

## THE COMPANIES ACTS 1985 and 1989

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### COMPANIES ACTS 1985 & 1989

#### COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

#### ARTICLES OF ASSOCIATION OF CRANLEIGH VILLAGE HOSPITAL TRUST

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#### 1 MEMBERSHIP

- 1 1 The number of members with which the Charity proposes to be registered is unlimited
- 1 2 The Charity must maintain a register of members
- 1 3 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who
  - 1 3 1 applies to the Charity in the form required by the Trustees
  - 1 3 2 is approved by the Trustees
- and
- 1 3 3 signs the Register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative
- 1 4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amount of any subscription
- 1 5 Membership is terminated if the member concerned
  - 1 5 1 gives written notice of resignation to the Charity
  - 1 5 2 dies or (in the case of an organisation) ceases to exist

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1 5 3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due)

or

1 5 4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representation which the member concerned puts forward within 14 clear days after receiving notice)

1 6 Membership of the Charity is not transferable

## 2 GENERAL MEETINGS

2 1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least 21 clear days written notice specifying the business to be discussed.

2 2 There is a quorum at a general meeting if the numbers of members or authorised representatives personally present and entitled to vote is not less than 10.

2 3 The Chairman, if any, 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) be present within fifteen minutes after the time appointed for holding the meeting and 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 of the meeting.

2 4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.

2 5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person or through an authorised representative has one vote on each issue.

2 6 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 of the meeting, 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
- 2 7 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
- 2 8 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
- 2 9 The Charity must hold an AGM in every year which all members are entitled to attend save that the first AGM may be held within 18 months after the Charity's incorporation The AGM 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
- 2 10 At an AGM the members
- 2 10 1 receive the audited or examined accounts of the Charity for the previous financial year
- 2 10 2 receive the Trustees' report on the Charity's activities since the previous AGM
- 2 10 3 accept the retirement of those Trustees who wish to retire or who are retired by rotation
- 2 10 4 elect or re-elect persons to be Trustees to fill the vacancies arising
- 2 10 5 appoint or re-appoint auditors for the Charity
- 2 10 6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity
- and
- 2 10 7 discuss and determine any issues of policy or deal with any other business put before them
- 2 11 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least 20% of the members

### 3 TRUSTEES

- 3 1 The Trustees as charity trustees have control of the Charity and its property and funds
- 3 2 The Trustees when complete must consist of at least three individuals all of whom must be members but unless otherwise determined by ordinary resolution there shall be no maximum
- 3 3 The subscribers to the Memorandum are the first Trustees of the Charity
- 3 4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees
- 3 5 One third (or the number nearest one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots such Trustee may stand for re-election providing he is not ineligible under the provisions of article 3 6
- 3 6 A trustee's term of office automatically terminates if he or she
  - 3 6 1 is disqualified under the Charities Act 1993 from acting as a charity trustee
  - 3 6 2 is incapable, whether mentally or physically, of managing his or her own affairs
  - 3.6 3 is absent from four consecutive meetings of the Trustees without the prior approval of the Board
  - 3 6 4 ceases to be a member (but such person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM)
  - 3 6 5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
  - 3 6 6 is removed by resolution passed by at least 50% of the members present and voting at a general meeting after the meeting has invited the views of the Trustees concerned and considered the matter in the light of any such views
  - 3 6 7 attains the age of 75
- 3 7 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM

- 3 8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate a decisions taken at a meeting

#### **4 PROCEEDINGS OF TRUSTEES**

- 4 1 The Trustees must hold at least two meetings each year
- 4 2 A quorum at a meeting of the Trustees is 50% of the Trustees
- 4 3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 4 4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present shall preside at each meeting
- 4 5 Every issue may be determined by a simple majority of the votes cast at a meeting but written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4 6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 4 7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### **5 POWERS OF TRUSTEES**

The Trustees have the following powers in the administration of the Charity

- 5 1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act
- 5 2 to appoint a Chairman, Treasurer and other honorary officers from among their number
- 5 3 to delegate any of their functions to committees consisting of three or more individuals appointed by them (but at least two members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustees)
- 5 4 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings
- 5 5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees

- 5 6 to make Regulations consistent with the Memorandum, these articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 5 7 to establish procedures to assist the resolution of disputes within the Charity
- 5 8 to exercise any powers of the Charity which are not reserved to a general meeting

## **6 RECORDS AND ACCOUNTS**

- 6 1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of
  - 6 1 1 annual reports
  - 6 1 2 annual returns
  - 6 1 3 annual statements of accounts
- 6 2 The Trustees must keep proper records of
  - 6 2 1 all proceedings at general meetings
  - 6 2 2 all proceedings at meetings of the Trustees
  - 6 2 3 all reports of committees and
  - 6 2 4 all professional advice obtained
- 6 3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide
- 6 4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

## **7 NOTICES**

- 7 1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or (national) newspaper (circulating in area of benefit) or any newsletter distributed by the Charity

- 7 2 The only address at which a member is entitled to receive notices is the address shown in the register of members
- 7 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 7 3 1 24 hours after being sent by electronic means or delivered by hand to the relevant address
- 7 3 2 two clear days after being sent by first class post to that address
- 7 3 3 three clear days after being send by second class or overseas post to that address
- 7 3 4 on the date of publication of a newspaper containing the notice
- 7 3 5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier
- 7 3 6 as soon as the member acknowledges actual receipt
- 7 4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

## **8 DISSOLUTION**

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

## **9 INTERPRETATION**

In the Memorandum in and in these Articles

- 9 1 "beneficiaries" means any person or persons who require care as determined in accordance with the Charity's Objects as set out in the Memorandum

"The Act" means the Companies Act 1985

"AGM" means an annual general meeting of the Charity

"area of benefit" means the area referred to in clause 3 of the Memorandum

"these Articles" means these articles of association

"authorised representative" means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary

"Chairman" means the chairman of the Trustees

"the Charity" means the company governed by these Articles

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act 1993

"clear day" means 24 hours from midnight following the relevant event  
"the commission" means the Charity Commissioners for England and Wales

"EGM" means an extraordinary general meeting of the Charity

"financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

"material benefit" means a benefit which may not be financial but has a monetary value

"member" and "membership" refer to membership of the Charity

"Objects" means the objects of the Charity as set out in clause 3 of the Memorandum

"Taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds other than for the purpose of carrying out the Objects



**THE COMPANIES ACTS 1985 and 1989**

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**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
CRANLEIGH VILLAGE HOSPITAL TRUST**

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**Incorporated on**            **16 July 2001**

**Company Number**        **4253074**

**\* Charity Number**        **1089861**

**\* Date of registration** **19 December 2001**