

The Companies Acts 1985 and 1989
and 2006

Company Limited by Guarantee and not Having a Share Capital

Articles
and
Memorandum of Association
of
Hospice UK
(formerly Help the Hospices)

Note: Those provisions which appeared in the Memorandum of Association up to and including 30 September 2009 and which from 1 October 2009 form part of the Articles of Association by reason of the Companies Act 2006 are now Articles A1 to A9 inclusive.

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Name

A 1. The name of the company is Hospice UK

Registered office

A2. The registered office of the Charity is to be in England and Wales.

Objects

A3. The objects of the Charity are:

- A3.1 to facilitate and promote the relief, care and treatment of the sick, especially of the dying, and the support and care of their families and carers and of the bereaved
- A3.2 to facilitate and promote the charitable activities of those persons (whether individuals or organisations) which provide and/or support hospice care.
- A3.3 to provide or facilitate education and training for professionals and volunteers engaged in palliative care and increase awareness among the general public of the values, principles and practice of hospice and palliative care.

Powers

A4. To further its objects the Charity may:

- A4.1 provide and assist in the provision of money, materials or other help;
- A4.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- A4.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;
- A4.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- A4.5 provide or procure the provision of counselling and guidance;

- A4.6 provide or procure the provision of advice;
- A4.7 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies provided that all such activities shall be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which an English and Welsh charity may properly undertake;
- A4.8 enter into contracts to provide services to or on behalf of other bodies;
- A4.9 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- A4.10 subject to any consent required by law, dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit;
- A4.11 subject to any consent required by law, borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds;
- A4.12 set aside funds for special purposes or as reserves against future expenditure;
- A4.13 invest the Charity's money not immediately required for its objects in or upon any investments, securities, or property;
- A4.14 delegate the management of investments to a financial expert provided that:
 - A4.14.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - A4.14.2 every transaction is reported promptly to the Trustees;
 - A4.14.3 the performance of the investments is reviewed regularly by the Trustees;
 - A4.14.4 the Trustees are entitled to cancel the delegation arrangement at any time;
 - A4.14.5 the investment policy and the delegation arrangements are reviewed at least once a year;
 - A4.14.6 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 Trustees on receipt; and
 - A4.14.7 the financial expert may not do anything outside the powers of the Trustees;
 - A4.14.8 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 Trustees or of a financial expert acting under their instructions and pay any reasonable fee required;

- A4.15 make grants, lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- A4.16 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- A4.17 subject to the restriction in Article A4.19 raise funds by way of subscription, donation or otherwise;
- A4.18 accept (or disclaim) gifts of money and any other property;
- A4.19 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits;
- A4.20 incorporate subsidiary companies to carry on any trade;
- A4.21 subject to Article A5.1:
 - A4.21.1 engage and pay employees, consultants and professional or other advisers; and
 - A4.21.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- A4.22 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- A4.23 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Charity's objects);
- A4.24 undertake and execute charitable trusts;
- A4.25 amalgamate with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects wholly or in part similar to those of the Charity;
- A4.26 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- A4.27 pay out of the funds of the Charity the costs of forming and registering the Charity;
- A2.28 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Charity;
- A4.29 provide indemnity insurance to cover the liability of the Trustees 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 or to make contributions to the assets of the Charity in accordance with the provision of section 214 of the Insolvency Act 1986: Provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:

A4.29.1 any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by him or her in reckless disregard to whether it was a breach of trust or breach of duty or not; or

A4.29.2 any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct by him or her;

A4.29.3 any liability to make a contribution where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

and

A4.30 do all such other lawful things as shall may further the Charity's objects.

Limitation on private benefits

A5.1 The income and property of the Charity shall be applied solely towards the promotion of its objects.

A5.2 Except as provided below no part of the income and property of the Charity may be paid or transferred directly or indirectly by way of benefit to the members of the Charity and no Trustee may receive any remuneration or other benefit in money or money's worth from the Charity. This shall not prevent any payment or transfer in good faith by the Charity of:

A5.2.1 any payments or benefits transfers made to any member, Trustee or Connected Person in their capacity as a beneficiary (which term shall include, for the avoidance of doubt, Independent Hospices) of the Charity;

A5.2.2 reasonable and proper remuneration to any person (not being a Trustee but including a Connected Person) for any goods or services supplied to the Charity (including services performed under a contract of employment with the Charity) provided that:

- (a) if such person is a Connected Person the procedure described in Article 73 of the Articles (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person; and
- (b) this provision of Article A5.2.2 may not apply to more than half of the Trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply to a person who is a Connected Person in relation to that Trustee);

- A5.2.3 reasonable and proper remuneration for services provided by a person to or on behalf of the Charity provided that the provisions of the Charities Act 2006 regarding the remuneration of Trustees and Connected Persons are in force and have been complied with.
 - A5.2.4 interest on money lent by any member, Trustee or Connected Person at a reasonable and proper rate;
 - A5.2.5 any reasonable and proper rent for premises let by any member, Trustee or Connected Person;
 - A5.2.6 fees, remuneration or other benefits in money or money's worth to a company of which a member, Trustee or Connected Person holds less than 1% of the capital;
 - A5.2.7 reasonable and proper out-of-pocket expenses of Trustees;
 - A5.2.8 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article A4.29;
 - A5.2.9 any payment made in accordance with Article 73 of the Articles of Association.
- A5.3 The restrictions on benefits and remuneration conferred on members of the Charity and on the Trustees by Article A5.2 and the exceptions to such restrictions in Articles A5.2.1 to A5.2.7 inclusive shall apply equally to benefits and remuneration conferred on members of the Charity and on the Trustees by any Subsidiary Company, and for this purpose references to the Charity in Article A 5.2.2 shall be treated as references to the Subsidiary Company.

Limited liability

- A6. The liability of the members is limited.

Guarantee

- A7. Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

Dissolution

- A8. If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
- A8.1 by transfer to one or more other bodies established for exclusively charitable purposes within the Objects, the same as the Objects or similar to the Objects;
 - A8.2 directly for the Objects or charitable purposes within or similar to the Objects
 - A8.3 in such other manner consistent with charitable status as the Charity Commission approved in writing in advance

8.4 Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005"

A9. A final report and statement of account must be sent to the Charity Commission.

Interpretation

1 In these Articles and the Memorandum the following terms shall have the following meanings:

Term	Meaning
1.1 "Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
1.2 "address"	in relation to electronic communications includes any number or address used for the purpose of such communication
1.3 "Advisory Council"	an advisory council established in accordance with Article 12
1.4 "Articles"	these Articles of Association of the Charity
1.5 "clear days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
1.6 "Charity"	Hospice UK
1.7 "Connected Person"	(a) any spouse, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (c) any company or firm of which a Trustee is a paid director, partner or employee, or shareholder holding more than 1% of the capital
1.8 "Co-Opted Trustee"	a trustee co-opted by the Trustees in accordance with Article 24
1.9 "Elected Trustee"	a Trustee elected by the members in accordance with Articles 17 - 23
1.10 "electronic communication"	has the meaning ascribed to it in the Electronic Communications Act 2000

1.11	"financial expert"	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
1.12	hospice care	community engaged palliative and end of life care in all settings for patients, families and carers
1.13	"member" and "members"	the member and members as defined in the Act
1.14	"Memorandum"	the Memorandum of Association of the Charity
1.15	"Objects"	the objects of Charity given in clause 3 of the Memorandum
1.16	"Office"	the registered office of the Charity
1.17	"Secretary"	the secretary of the Charity
1.18	"Subsidiary Company"	any company in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company
1.19	"Trustee and Trustees"	the director and directors as defined in the Act including the Elected Trustees, and the Co-Opted Trustees

2 In these Articles and the Memorandum:

- 2.1 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Charity;
- 2.2 Subject to Article 2.1 any reference in these Articles or the Memorandum to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

Members

- 3 Such organisations whose primary purpose is to provide and / or support hospice care as are admitted to membership by the Trustees in accordance with the Articles shall be members of the Charity.
- 4 Every organisation whose primary purpose is to provide and / or support hospice care that wishes to become a member shall apply to the Charity in such form as the Trustees require.

- 5 The Trustees shall have power to admit organisations whose primary purpose is to provide and / or support hospice care to membership and may in their absolute discretion decline to accept any such person as a member and need not give reasons for so doing.
- 6 The Trustees may from time to time prescribe additional criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members.
- 7 Every member shall appoint an individual to represent it at meetings of the Charity and the name of such representative and the fact that he or she is the representative of such member shall be included in the application for membership and shall be noted in the register of members. Every member shall be able to replace its representative with another individual by giving notice to the Charity provided that such notice shall be received at the Office at least 48 hours before any meeting of the Charity at which such individual intends to vote.
- 8 Membership shall not be transferable. A member shall cease to be a member:
 - 8.1 on the expiry of at least seven clear days' notice given by it to the Charity of its intention to withdraw;
 - 8.2 if any subscription or other sum payable by the member to the Charity is not paid on the due date and remains unpaid sixty days after notice served on the member by the Charity informing the member that it will be removed from membership if it is not paid. The Trustees may re-admit to membership any organisation removed from membership on this ground on it paying such reasonable sum as the Trustees may determine;
 - 8.3 if it makes any arrangement or composition with its creditors generally or it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver (but not a receiver and manager appointed under Section 18 of the Charities Act 1993) appointed over all or any part of its assets or an order is made or a resolution passed for its winding up; or
 - 8.4 if, at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the member be expelled on the ground that its continued membership is harmful to or is likely to become harmful to the interests of the Charity. Such a resolution shall not be passed unless the member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. A member expelled by such a resolution shall nevertheless remain liable to pay to the Charity any subscription or other sum owed by it.
- 9 Subject to the Act, the Trustees may establish such categories of membership as they think fit. The Trustees may at their discretion levy subscriptions on members of the Charity at such rate(s) as they shall decide and may levy subscriptions at different rates on different categories of members.

Associate Members

- 10 The Trustees may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Trustees shall make provided that no such associate members shall be members of the Charity for the purposes of the Articles or the Act. Subject to any contrary provision in any regulations made by the Trustees, the provisions of Articles 5 to 9 inclusive shall apply to Associate members, changing whatever needs to be changed in order that they shall have full effect.

Patrons

- 11 The Trustees may appoint and remove any individual(s), as patron(s) president or vice-president(s) of the Charity and on such terms as they shall think fit. A patron, president or vice-president shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Charity as if a member and shall also have the right to receive accounts of the Charity when available to members.

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 provided that 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 choose from among themselves a Chair who shall be ex officio a Trustee of the charity. He or she shall cease to be a Trustee on ceasing to be Chair of the Advisory Council.

Forum of Chairmen of Independent Hospices

- 14 The Forum of Chairmen of Independent Hospices may choose from among their members a Chair who shall be ex officio a Trustee of the charity. He or she shall cease to be a Trustee on ceasing to be Chair of the Forum of Chairmen of Independent Hospices.

Trustees

Number of Trustees

- 15 There shall be at least seven Trustees including any Chair of the Advisory Council and chair of the Forum of Chairmen of Independent Hospices. The maximum number of Trustees shall be twenty-one.

Election and Appointment of Trustees

- 16 No person may be elected or appointed as Trustee:
- 16.1 unless he or she has attained the age of 18 years, ; or

- 16.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of the Articles.

Election of Elected Trustees

- 17 No person may be elected as an Elected Trustee unless:
- 17.1 The Trustees have concluded that he or she has the competencies which the Trustees have notified to members are pre-requisites for becoming an Elected Trustee; and
- 17.2 he or she is an employee, trustee or honorary post holder of a member.
- 18 The Trustees may at any time call an election in accordance with the following Articles to elect a new Elected Trustee to fill a vacancy or as additional Elected Trustee.
- 19 If a member wishes to propose an individual for election as a Trustee, in accordance with any regulations adopted by the Trustees, notice executed by that member and a second member must be given to the Charity of the intention to propose the individual for election stating the particulars which would, if he or she were so elected, be required to be included in the Charity's register of Trustees, details of their skills and experience and notice executed by that individual of his or her willingness to be elected. Such notice shall be delivered to the Office within such time as the Trustees shall determine and communicate to the members.
- 20 Notice shall be given by the Trustees to all members of any individual who has been proposed by a member for election as an Elected Trustee and approved by the Trustees as having the skills and experience which the Trustees have notified to members as being pre-requisites for becoming an Elected Trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Charity's register of Trustees, and details of their skills and experience. Such notice shall be given within such time as the Trustees shall determine and communicate to the members.
- 21 Subject to the above Articles, the members may, by postal vote or electronic communication, conducted in accordance with any regulations adopted by the Trustees, elect an individual who is willing to act as an Elected Trustee either to fill a vacancy or as an additional Elected Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. The result of such election shall be announced by notice to the members.
- 22 An Elected Trustee shall take office on the date that the notice of his or her election by postal vote or electronic communication, is dispatched and shall remain in office for four years. His or her term of office shall come to an end at midnight on the fourth anniversary of his or her appointment.
- 23 An Elected Trustee who has served two consecutive terms of office must take a break from office and may not be re-appointed until the next vote held under Article 20 after the anniversary of the commencement of his or her break from office.

Appointment of Co-Opted Trustees

- 24 Subject to the above Articles the Trustees may appoint a person who is willing to act to be a Co-Opted Trustee, either to fill a vacancy or as an additional Trustee, provided that the appointment does not cause the number of Co-Opted Trustees to exceed 1/3 of the number of Trustees at the time of appointment.

Cessation of Office and Disqualification of Trustees

- 25 The office of a Trustee shall be vacated if:
- 25.1 he or she ceases to be a Trustee by virtue of any provision of the Act or he or she becomes prohibited by law from being a Trustee;
 - 25.2 he or she is disqualified under the Charities Act 1993 from acting as a Trustee;
 - 25.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 25.4 the Trustees reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
 - 25.5 he or she resigns 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);
 - 25.6 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason;
 - 25.7 at a general meeting of the Charity, a resolution is passed that he or she be removed from office, provided the meeting has invited the views of the Trustee concerned and considered the matter in the light of such views;
 - 25.8 if the Trustee, being an Elected Trustee, ceases his or her employment or trusteeship with a member or ceases to hold any other honorary post with that member without remaining or becoming a trustee of the member;
 - 25.9 the member with which the Trustee, being an Elected Trustee, is connected as employee, trustee or honorary post holder, ceases to be a member; or
 - 25.10 if the Trustee being Chair of the Advisory Council or of the Forum of Chairmen of Independent Hospices ceases to hold that office and has not otherwise been elected or appointed a Trustee.

Powers of Trustees

- 26 Subject to the Act, the Memorandum and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

- 27 The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the Trustees may only act for the purpose of increasing the number of Trustees or of summoning a general meeting of the Charity.
- 28 All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.
- 29 Subject to the Articles the Trustees may regulate their proceedings as they think fit.

Regulations

- 30 The Trustees shall have power from time to time to make, repeal or alter regulations as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business of the Trustees or any committee and as to any of the matters or things within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Act, the Memorandum, the Articles or any rule of law.

Chair

- 31 The Trustees may appoint one of their number to be the chair of the Trustees and may at any time remove him or her from that office.

Delegation of Trustees' powers

- 32 The Trustees 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.
- 33 The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Charity to any person or committee in accordance with the conditions set out in these Articles.

Delegation to committees

- 34 In the case of delegation to committees:
- 34.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
- 34.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
- 34.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Trustees and for that purpose every committee shall appoint a secretary;

- 34.4 all delegations under this Article shall be variable or revocable at any time;
- 34.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
- 34.6 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
- 35 For the avoidance of doubt, the Trustees 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 Trustee.
- 36 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as applicable and not superseded by any regulations made by the Trustees.

Delegation of day to day management powers

- 37 In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers:
- 37.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
- 37.2 the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and
- 37.3 the manager shall report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts sufficient to explain the financial position of the Charity.

Members' Meetings

Annual general meetings

- 38 Subject to the Act, the Charity shall hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Trustees think fit.

Other general meetings

- 39 The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Act.

Length of notice

- 40 Unless Article 41 applies, an annual general meeting and a general meeting called to pass a special or elective resolution shall be called by at least 21 clear days' notice and any other general meeting shall be called by at least 14 clear days' notice unless the Act requires a longer notice period.
- 41 A general meeting may be called by shorter notice if it is so agreed:
- 41.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
- 41.2 in the case of any other general meeting, by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.

Contents of notice

- 42 Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is an extraordinary general or annual general meeting, and the general nature of the business to be transacted. If a special, extraordinary or elective resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special, extraordinary or elective resolution.

Service of notice

- 43 Notice of general meetings shall be given to every member, to the Trustees, to any patron(s) and to the auditors of the Charity.

Quorum

- 44 No business shall be transacted at any general meeting unless a quorum is present. Fifteen persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member, or 10% of the total membership, whichever is the greater, shall be a quorum. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

Attendance

- 45 A Trustee may, even if not a member, attend and speak at any general meeting.

Chair

- 46 The chair, if any, of the Trustees or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of the meeting, but if neither the chair nor such other Trustee (if any) is 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 chair and, if there is only one Trustee present and willing to act, he or she shall be chair. If no Trustee is willing to act as chair, or if no

Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.

Adjournment

- 47 The chair may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

Poll

- 48 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 Act, a poll may be demanded:

- 48.1 by the chair; or
- 48.2 by at least two members having the right to vote at the meeting; or
- 48.3 by a member or members representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

- 49 Unless a poll is duly demanded a declaration by the chair 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.

- 50 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- 51 A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 52 A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of

a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 53 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes

- 54 On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
- 55 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
- 56 No member may vote on any matter in which he or she is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting, such permission to be given or withheld without discussion.
- 57 No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Charity have been paid.
- 58 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office of the Charity, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 59 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

Proxies

- 60 The appointment of a proxy shall be executed by the appointing member (and if that member is a corporation it shall be signed by one director and the company secretary of such company or by two of its directors) and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):

"Help the Hospices

I/We,

,

of _____ ,
 being a member/members of the above named Charity, hereby appoint _____ of _____ , or failing him/her, _____ of _____ , as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Charity to be held on [date], and at any adjournment thereof.

Signed:

Dated:"

- 61 Where it is desired to afford members an opportunity of instructing the proxy how he or she shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):

"Help the Hospices

I/We, _____ , of _____ , being a member/members of the above named Charity, hereby appoint _____ of _____ , or failing him/her, _____ of _____ , as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Charity to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against

Resolution No 2 *for *against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed:

Dated:"

- 62 The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Trustees may:
- 62.1 in the case of an instrument in writing be deposited at the registered office of the Charity or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 62.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

62.2.1 in the notice convening the meeting, or

62.2.2 in any instrument of proxy sent out by the Charity in relation to the meeting,
or

62.2.3 in any invitation contained in an electronic communication to appoint a proxy
issued by the Charity in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the
meeting or adjourned meeting at which the person named in the appointment
proposes to vote;

62.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or
received as aforesaid after the poll has been demanded and at least 24 hours before
the time appointed for the taking of the poll; or

62.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was
demanded, be delivered at the meeting at which the poll was demanded to the chair
or to the Secretary or to any Trustee;

and an appointment of proxy which is not deposited, delivered or received in a
manner so permitted shall be invalid.

63 A proxy for a member who is entered on the register of members as being a
representative of an unincorporated association or body may be appointed either by
the member or by the unincorporated association or body.

64 A vote given or poll demanded by proxy or by the duly authorised representative of a
corporation shall be valid notwithstanding the previous termination of the authority
of the person voting or demanding a poll unless notice of the termination was
received by the Charity at the registered office of the Charity or at such other place
at which the instrument of proxy was duly deposited or, where the appointment of
the proxy was contained in an electronic communication, at the address at which
such appointment was duly received before the commencement of the meeting or
adjourned meeting at which the vote is given or the poll demanded or (in the case of
a poll taken otherwise than on the same day as the meeting or adjourned meeting)
the time appointed for taking the poll.

Written resolutions

65 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 or she was present shall be as valid and 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. The date of a
written resolution shall be the date on which the last person signs.

Trustees' meetings

Notice

66 Two Trustees may (and the Secretary shall at the request of two Trustees) call a
Trustees' meeting.

67 A Trustees' meeting shall be called by at least seven clear days' notice unless urgent circumstances require shorter notice, or unless all the Trustees entitled to attend and vote at that meeting agree to shorter notice.

68 Notice of meetings shall be given to each Trustee.

69 Every notice calling a meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.

Quorum

70 The quorum for Trustees' meetings may be fixed by the Trustees and, unless so fixed at any other number, shall be four or one-third of the total number of Trustees, whichever is the greater provided that the majority of Trustees present are Elected Trustees.

Chair

71 The chair, if any, of the Trustees or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each meeting.

Votes

72 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.

Conflicts of interest

73 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting, and whenever a Trustee has an interest in another organisation whose interests are reasonably likely to conflict with those of the Charity in relation to a matter to be discussed at a meeting, he or she must:

73.1 declare an interest before discussion begins on the matter;

73.2 withdraw from that part of the meeting unless expressly invited to remain;

73.3 in the case of personal interests not be counted in the quorum for that part of the meeting; and

73.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

Written resolutions

74 A resolution in writing shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

74.1 a written resolution must be signed by a simple majority of all of the Trustees (but for the avoidance of doubt the provisions of Article 72 with regard to the chair's casting vote do not in any way apply to written resolutions)

- 74.2 a written resolution may consist of several instruments in like form each signed by one or more Trustees; and
- 74.3 the date of a written resolution shall be the date on which the last Trustee who shall give the required majority signs.
- 74.4 in requesting from Trustees a signed instrument as referred to in Article 74.2 for the purposes of passing a written resolution under this Article 74 a deadline which is reasonable in all the circumstances for receipt by the Secretary (or such Trustee as shall be identified for this purpose in the instrument) of such instrument may be set but failure by any Trustee to make a response within that deadline shall not signify that Trustee's approval.

Email approval of resolutions

- 75 A resolution which is approved by email in accordance with this Article 74 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- 75.1 such a resolution must be approved by email by a simple majority of all the Trustees (but for the avoidance of doubt the provisions of Article 71 with regard to the chair's casting do not in any way apply to email approval of resolutions);
- 75.2 approval from a Trustee must be received by such person as all the Trustees shall have nominated in advance for that purpose ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;
- 75.3 approval from a Trustee must be sent from an email address previously notified in writing (not using electronic communications) by that Trustee to the Secretary as intended for use by that Trustee for the purpose ;
- 75.4 following receipt of a response on any resolution from each of the Trustees or from sufficient to determine whether or not the requisite majority has been reached, the Recipient shall circulate a further email to all of the Trustees confirming whether the resolution has been formally approved by the Trustees in accordance with this Article 75;
- 75.5 the date of a resolution shall be the date of the email from the Recipient confirming formal approval
- 75.6 in requesting a response by email from Trustees for the purpose of passing a resolution under this Article 75 a deadline which is reasonable in all the circumstances for receipt of responses may be set but failure by any Trustee to make a response within that deadline shall not signify that Trustee's approval.

Virtual meetings

- 76 A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

General

Irregularities

- 77 The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Act.

Secretary

- 78 The Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them.

Minutes

- 79 The Trustees shall cause minutes to be made in books kept for the purpose:
- 78.1 of all appointments of officers made by the Trustees;
- 78.2 of all resolutions of the Charity and of the Trustees; and
- 78.3 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings.

Records and accounts

- 80 The Trustees shall comply with the requirements of the Act and of the Charities Act 1993 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:
- 80.1 annual reports;
- 80.2 annual returns;
- 80.3 annual statements of account.

Notices

- 81 Subject to Article 82, any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Trustees need not be in writing.
- 82 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 or her registered address or by leaving it at that address or by electronic communication to an address

provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her. A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

83 A member present in person or by proxy 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.

84 Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication has been transmitted to the proper address 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 or in the case of a notice contained in an electronic communication at the expiration of 48 hours after the time it was transmitted.

Indemnity

85 Subject to the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of the Charity shall be indemnified out of the assets of the Charity:

85.1 against all costs charges expenses or liabilities incurred by him or her:

85.1.1 in defending any civil or criminal proceedings in which judgment is given in his or her favour or in which he or she is acquitted; and

85.1.2 in connection with any application in which relief from liability is granted to him or her by the court;

where such proceedings or application arise as a result of any actual or alleged negligence, default, breach of duty or breach of trust in relation to the Charity; and

85.2 against all costs, charges, losses, expenses or liabilities incurred by him or her in or in relation to the proper execution and discharge of his or her duties.

Trustees' indemnity insurance

86 The Trustees shall have power to resolve pursuant to Article A4.29 of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.

Winding-up

87 The provisions of Articles A7 and A8 relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in the Articles 1 to 86 inclusive.

The Companies Acts 1985 and 1989
and 2006

Company Limited by Guarantee and not Having a Share Capital

Memorandum of Association

of

Help the Hospices

We, the subscribers of this Memorandum, wish to be formed into a company in accordance with this Memorandum:

Names, addresses and descriptions of subscribers

Mrs A M Walton
Ebenezer Cottage
Three Leg Cross
Ticehorst TN5 7HH
Occupation: Nursing Director

The Duchess of Norfolk
61 Clabon Mews
London SW1X 0EQ
Occupation: Artist

Mr Peter Quilliam
Hornbeams
34 Totteridge Common
London N20 8NE
Occupation: Professor Emeritus

Michael Bayley
Flat 11
52 Pont Street
London SWX 0AE
Occupation: Conservator of Church Monuments

Dated 5th August 1992

Witness to the above Signatures:-

Kay Kelly
Secretarial Assistant

2 Talbot Road
Wembley
Middlesex
MA0 4UL