

The COMPANIES ACT 1985 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
of
THE BUTTERFLY HOSPICE TRUST

Company No : 05325476

As adopted by Special Resolution passed on 16 June 2020



1. The Company's name is "THE BUTTERFLY HOSPICE TRUST" ("the Charity").
2. The registered office of the Charity is to be situated in England.
3. The Company's objects are:-
 - To relieve sickness and suffering and to promote the spiritual well being of adults in South Lincolnshire requiring palliative care by the establishment and maintenance of a hospice.

In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-

- a. To purchase establish, alter, maintain, repair, develop, lease or exchange or otherwise acquire any property for the purpose of establishing, maintaining and operating a hospice.
- b. To provide and supply such consumables, necessities, materials, provisions and clothing as may be required.
- c. To give support and relief to patients, families and carers by providing care, support, respite, guidance and counselling.
- d. To facilitate training and education for nurses, doctors, medical students, other staff and volunteers.
- e. To promote, support projects and to encourage and otherwise assist research and investigation to be published and distributed through the means of journals, magazines, newsletters, books, papers, reports and the like whether in printed, paper, electronic or other formats.
- f. To work with other individuals and agencies in the establishment and running of related projects.
- g. Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.
- h. To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provided also that the Company shall only undertake such trading activities in raising funds for the above mentioned charitable objects as may be lawful.
- i. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable or mercantile instruments.
- j. To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
- k. To invest the moneys of the Company not immediately
- l. required for the furtherance of its objects 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.
- m. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and

- alter any buildings or erections which the Company may think necessary for the promotion of its objects.
- n. Subject to such consents as may be required by law sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.
 - o. Subject to clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company.
 - p. To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
 - q. To provide indemnity insurance to cover the liability of the Board of Trustees (or any of them) 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 Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of Trustees (or by any of them) knew to be a breach of trust or breach of duty or which was committed by the Board of Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.
 - r. To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporate or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisations, institution, society or body.
 - s. To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.
 - t. To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.
 - u. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
 - v. To do all such other lawful things as are necessary for the attainment of the above objects or any of them.
4. Provided that the above are subject to following provision:-
- a. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - b. The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

- c. In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Trustees have been in no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control of authority exercisable by the Chancery Division of the Charity Commissioners over such Board of Trustees but they shall as regards any such property by subject jointly and separately to such control or authority as if the Company were no incorporated.
- d. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this 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 Company, and no member of its Board of Trustees shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company save as specifically provided herein.

Nothing herein shall prevent any payment in good faith by the Company:-

- a. of reasonable and proper remuneration to any member or servant of the Company for any services rendered to the Company;
- b. of interest on money lent by any member of the Company or of its Board of Trustees at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Board of Trustees;
- c. of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Trustees;
- d. of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Trustees may also be a member holding not more than 1/100th part of the capital of that company; and
- e. to any member of its Board of Trustees of reasonable out-of-pocket expenses; and
- f. of any premium in respect of any such indemnity insurance as is permitted by Clause 3(p) of the Memorandum of Association of the Company.
- g. Of the appointment of and payment of reasonable remuneration in respect of such appointment of a Trustee or the company or firm in which the Trustee is an employee, shareholder, director or partner (as the case may be) as professional advisors in the capacity of solicitors or accountants (but not auditors) to the Company subject always to the following conditions:-
 - i. Only a minority of Trustees may benefit at any time from such arrangements
 - ii. A Trustee must not participate in any decision to appoint himself or a company or firm connected to him as aforesaid nor in the selling, review or alteration of the terms and conditions of, or the termination of any such appointment.

5. The liability of the members is limited
6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while she/he is a member, or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before she/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.
7. If upon the winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

The COMPANIES ACT 1985 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
THE BUTTERFLY HOSPICE TRUST

Company No : 05325476

As adopted by Special Resolution passed on 16 June 2020

INTERPRETATION

1. In these Articles the words in the first column below shall bear the meaning set opposite to them respectively in the second column, if not inconsistent with the subject or context:

WORDS	MEANINGS
"The 2006 Act"	The Companies Act 2006 and any statutory modification or addition or re-enactment of that provision for the time being in force
"The 1985 Act"	The Companies Act 1985 and any statutory modification or addition or re-enactment of that provision for the time being in force
"The Acts"	The 1985 and 2006 Act
"The Board"	The Board of Trustees of the Company
"Secretary"	Any person appointed to perform the duties of the secretary of the Company
"The United Kingdom"	Great Britain and Northern Ireland
"Articles"	The Articles of Association of the Charity
"The Charity"	The above-named Charity
"Auditors"	The auditors for the time being appointed by the Charity
"Chairperson"	The person appointed as chairperson of the Board from time to time in accordance with Article 41
"Charities Legislation"	The Charities Act 1992, 1993 and 2006, the Charities (Accounts and Reports) Regulations 2008, and any statutory modification thereof or addition thereto from time to time.
"Month"	Calendar month
"The Office"	The registered office of the Charity
"The Seal"	The common seal of the Charity
"In writing"	Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification or re-enactment thereof for the time being in force.

OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be members of the Company. No person shall be admitted as a member of the Company unless she/he is approved by the directors. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

- 3.1 The following persons shall be eligible to apply for membership of the Company:-

- a. any individual of the age of 18 years or over;
- b. any body or organisation which has legal identity and is capable of membership of the Company;
- c. any individual representing any body or organisation which supports the objects of the Company but does not have legal identity of its own or is otherwise incapable of membership of this Company.

4. Unless the members of the Board or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 35, the members of the Board may in their absolute discretion permit any member of the Company to resign from membership of the Company by giving notice in writing to the Company, provided (regardless of any other provision pursuant to Article 35) that after such retirement the number of members is not less than three.

- 4.1 Notwithstanding any provision in the Rules or Bye Laws of the Company the membership of any individual or any body or organisation may be terminated by resolution of the Board. Such intention to terminate membership shall be notified, in writing, to the member concerned and the member shall have the right to put his defence to the Board of Trustees before a final decision is made and notified, in writing, to the member.

GENERAL MEETINGS

5. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
6. The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any member of the Board or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- a. in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - b. in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than two thirds of the total voting rights of all the members at that meeting.
8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person or one-third of the membership, whichever shall be the greater shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Board may determine.
10. The Chairperson, if any, of the Board shall preside as chairman at every General Meeting of the Company, or if there is no such Chairperson, or if she/he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Vice Chairperson shall preside. If there is no Vice Chairperson, or she/he is not present or not willing to act, the members of the Board present shall elect one of their number to be Chairperson of the meeting.
11. If at any meeting no member of the Board is willing to act as Chairperson or if no member of the Board is present within fifteen minutes after the time appointed for the holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.
12. The Chairperson 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. When a meeting is adjourned for thirty days or more, notice of the

adjourned meetings shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

13. 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:-
- a. By the Chairperson; or
 - b. By at least two members present in person or by proxy; or
 - c. By any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

Unless a poll be so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for the poll may be withdrawn.

14. Except as provided in Article 16, if a poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
15. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson 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.
16. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

17. Every member shall have one vote
18. A member who becomes incapable by reason of mental disorder, or in respect of whom an order has been made by any court having jurisdiction in unsound mind, may vote, whether on a show of hands or on a poll, by her/his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
19. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by her/him to the Company have been paid.
20. (a) Any member of the Company entitled to attend and vote at the General Meeting shall be entitled to appoint another person (whether a member or not) as her/his proxy to attend and vote instead of her/him and any proxy so appointed shall have the same right as the member to speak at the Meeting.
(b) On a poll votes may be given either personally or by proxy.
21. The instrument appointing a proxy shall be in writing under the hand of the appointer or of her/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.

22. 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 registered office of the Company 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, 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.

23. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

The Butterfly Hospice Trust Ltd

I / We of in the County of
being a member / members of the above named Company, hereby appoint
..... of or failing her/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 held on
the day of 20...., and at any adjournment thereof.

Signed on day of 20....

24. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

The Butterfly Hospice Trust Ltd

I / We of in the County of
being a member / members of the above named Company, hereby appoint
..... of or failing her/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 held on
the day of 20...., and at any adjournment thereof.

Signed on day of 20....

This form is to be used * in favour of / against the resolution.

**Strike out whichever is not desired*

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

26. 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 imitation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

27. Any corporation which is a member of the Company may by resolution of its Board or other governing body authorise such person as it thinks fit to act as its representative at any meeting 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.
28. Any body or organisation, not being a corporation, which is a member of the Company, may appoint an individual as its representative to attend and vote at general meetings of the Company on its behalf. Any such appointment shall be made by the governing body of the body or organisation in question.

BOARD OF TRUSTEES

29. There shall not be a maximum number of members of the Board and the minimum number of members of the Board shall be 3.
30. The members of the Board shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or General Meetings of the Company or in connection with the business of the Company on production of the appropriate receipts.

BORROWING POWERS

31. The Board may in furtherance of the objects of the Company but not otherwise exercise all the powers of the Company to borrow money, and subject always to Sections 124-126 of the Charities Act 2011, to mortgage or charge its undertakings and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security of any debt, liability or obligation of the Company or of any charitable organisation or body subject to such consents as may be required by laws.

POWERS AND DUTIES OF THE BOARD

32. (a) The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company, and 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 the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, 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 which would have been valid if that regulation had not been made.

(b) In the exercise of the aforesaid powers and in the managements of the business of the Company, the members of the Board shall always be mindful that they are charity trustees within the definition of Section 185 and 186 of the Charities Act 2011 as the persons having the general control and managements of the administration of a charity.
33. All moneys payable by the Company including, but not limited to, cheques, electronic payment, 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, by one or more persons authorised by the Board from time to time in

accordance with appropriate financial controls and authority levels agreed by the Board from time to time.

34. The Board shall cause minutes to be made
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the members of the Board present at each meeting of the Board and of any committee of the Board.
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.

DISQUALIFICATION OF MEMBERS OF THE BOARD

35. The office of member of the Board shall be vacated if the member:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes prohibited from being a member of the Board by reason of Section 178 and 179 of the Charities Act 2011 or any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a member of the Board; or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her property and affairs; or
 - (d) resigns his/her office by notice in writing to the Company; or
 - (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest in manner required by Section 317 of the Act.
 - (f) If a member is absent without the permission of the Board from all their meetings held within the period of 6 months and the Board resolve that his/her trusteeship is vacated.
36. A member of the Board shall not vote in respect of any contract in which he/she is interested or any matter arising thereout, and if he/she does so vote his/her vote shall not be counted.

APPOINTMENT OF MEMBERS OF THE BOARD

37. The Board shall have power at any time, and from time to time, to appoint any person to be a member of the Board, wither to fill a casual vacancy or as an addition to the existing members of the Board, but so that the total number of members of the Board shall not at any time exceed any maximum number fixed in accordance with the Articles.

PROCEEDINGS OF THE BOARD

38. The Board 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 decided by a majority of votes. In the case of an equality of votes the Chairperson or acting Chairperson shall have a second or casting vote. A member of the Board may, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from the United Kingdom.

39. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be either three members of the board or one-third of the number of members of the Board, whichever shall be the greater number.
40. The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Board, the continuing members or member of the Board may act for the purpose of increasing the number of members of the Board to that number, or of summoning a General Meeting of the Company, but for no other purpose.
41. The Board may appoint one of the serving Board members as Chairperson of the Board and another as Vice Chairperson of the Board who shall hold office for such period of time as the Board sees fit, provided that, upon his/her ceasing to be a trustee his/her position as Chairperson or Vice Chairperson shall be terminated. The Chairperson of the Board shall chair meetings of the Board but in his/her absence Vice Chairperson shall do so. If there is neither Chairperson nor Vice Chairperson in office or present within fifteen minutes after the time appointed for holding the same, the members of the Board present may choose one of their number to be chairman of the meeting.
42. The Board may delegate any of their powers to committees consisting of such majority of members of their body as they think fit; any 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 including any financial restrictions and any budgetary limitations and shall fully and promptly report all acts and proceedings to the Board as soon as is reasonably practicable.
43. A committee may elect a Chairperson of its meetings; if no such Chairperson is elected or if at any meeting the Chairperson is not present within half an hour after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.
44. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairperson shall have a second or casting vote.
45. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
46. A resolution in writing, signed by all members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

HONORARY PATRONS

47. The Board may invite such person as it thinks fit to be Honorary Patrons of the Company with such functions as the Board thinks fit. Provided always that an Honorary Patron shall not be a member of the Board and shall not be entitled to

attend or vote at Board meetings. If the board thinks fit an Honorary Patron may be invited to attend the Annual General Meeting of the Company but shall not be entitled to vote on any matter at such a meeting.

TREASURER

48. The Board may appoint one of the serving Board members as Treasurer who shall hold office for such period of time as the Board sees fit, provided that, upon his/her ceasing to be a member of the Board, his/her position as Treasurer shall be terminated.

ACCOUNTS

49. The Board shall cause accounting records to be kept in accordance with the provisions of the Act.
50. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.
51. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
52. The Board shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
53. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report (if any), and Board's report, shall not less than twenty one days before the date of the meeting be sent to every member of the Company and every person entitled to receive notice of General Meetings of the Company.

AUDIT

54. If required by the Act auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

55. A notice may be given by the Company to any member either personally or by sending it by post to him/her or to his/her registered address, or (if he/she has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him/her to the Company for the giving of notice to him/her. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any

other case at the time at which the letter would be delivered in the ordinary course of post.

56. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- (b) every person being a trustee in bankruptcy of a member where the member but for his/her bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditors for the time being of the Company (if any); and
- (d) each member of the Board

No other person shall be entitled to receive notices of the General Meetings.

DISSOLUTION

57. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

58. (a) The Board may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may be such Rules or Bye Laws regulate:-

- (i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of members and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
- (ii) The conduct of members of the Company in relation to one another, and to the Company's servants.
- (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
- (iv) The procedure at General Meetings and meetings of the Board and Committees of the Board in so far as such procedure is not regulated by these presents.
- (v) And, in generally, all such matters as are commonly the subject matter of company rules.

(b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent

with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

INDEMNITY

59. (a) Every member of the Board or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto, including any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application under Section 189 of the Charities Act 2011 in which relief is granted to him/her by the Court, and no member of the Board or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his/her office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the relevant Section of the Charities Act 2011.
- (b) The members of the Board shall have power to purchase and maintain for any member of the Board such insurance as is permitted by Clause 3(p) of the Company's Memorandum of Association.