

**Company Number: 2751549**

**THE COMPANIES ACTS 1985 – 1989 and 2006**

**MEMORANDUM OF SPECIAL RESOLUTION**

**OF**

**HOSPICE UK  
(formerly Help the Hospices\* )**

**(the "Company")**

WEDNESDAY



A15

\*AC7KXGKB\*

12/07/2023

#20

COMPANIES HOUSE

**\*change of name approved by special resolution dated 22 October 2013 and details of change filed at Companies House with form NM01 on 31 October 2013**

I confirm that the following special resolutions were duly passed at an Extraordinary General Meeting of the Company held online in accordance with Articles 38A and Article 39 of the existing Articles and Memorandum of the Company on Tuesday 4 July 2023 :

For all purposes below "Article" or "Articles" refer to the Company's Articles of Association.

1. Article 1 shall be amended as follows: 1.8 and 1.9 shall be deleted and a new 1.9 shall be inserted -

"1.9 Forum of Hospice Chairs "the Forum of Hospice Chairs which is a committee established by the Trustees in accordance with these Articles"

with consequential renumbering of the sub paragraphs of Article 1, and the final sub paragraph (which will be renumbered so that it is 1.18) will read:

"1.18 "Trustee and Trustees" the director and directors as defined in the Act"

2. Articles 12 to 25 shall be replaced as follows and the existing Article 26 shall become Article 20 followed by consequential renumbering (and where applicable, cross-referencing) throughout :

**Advisory Council**

12. The Trustees shall establish an Advisory Council and make such regulations with regard to the composition and operation of such council as they see fit (but the members of the Advisory Council may choose from among themselves a Chair). Members of such council shall not, by virtue only of such membership (and subject to Article 13), be either members or Trustees of the Charity for the purpose of these Articles or the Act and may only make recommendations to the Trustees.

13. The members of the Advisory Council may nominate one of their number to apply to become a Trustee. That application shall be subject to such prevailing requirements and procedures as to the appointment of Trustees as the Trustees think fit but providing the applicant satisfies these requirements in accordance with these procedures the Trustees shall ensure that there is among their number one Trustee who has been so nominated and is a current member of the Advisory Council. Should a Trustee who has been so nominated cease to be a member of the Advisory Council then their appointment as a Trustee also ceases.

### **Forum of Hospice Chairs**

14. The members of the Forum may nominate one of their number to apply to become a Trustee. That application shall be subject to such prevailing requirements and procedures as to the appointment of Trustees as the Trustees think fit but providing the applicant satisfies these requirements in accordance with these procedures the Trustees shall ensure that there is among their number one Trustee who has been so nominated and is a current member of the Forum. Should a Trustee who has been so nominated cease to be a member of the Forum then their appointment as a Trustee also ceases.

### **Number of Trustees**

15. There shall be at least seven Trustees (including any Trustees who have been appointed in accordance with Articles 13 and 14) and the maximum number of Trustees shall be twenty-one. At any time, at least half plus one of the Trustees shall be an employee, trustee or honorary post holder of a member (see also Article 16) which description shall be deemed for these purposes to include those nominated under Articles 13 and 14.

16. For the purposes of Article 15:

16.1 if a Trustee who at the time of appointment was an employee, trustee or honorary post holder of a member, ceases that employment or trusteeship or ceases to hold any other honorary post with that member, or

16.2 the member with which the Trustee was at the time of appointment connected as employee, trustee or honorary post holder, ceases to be a member that Trustee may continue as a Trustee until the end of their current term of office and will still be deemed to be an employee, trustee or honorary post holder of a member. Subject always to the maximum consecutive period in office for an individual Trustee (irrespective of their designation in relation to a member) being as set out in Article 18, the Trustees may then appoint a Trustee to which this Article 16 applies for a further term but they will no longer be deemed (unless it is in fact the case at the start of a further term) to be an employee, trustee or honorary post holder of a member.

### **Appointment of trustees**

17. The Trustees shall make the appointments of Trustees in accordance with the competencies and criteria which they shall in their discretion deem appropriate from time to time

No person may be appointed as Trustee:

17.1 unless they have attained the age of 18 years, ; or

17.2 in circumstances such that, had they already been a Trustee, they would have been disqualified from acting under the provisions of the Articles.

### **Term of office of Trustees**

18. A Trustee shall take office as from the day set out in a resolution of the board of Trustees making the appointment for a three-year term, which may be renewed for two further three-year terms, to a maximum of 9 consecutive years. In exceptional circumstances, as determined by the Trustees in their sole discretion (and which may but without limitation include the number of Trustees otherwise falling below the minimum number required by Article 15) and for as long as such circumstances prevail the Trustees may resolve that this maximum shall not apply.

### **Cessation of Office and Disqualification of Trustees**

19. The office of a Trustee shall be vacated if:

19.1 they cease to be a Trustee by virtue of any provision of the Act or they become prohibited or disqualified by law from being or acting as a Trustee;

19.2 they become bankrupt or make any arrangement or composition with their creditors generally;

19.3 the Trustees reasonably believe they are suffering from mental disorder and incapable of acting and the Trustees resolve that they be removed from office;

19.4 they resign by notice to the Charity (but only if at least seven Trustees will remain in office when the notice of resignation is to take effect);

19.5 they fail to attend three consecutive meetings of the Trustees and the Trustees resolve that they be removed for this reason;

19.6 At a meeting of the Trustees at which at least half the Trustees are present, a resolution is passed that they be removed from office and such resolution may (but without limitation) be by reason of a failure of appropriate standards of behaviour as a Trustee (bearing in mind any code of conduct or similar which may have been adopted by the Trustees) or of positive commitment to the role of Trustee, or otherwise to the best interests of the Charity. Such a resolution shall not be passed unless they have been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances for removal from office, and has been afforded a reasonable opportunity of either (at their option) being heard by or making written representations to the Trustees

3. Throughout these Articles the expression "he/she" "his/hers" and "him/her" shall be replaced by (as the sense requires) "they" "their" and "them"

Signed by



Paul Jennings

Director of the company and chair of the extraordinary general meeting held on 4 July 2023

Date of signature: .....

7th July 2023