors shall have power from time to time to make repeal or alter regulations as to the management of the Charity and the affairs thereof as to the duties of any officers or servants of the Charity and as to the conduct of business by the Board of Directors or any committee and as to any of the matters or things within the powers or under the control of the Board of Directors provided that the same shall not be inconsistent with the Memorandum of Association or these Articles.

Minutes

56. The Directors shall cause minutes to be made in books kept for the purpose:

56.1 Of all appointments of officers; and

56.2 Of all proceedings at meetings of the Charity and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed by the chairman of the meeting at which the proceedings were held, or by the chairman of the next succeeding meeting, shall, as against any Member or Directors of the Charity, be sufficient evidence of the proceedings.

Accounts

57. The Directors shall comply with the provisions of the Act and the Charities Act 1993 (or any statutory modification or re-enactment thereof for the time being in force) with regard to the preparation of accounts and making them available for inspection.

Notices

58. 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 Directors need not be in writing.

59. 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.

60. A Member present at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
61. 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, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

62. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director 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 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, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Winding-up

63. The provisions of the Memorandum of Association relating to the winding-up or dissolution of the company shall have effect and be observed as if the same were repeated in these Articles.