

Company No 2252337

THE COMPANIES ACT 1985

WEDNESDAY



A55 *AQS38QD6* 13/06/2007 612
COMPANIES HOUSE

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

RONALD McDONALD HOUSE CHARITIES (UK)

PRELIMINARY

- 1 In these Articles, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof

WORDS

The Company

The Act

These Articles

The Board of Trustees

Office

The United Kingdom

MEANINGS

This Company

The Companies Act 1985 (or any statutory modification thereof) and every other Act for the time being in force concerning companies and affecting the Company

These Articles of Association, as framed, or as from time to time altered by Special Resolution

The board of directors for the time being of the Company

The registered office of the Company

Great Britain and Northern Ireland

Month	Calendar month
Year	Calendar year
Secretary	Any person appointed to perform duties of the secretary
Trustee	A director of the Company
Address	A postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Company
The Commission	The Charity Commissioners for England and Wales

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles

MEMBERSHIP

- 2 The maximum number of members of the Company shall be twelve but the Board of Trustees may from time to time register an increase of members
- 3 Such persons as the Board of Trustees shall admit to membership shall be members of the Company
- 4 The Board of Trustees shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for its decision but nothing herein contained shall entitle the Board of Trustees to discriminate in any way between applicants by reason of race, colour or creed
- 5 Membership shall not be transferable A member shall cease to be a member
 - 5 1 on death, or
 - 5 2 if he shall tender his resignation in writing unless, after such resignation, there would be less than two members, or
 - 5 3 if he shall cease to be a Trustee for any reason
- 6 The Company must maintain a register of members

GENERAL MEETINGS

- 7 An Annual General Meeting shall be held once in every Year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Board of Trustees. All other General Meetings shall be called Extraordinary General Meetings.
- 8 The Board of Trustees may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

- 9 An Annual General Meeting and an Extraordinary General Meeting at which it is proposed to pass a Special Resolution shall be called by twenty-one days' notice in writing at the least and any other General Meeting by fourteen days' notice in writing at the least, exclusive in either case of the day on which the notice is served or deemed to be served and of the day for which it is given PROVIDED that a General Meeting shall, notwithstanding that it is called by shorter notice than as aforesaid, be deemed to have been duly called if it is so agreed.
- 9 1 in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat, and
- 9 2 in the case of an Extraordinary General Meeting, by a majority in number of the members having a right to attend and vote at the meeting who together hold not less than 95 per cent of the total voting rights.
- The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting. Notices must be given to all the members and the Company's auditors.

CONTENTS OF NOTICES

- 10 Every notice calling a General Meeting shall specify the place and the day and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If other than routine business is to be transacted, the notice shall specify the general nature of such business, and if any resolution is to be proposed as an

Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect

ROUTINE BUSINESS

- 11 Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes
- 11 1 reading, considering and adopting the balance sheet and income and expenditure account and reports of the Board of Trustees and the Auditors, and other related documents,
- 11 2 appointing Auditors and fixing their remuneration or determining the manner in which such remuneration is to be fixed

PROCEEDINGS AT GENERAL MEETINGS

- 12 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business Four members or one tenth of the membership whichever is the greater present in person shall be a quorum for all purposes
- 13 If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting 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 Board of Trustees may determine, and if at the adjourned meeting a quorum is not present with fifteen minutes from the time appointed for the meeting the member or members present in person or by proxy shall be a quorum
- 14 The Chairman, if any, of the Board of Trustees shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Trustees present shall elect one of their number to be Chairman of the meeting
- 15 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 It shall not be

necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting

16 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 on the declaration of the result of the show of hands) demanded by

16 1 the Chairman of the meeting, or

16 2 not less than two members present in person or by proxy

A demand for a poll may be withdrawn Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman of the meeting 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 minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution

17 If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at an adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude to vitiate the resolution

18 If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll

19 If a poll is demanded on any question it shall be taken either immediately or at such time and place as the Chairman of the meeting directs and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll No notice need be given of a poll not taken immediately

20 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote

- 21 A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held. The Resolution may comprise several copies each signed by one or more members.

VOTE OF MEMBERS

- 22 Subject to Article 20, every member shall have one vote.
- 23 On a poll votes may be given either personally or by proxy.
- 24 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
- 25 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time 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 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 26 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"I/We _____ of _____

being a

member/members of the above named Company, hereby appoint

_____ of _____

or failing him _____

_____ of _____

as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the company to be

have been carried by a majority of the members voting on such ballot shall have effect in all respects as if it were an Ordinary Resolution duly passed at a meeting of the members duly convened and held

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETING

- 31 Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. The corporation must give written notice to the Company of the name of its representative and the representative may continue to represent the corporation until written notice to the contrary is received by the Company.

THE BOARD OF TRUSTEES

- 32 The Board of Trustees shall not be less than four nor more than twelve in number but the Board of Trustees may from time to time register an increase in number.

APPOINTMENT AND RETIREMENT OF TRUSTEES

- 33 A Trustee shall vacate office in any of the following events, namely
- 33 1 if he resigns in writing, but only if at least two Trustees will remain in office when the notice of resignation is to take effect,
- 33 2 if he has a receiving order made against him or compounds with his creditors generally,
- 33 3 if he becomes incapable by reason of mental disorder, illness or injury of managing his own affairs,
- 33 4 if he ceases to be a member of the Company,
- 33 5 if he ceases to be a director by virtue of any provision in the Act or is prohibited by law from being a director,
- 33 6 if he 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),

33 7 if the Board of Trustees by resolution determine that he be removed from office A member shall not have a vote on a resolution for his removal from office

Any member who ceases to be a Trustee shall also cease to be a member of the Company

34 Subject to Article 32, the Board of Trustees may by resolution appoint any person to be a Trustee either to fill a casual vacancy or as an additional Trustee provided that every Trustee shall also be a member of the Company

35 The Trustees, at the discretion of the Chairman, may be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Trustees or any sub-committee of Trustees or general meetings of the Company or in connection with the business of the Company

36 A Trustee may not appoint an alternate director or anyone to act on his behalf at meetings of the Trustees

PROCEEDINGS OF THE BOARD OF TRUSTEES

37 The Board of Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit Questions arising at any meeting shall be determined by a majority of votes Any Trustee may, and the Secretary on the requisition of a Trustee shall, at any time summon a meeting of the Board of Trustees

38 The quorum necessary for the transaction of business of the Board of Trustees shall be four or such greater figure as the Board of Trustees shall decide A meeting of the Board of Trustees at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board of Trustees

39 The continuing Trustees may act notwithstanding any vacancies, but, if and so long as the number of Trustees is reduced below the minimum number fixed by or in accordance with these Articles, the continuing members or Trustee may act for the purpose of filling up such vacancies or of summoning a General Meeting of the Company, but for no other purpose

- 40 The Trustees may elect a Chairman of the Board of Trustees and determine the period for which he is to hold office. If at any meeting the Chairman shall not be present within five minutes after the time appointed for holding the same, the Trustees present may choose one of their number to be Chairman of the meeting. In the case of an equality of votes, the Chairman shall be entitled to a second or casting vote.
- 41 A resolution in writing signed by all the Trustees shall be as effective as a resolution passed at a meeting of the Board of Trustees duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Trustees.
- 42 A meeting of the Trustees may be held either in person or by telephone or other suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 43 The Board of Trustees may delegate any of their powers to sub-committees consisting of such member or members of their body as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Trustees. Any such regulations may provide for or authorise the co-option to the sub-committee of persons who are not Trustees or members of the Company. All material actions and decisions taken by such sub-committees shall be reported back to the Board of Trustees as soon as reasonably practicable. The Trustees may revoke or alter a delegation.
- 44 The meetings and proceedings of any sub-committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board of Trustees so far as the same are applicable and are not superseded by any regulations made by the Board of Trustees. Co-opted members shall have no voting rights on any sub-committee.
- 45 Whenever a conflict exists between a Trustee's duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest) the Trustee concerned must declare the nature of that interest to the other Trustees and must not vote on any decision relating to that matter. A Trustee shall not be counted in

the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote

46 Subject to Article 47, all acts done by a meeting of Trustees, or a sub-committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee

46 1 who is disqualified from holding office,

46 2 who had previously retired or who had been obliged by the Memorandum and Articles of the Company to vacate office,

46 3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if without

(a) the vote of that Trustee, and

(b) that Trustee being counted in the quorum,

the decision has been made by a majority of the Trustees at a quorate meeting

47 Article 46 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a sub-committee of Trustees if, but for Article 46, the resolution would have been void, or if the Trustee has not complied with Article 45

BORROWING POWERS

48 The Board of Trustees may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company

POWERS OF THE BOARD OF TRUSTEES

49 The affairs of the Company shall be managed by the Board of Trustees who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any other provisions of these Articles and to the provisions of the Act, and to such regulations as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the

Board of Trustees which would have been valid if that regulation had not been made

- 50 The Board of Trustees shall have power from time to time to adopt and make, alter or revoke, byelaws for the regulation of the Company and otherwise for the furtherance of the purposes for which the Company is established, provided that such byelaws do not conflict with the Memorandum or Articles of Association All such byelaws for the time being in force shall be binding upon all members and no member shall be absolved from such byelaws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them It is expressly declared that without prejudice to the powers of the Board of Trustees to make byelaws on other matters the following shall be deemed to be matters which may be governed by byelaws within the meaning of this Article
- 50 1 as to the persons eligible for membership of the Company,
- 50 2 as to the conditions on which persons shall be admitted to membership of the Company,
- 50 3 as to the manner in which membership of the Company may be terminated or shall determine,
- 50 4 as to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on, members of the Company,
- 50 5 as to sub-committees of Trustees in connection with various branches of the Company's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such sub-committees,
- 50 6 as to the manner in which the Company's funds are to be distributed, PROVIDED that no byelaw as to the manner in which membership may be terminated shall have any validity or effect unless it provides that any member whose membership is proposed to be terminated shall be given a proper opportunity of attending and being heard at any meeting to which such proposal is to be submitted
- 51 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as

the case may be, in such manner as the Board of Trustees shall from time to time by resolution determine

CHIEF EXECUTIVE

52 The Board of Trustees may from time to time appoint a person to the office of Chief Executive or to any other salaried employment or office in the Company for such period and on such terms as they think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The Chief Executive may not be a Trustee

53 The Board of Trustees may entrust to and confer upon the Chief Executive any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers provided that all activities of any such Executive should be reported back to the Board of Trustees as soon as possible

SECRETARY

54 Subject to the provisions of the Act the Secretary shall be appointed by the Board of Trustees 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

MINUTES

55 The Trustees must keep minutes of all
55 1 appointments of officers made by the Trustees,
55 2 proceedings at meetings of the members,
55 3 meetings of the Trustees and sub-committees of the Trustees including the names of the Trustees present at the meeting, the decisions made at the meeting and where appropriate the reasons for the decisions

ACCOUNTS, REPORTS AND RETURNS

56 The Trustees must prepare for each financial year accounts as required by Section 226 (or, if applicable, Section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its

successors and adhere to the recommendations of applicable Statements of Recommended Practice

57 The Board of Trustees shall cause to be kept at the Office, or at such other place within Great Britain as the Board of Trustees think fit, proper books of account which conform in all respects with the provisions of the Act and which shall contain in particular (and without prejudice to the generality of the foregoing)

57 1 all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditures take place,

57 2 all sales and purchases of assets by the Company,

57 3 the assets and liabilities of the Company

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions. The books of accounts shall always be open to the inspection of Trustees

58 The Trustees must comply with the requirements of the Charities Act 1993 with regard to

58 1 the transmission of the statements of account to the Commission,

58 2 the preparation of an annual report and its transmission to the Commission,

58 3 the preparation of an annual return and its transmission to the Commission

59 The Trustees must notify the Commission promptly of any change to the Company's entry on the Central Register of Charities

AUDIT

60 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

NOTICES

61 Any notice to be given to or by any person pursuant to these Articles

61 1 must be in writing, or

61 2 must be given using electronic communication

62 The Company may give any notice to a member either

62 1 personally, or

- 62 2 by sending it by post in a pre-paid envelope addressed to the member at
his or her Address, or
- 62 3 by leaving it at the Address of the member, or
- 62 4 by using electronic communications to the member's Address
- 63 A member who does not register an Address with the Company or who
registers only a postal Address that is not within the United Kingdom shall
not be entitled to receive any notice from the Company
- 64 A member present in person at any meeting of the Company shall be
deemed to have received notice of the meeting and of the purposes for
which it was called
- 65 Proof that an envelope containing a notice was properly addressed, pre-
paid and posted shall be conclusive evidence that the notice was given
- 66 Proof that a notice contained in an electronic communication was sent in
accordance with guidance issued by the Institute of Chartered
Secretaries and Administrators shall be conclusive evidence that the
notice was given
- 67 A notice shall be deemed to be given
- 67 1 48 hours after the envelope containing it was posted, or
- 67 2 in the case of an electronic communication, 48 hours after it was sent

INDEMNITY

- 68 Subject to the provisions of the Act and of the Memorandum of
Association every Trustee, Auditor, Secretary or other officer of the
Company shall be entitled to be indemnified by the Company against all
costs, charges, losses, expenses and liabilities incurred by him in the
execution and discharge of his duties or in relation thereto

WINDING-UP

- 69 Upon the winding-up of the Company the provisions of Clauses 3(D) and
5 of the Memorandum of Association shall have effect and be observed
as if the same were repeated herein