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Company number: 02275068

Charity number: 299731

Companies Act 2006

Company limited by guarantee not having a share capital

**ARTICLES OF ASSOCIATION**

**OF**

**ROWANS HOSPICE**

Incorporated on 7 July 1988

as amended by special resolutions dated 11 October 2002, 28 June 2006, 25 February 2015,  
4 May 2018, 5 September 2018 and 16 September 2024

Companies Act 2006

Company limited by guarantee not having a share capital

ARTICLES OF ASSOCIATION

OF

ROWANS HOSPICE

**1 INTERPRETATION**

1.1 The Articles are to be interpreted without reference to the Model Articles under the Companies Act, which do not apply to the Charity.

1.2 In the Articles, unless the context indicates another meaning:

- 'AGM' means an annual general meeting of the Charity;
- 'the Articles' means the Charity's Articles of Association and 'Article' refers to a particular Article;
- 'Beneficiary' and 'Beneficiaries' means the individual or individuals who qualify as beneficiaries of the Charity in accordance with the Objects;
- 'Chair' means the chair of the Trustees appointed under Article 7;
- 'the Charity' means the company governed by the Articles;
- 'the Charities Act' means the Charities Act 2011 as amended or re-enacted from time to time;
- 'Charity Trustee' has the meaning prescribed by section 177 of the Charities Act;
- 'clear day' does not include the day on which notice is given or the day of the meeting or other event;
- 'the Commission' means the Charity Commission for England and Wales or any body which replaces it;
- 'Communicate' includes both incoming and outgoing communication;
- 'Community member(s)' refers to the category of Community members existing prior to the date of adoption of these Articles, which for the avoidance of doubt, will become Friends of the Charity with effect from the date of adoption of these Articles;

'the Companies Act' means as defined in section 2 of the Companies Act 2006;

"Conflict" means any situation in which a Trustee has or might have a direct or indirect interest (including but not limited to any personal financial interest) that conflicts or possibly might conflict, with the interests of the Charity or which conflicts or possibly might conflict with that Trustee's duty to act solely in the interests of the Charity;

"Conflicted Trustee" means a Trustee in respect of whom a Conflict exists;

"Connected Person" means, in relation to a Trustee:

- a) a child, parent, grandchild, grandparent, brother or sister of that Trustee;
- b) the spouse or civil partner of that Trustee or of any person falling within a) above;
- c) a person carrying on business in partnership with that Trustee or with any person falling within a) or b) above;
- d) an institution which is controlled (whether directly or through one or more nominees):
  - 1) by that Trustee or any person falling within a), b) or c) above; or
  - 2) by two or more persons falling within 1) above, when taken together;
- e) a body corporate in which:
  - 3) that Trustee or any person falling within a), b) or c) or d) above has a substantial interest; or
  - 4) two or more persons falling within 3) above who, when taken together, have a substantial interest;

and sections 350 – 352 of the Charities Act apply for the purposes of interpreting the terms used in this definition;

'Director'	means a director of the Charity being also a charity trustee;
"Electronic Means"	refers to a document or information sent or supplied in electronic form where it is sent or supplied by electronic means (for example by email or fax), or by any other means while in an electronic form (for example sending a disc by post);
'Financial Expert'	means a person who is reasonably believed by the Trustees to be qualified to give advice on investments by reason of their ability in and practical experience of financial and other matters relating to investments;
'Financial Year'	means the Charity's financial year;
'Friends of the Charity'	means the supporters of the Charity and group established in accordance with Article 11.5. For the avoidance of doubt, Friends of the Charity are not Members for the purposes of the Companies Act and shall therefore have no right to attend or vote at general meetings of the Charity;
'indemnity insurance'	has the meaning prescribed by section 189 of the Charities Act'
'Material Benefit'	means a benefit which may not be financial but has a monetary value;
'Member' and 'Membership'	refer to company membership of the Charity as a company law member pursuant to the Companies Act (and for the avoidance of doubt does not include the Friends of the Charity);
'Model Articles'	means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229);
'Ordinary Resolution'	has the meaning given in section 282 of the Companies Act. Where applicable, 'Members' in this definition means a class of Members;
'the Objects'	means the Objects of the Charity as defined in Article 2;
'Secretary'	means a company secretary;

'Special Resolution'	has the meaning given in section 283 of the Companies Act. Where applicable, 'Members' in this definition means a class of Members;
'Taxable Trading'	means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;
'Trustee'	means a Director of the Charity and 'Trustees' means the Directors;
'Vice-Chair'	means the vice-chair of the Trustees appointed under Article 7;
'Virtually'	means by telephone link, video link, or other technology enabling all participants to Communicate with one another in real time without being physically present in the same place;
'written' or 'in writing'	refers to a legible document on paper or a document or communication sent by Electronic Means which is capable of being printed out on paper;
'Written Resolution'	has the meaning given in section 288 of the Companies Act; and
'year'	means calendar year.

1.3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

1.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

## **2 OBJECTS**

2.1 The Object of the Charity as established is the relief of sickness, suffering and distress of persons with a terminal illness, progressive chronic illness or increasing and irreversible frailty, in particular by the provision of medical and nursing care and facilities for their care, treatment and benefit.

### **3 POWERS**

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To establish, maintain and conduct one or more health and social care facility and Day Care Units in the Portsmouth area ("Establishments") for the reception of any persons living with any life-threatening illness.
- 3.2 To provide medical or other treatment and attention for such persons as aforesaid in their own homes or elsewhere.
- 3.3 To provide bereavement care and support.
- 3.4 To conduct or promote or encourage research into the care and treatment of persons living with any such illness, disease or infirmity as aforesaid and particularly into the care and treatment of persons living with any life-threatening illness.
- 3.5 To conduct or promote research into bereavement and to disseminate the results of any such research.
- 3.6 To promote or encourage or assist in the teaching or training of doctors, nurses and allied health professionals, and other persons engaged in any branch of medicine, nursing and allied services, lay carers and others interested in the care of those affected by life-limiting illnesses and students in any branch of medicine, nursing or allied services.
- 3.7 To provide or assist or encourage the provision of spiritual help and guidance for any persons resident or visiting (either as patients or otherwise) or working at any home or any of the Establishments.
- 3.8 To support the families and relatives of the said persons in such ways as the Charity shall from time to time determine.
- 3.9 To establish and conduct out-patient visits as appropriate.
- 3.10 To engage and pay such doctors, nursing and allied health professionals or domestic staff, lecturers, chaplains, and others whom the Charity may think fit.
- 3.11 To make regulations for the admission of persons to any of the Establishments or other Day Care Unit established by or conducted under the direction of the Charity so that

such regulations may provide for such admission or residence to be either free of charge or subject to such payment as the Charity may think fit.

- 3.12 To provide or arrange for such medical or other attention as the Charity may think fit for patients in any of the Establishments as aforesaid or for patients in their own homes.
- 3.13 To provide such medical supplies, equipment and apparatus, drugs, amenities, comforts and other things necessary for the achievement of the said Objects.
- 3.14 To provide or arrange for a building or premises to be used by the Charity for worship and contemplation.
- 3.15 To provide education and training through schools, training colleges, universities and other places of learning including any Establishment.
- 3.16 To provide advice.
- 3.17 To publish or distribute information.
- 3.18 To co-operate with other bodies.
- 3.19 To support, administer or set up other charities.
- 3.20 To raise funds (but not by means of Taxable Trading).
- 3.21 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act).
- 3.22 To acquire or hire property of any kind and to construct, repair, renovate, equip, decorate, maintain and alter any buildings or erections.
- 3.23 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 3.24 To make grants or loans of money and to give guarantees.
- 3.25 To set aside funds for special purposes or as reserves against future expenditure but only in accordance with a written policy about reserves.
- 3.26 To deposit or invest funds in any manner (but to invest only after obtaining advice from a Financial Expert and having regard to the suitability of investments and the containment of risk and need for diversification).
- 3.27 To delegate the management of investments to a Financial Expert, but only on terms that:

- a) the investment policy is set down in writing for the Financial Expert by the Trustees;
- b) the performance of the investments is reviewed regularly with the Trustees and transactions are reported to them properly and in accordance with investment policy;
- c) the Trustees are entitled to cancel the delegation arrangement at any time;
- d) the investment policy and the delegation arrangements are reviewed at least once a year;
- e) 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;
- f) the Financial Expert shall not do anything outside the powers of the Trustees.

3.28 To 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 to pay any reasonable fee required.

3.29 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.

3.30 Subject to these Articles, to employ paid or unpaid agents, staff or advisers.

3.31 To enter into contracts to provide services to or on behalf of other bodies.

3.32 To establish subsidiary companies to assist or act as agents for the Charity.

3.33 Acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity.

3.34 Provide indemnity insurance for the directors in accordance with, and subject to the conditions in, the Charities Act 2011 and the Act.

3.35 To do anything else within the law which promotes or helps to promote the Objects.

#### **4 THE TRUSTEES (ALSO CALLED DIRECTORS)**

4.1 The Trustees as Charity Trustees and company directors have general control and management of the administration of the Charity and its property and funds.

4.2 The Charity must maintain a register of Trustees (which may be called a register of directors).



#### Number of Trustees

- 4.3 There shall be at least four and not more than ten Trustees all of whom must meet the eligibility criteria set by the Trustees from time to time and must not be subject to automatic termination of their trusteeship under Article 4.9. If the number of Trustees falls below four, the remaining Trustees may only act to appoint further Trustees as required.

#### Appointment of Trustees

- 4.4 Trustees are to be appointed by the Trustees in accordance with Articles 4.6 to 4.8. In accordance with Article 11.2 the Trustees shall become Members by virtue of their appointment as Trustees.
- 4.5 A Trustee may not act as a Trustee until they have expressly acknowledged, in whatever way the Trustees decide, their acceptance of the office of Trustee and confirmation that they meet the eligibility criteria and are not subject to automatic termination of their trusteeship under Article 4.9.
- 4.6 Trustees, shall be appointed for terms of three years and a Trustee who has served their term must retire at the next meeting of the Trustees that occurs following the expiry of their term.
- 4.7 Subject to Article 4.8 and the provisions in Article 7, a retiring Trustee who remains eligible may be re-appointed for a maximum of three consecutive terms of office including their initial term.
- 4.8 The Trustees may, in circumstances which they consider to be exceptional, permit one or more of the Trustees to serve one or more additional consecutive terms of office, provided that any such further appointment may only take effect with the consent of at least 75% of the other Trustees.

#### Retirement and removal of Trustees

- 4.9 Subject to Article 4.10, a Trustee's term of office automatically terminates if they:
- a) reach the end of their term of office in accordance with Article 4.6;
  - b) resign by written notice to the Trustees (but only if at least four Trustees will remain in office);

- c) cease to meet the eligibility criteria (if any) set by the Trustees from time to time in accordance with Article 4.3 and are removed by a resolution of a majority of the other Trustees;
- d) are disqualified under the Charities Act from acting as a Charity Trustee or are prohibited by law from being a director of a company;
- e) are, in the reasonable opinion of a majority of the other Trustees, incapable, whether mentally or physically, of managing their own affairs and are removed by a resolution of a majority of the other Trustees;
- f) are absent without permission from three consecutive meetings of the Trustees and are removed by a resolution of a majority of the other Trustees;
- g) are removed by the Members in accordance with the provisions of the Companies Act;
- h) are removed by a resolution passed by a majority of the other Trustees for breaching their duties as a Trustee, or for breaching the Trustees' Code of Conduct (if any), or if a majority of the other Trustees reasonably believe that their removal as a Trustee is in the best interests of the Charity; or
- i) die.

4.10 Before passing any resolution under Article 4.9c), 4.9e), 4.9f) or 4.9h) the other Trustees shall first invite the view of the Trustee concerned and have considered the matter in light of any such views.

## **5 TRUSTEES' PROCEEDINGS**

5.1 The Trustees must hold at least six meetings each year.

### Quorum

5.2 No decision may be made by a meeting of the Trustees unless a quorum is present at the time when the decision is made. A quorum at a meeting of the Trustees is four Trustees or one third of the Trustees (rounded up to the nearest whole number), if greater.

### Calling Trustees' meetings

5.3 A Trustee may at any time, and the Secretary (if any) must at the request of a Trustee, summon a meeting of the Trustees.

5.4 Notice of a meeting of the Trustees may be given to a Trustee personally or by word of mouth or sent in writing to them at their last known postal or email address or any other postal or email address given by them to the Charity for this purpose.

5.5 Except where there are matters demanding urgent consideration, each Trustee must be given reasonable notice of each meeting of the Trustees.

Attendance and voting at Trustees' meetings

5.6 A meeting of the Trustees may be held in such a way as may be agreed by the Trustees, provided all participants may Communicate with all the other participants simultaneously. This may include:

- a) physical meetings where all participants are present in the same room;
- b) virtual meetings where all participants access the meeting Virtually;
- c) hybrid meetings where some participants attend physically and some attend Virtually;
- d) satellite meetings where there are two or more physical venues linked Virtually and all participants are physically with at least one other participant.

5.7 Where a Trustees' meeting is being held Virtually (whether fully Virtually or partly Virtually) and there is a failure in the technology such that one or more participants is unable to Communicate with the other participants, those participants who are still able to participate fully must check whether the meeting is still quorate. If the meeting is not quorate, or it is unclear whether the meeting is quorate, and the ability for all participants to Communicate is not re-established within 10 minutes, the Trustees must adjourn the meeting. If the meeting is still quorate, the Trustees may either continue the meeting or adjourn it.

5.8 The Chair, or if the Chair is not present, unable or unwilling to do so the Vice-Chair (if any), shall preside at each meeting and if neither is present, able or willing then some other Trustee chosen by the Trustees present shall preside at the meeting.

5.9 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in writing agreed by all the Trustees (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting provided that the number of Trustees who are not Conflicted Trustees is equal to or

exceeds the number set as a quorum for a meeting of the Trustees in accordance with Article 5.2. For this purpose the resolution may be contained in more than one document.

- 5.10 Every Trustee has one vote on each issue but, in the case of an equality of votes, the chair of the meeting has a second or casting vote.
- 5.11 For the purposes of this article 5, 'present' includes Trustees who are participating in the meeting by any of the means permitted by article 5.6.

## **6 TRUSTEES' POWERS**

The Trustees have the following powers in the administration of the Charity in their capacity as Trustees:

- 6.1 To appoint (and remove) any person (who may be a Trustee) to act as Secretary in accordance with the Companies Act.
- 6.2 To delegate in writing any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Trustee, all proceedings of committees must be reported promptly to the Trustees and the delegation may be revoked at any time. Unless the terms of the delegation provide otherwise, articles 5.6 and 5.7 shall apply to committee meetings as if the references to Trustees and Trustees' meetings in those articles were to committee members and committee meetings.
- 6.3 To delegate the day to day management of the affairs of the Charity in accordance with the directions of the Trustees to any person, by such means, to such an extent, in relation to such matters and on such terms and conditions (including, subject to Articles 8 and 9, the payment of a salary) as they think fit.
- 6.4 To make such reasonable and proper standing orders, rules, regulations or bye laws for the proper conduct and management of the Charity provided that they are consistent with the Articles and the Companies Act.
- 6.5 To establish procedures to assist the resolution of disputes or differences within the Charity.

6.6 To exercise in their capacity as Trustees any powers of the Charity which are not reserved to them in their capacity as Members.

## **7 THE CHAIR AND VICE-CHAIR**

7.1 The Chair and Vice-Chair:

- a) shall be appointed by the Trustees from among their number and the term of each office may commence and end at different times; and
- b) shall be appointed for a term of 1 year.

7.2 A retiring Chair or Vice-Chair who is eligible under Articles 4.3 and 4.9 may be reappointed as long as they remain appointed as a Trustee, and provided that they shall not serve for more than five consecutive years as Chair or Vice-Chair as applicable.

7.3 The maximum period of office for the Chair or Vice-Chair of five years may be completed irrespective of how long they have been appointed as a Trustee, and any time served by a Trustee in the role of Chair or Vice-Chair shall be in addition to the limit on a Trustee's term of office in Articles 4.6 and 4.7.

7.4 The Trustees may, in circumstances which they consider to be exceptional, permit a Chair or Vice-Chair to serve one or more additional terms of office over and above the limit of five years, provided that any such further appointment may only take effect with the consent of at least 75% of the other Trustees.

7.5 The Vice-Chair shall not automatically succeed an outgoing Chair and any Trustee shall be eligible for the position of Chair.

## **8 BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS**

8.1 The property and funds of the Charity shall be used only for promoting the Objects and do not belong to the members of the Charity but:

- a) members who are not Trustees may enter into contracts with the Charity and receive reasonable payment for goods or services supplied but may not receive payment as employees of the Charity;
- b) members (including Trustees) may be paid interest at a rate per year of not more than 2% less than base lending rate of a clearing bank selected by the Trustees or 3% whichever is the greater on money lent to the Charity;

- c) members (including Trustees) may be paid a reasonable and proper rent or a hiring fee for property let or hired to the Charity;
- d) individual members (including Trustees) who are beneficiaries may receive charitable benefits in that capacity on the same terms as any other beneficiary.

8.2 A Trustee shall not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Charity except:

- a) as mentioned in clauses 8.1b), 8.1c) and 8.1d);
- b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs and education and training costs) actually incurred in running the Charity;
- c) the benefit of indemnity insurance as permitted by the Charities Act 2011;
- d) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings); or
- e) payment to any company in which a Trustee has no more than 1% shareholding.

## **9 CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY**

### Transactional Conflict

9.1 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned shall:

- a) declare an interest at or before discussion begins on the matter;
- b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- c) not be counted in the quorum for that part of the meeting;
- d) withdraw during the vote and have no vote on the matter.

9.2 Articles 8.1, to this Article 9.2 inclusive may not be amended without the prior written consent of the Commission.

### Situational conflict (conflict of loyalties)

9.3 The Trustees may, subject to compliance with the procedure for authorising conflicts set out in Articles 9.1a) to 9.1c) below and only if they are satisfied that it is in the best interests of the Charity to do so, authorise any matter which would otherwise involve a

Trustee breaching his duty under section 175 of the Act to avoid conflicts of interest (a Conflicting Interest), provided that no authorisation may be given under this Article 9.3 which would allow any Trustee or any connected person (within the meaning of s118 Charities Act 2011) to receive a benefit.

- a) A Trustee seeking authorisation in respect of a Conflicting Interest (a Conflicted Trustee) shall declare to the Trustees the nature and extent of his Conflicting Interest as soon as is reasonably practicable. The Conflicted Trustee shall provide the Trustees with such details of the relevant Conflicting Interest as are necessary for the Trustees to decide how to address the Conflicting Interest together with such additional information as may be requested by the Trustees.
- b) Any Trustee (including the Conflicted Trustee) may propose that the Conflicted Trustee be authorised in relation to any matter the subject of a Conflicting Interest. Such proposal and any authority given by the Trustees shall be effected in the same way that any other matter may be proposed to and resolved upon by the Trustees save that:
  - (i) the Conflicted Trustee and any other interested Trustee will not count towards the quorum or vote on any resolution giving such authority; and
  - (ii) the Conflicted Trustee and any other interested Trustee may, if the other Trustees so decide, be excluded from any Trustee meeting while the Conflicting Interest is under consideration.
- c) Where the Trustees give authority in relation to a Conflicting Interest:
  - (i) the Conflicted Trustee will be obliged to conduct himself in accordance with any terms imposed by the Trustees in relation to the Conflicting Interest;
  - (ii) the Trustees may (whether at the time of giving the authority or subsequently):
    - (1) require that the Conflicted Trustee is excluded from the receipt of information, the participation in discussion and/or the

- making of decisions (whether at meetings of the Trustees or otherwise) related to the Conflicting Interest; and
- (2) impose upon the Conflicted Trustee such other terms for the purpose of dealing with the Conflicting Interest as the Trustees may determine;
  - (iii) the Trustees may provide that where the Conflicted Trustee obtains (otherwise than through his position as a Trustee of the Charity) information that is confidential to a third party, the Conflicted Trustee will not be obliged to disclose the information to the Charity, or to use or apply the information in relation to the Charity's affairs where to do so would amount to a breach of that confidence;
  - (iv) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and
  - (v) the Trustees may revoke or vary such authority at any time, but this will not affect anything done by the Conflicted Trustee prior to such revocation in accordance with the terms of such authority.

## **10 RECORDS AND ACCOUNTS**

- 10.1 The Trustees must comply with the requirements of the Charities Act and of the Companies Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:
- a) annual returns; and
  - b) annual reports and accounts.
- 10.2 The Trustees must also keep records of:
- a) all proceedings at meetings of the Trustees, Members and committees;
  - b) all resolutions in writing; and
  - c) all reports of committees.
- 10.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.



10.4 A copy of the Charity's Articles and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs.

## **11 MEMBERSHIP**

11.1 The Charity must maintain a register of Members.

11.2 Any person who is appointed as a Trustee will, by virtue of that appointment, agree to become a Member and accordingly will be entered in the register of Members. No person other than a Trustee may be admitted as a Member. If there are any Members who are not also Trustees at the date of adoption of these Articles they will cease to be Members with effect from the date of adoption of these Articles.

11.3 Membership is not transferable.

11.4 A person shall automatically cease to be a Member when they cease to be a Trustee and shall be removed from the Register of Members.

11.5 The Trustees may establish one or more categories of Friends of the Charity who are not Members of the Charity for the purposes of the Companies Act. The Trustees may set out the rights and obligations of such Friends of the Charity in byelaws from time to time. All Community members as at the date of adoption of these Articles, shall automatically become Friends of the Charity with effect from the date of adoption of these Articles, and the category Community members will cease to exist from this date.

11.6 A person shall cease to be a Member if:

- a) the Member resigns their Membership by notice in writing to the Charity (provided that there will be at least three Members thereafter);
- b) in the case of an individual, they die;
- c) in the case of an individual, they cease to hold office as a director of the Charity by virtue of any provision of the Companies Act or are prohibited from being a director by law.

## **12 IRREGULARITIES**

- 12.1 The proceedings at any meeting or the passing of a Written Resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by 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.
- 12.2 Subject to Article 12.3, all acts done by a meeting of Trustees or by a committee or by a person acting as Trustee shall be valid notwithstanding that it shall afterwards be discovered that there was a defect in the appointment of any Trustee or any member of a committee, or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote.
- 12.3 Article 12.2 does not permit a Trustee or Connected Person to keep any benefit that may be conferred on them by a resolution of the Trustees or a committee of the Trustees if, but for Article 12.2, the resolution would have been void.

## **13 GENERAL MEETINGS**

- 13.1 Members are entitled to attend general meetings in person (which may be physically or, where applicable, Virtually) or, subject to compliance with Article 15, by proxy.
- 13.2 General meetings are called on at least 14 days' written notice. The notice must:
- a) specify the date, time and place of the meeting and, if applicable, the arrangements for accessing the meeting Virtually;
  - b) the general nature of the business to be transacted indicating the business to be discussed and (if a Special Resolution is to be proposed) setting out the terms of the proposed Special Resolution;
  - c) contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act and Article 15; and
  - d) be given to all the Members, to all the Trustees and, if any, the Charity's auditors.
- 13.3 A general meeting may be called by the Trustees at any time and must be called within 21 days of a written request from one or more Trustees.

- 13.4 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.
- 13.5 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 13.6 No business shall be transacted at any general meeting unless a quorum is present.
- a) A quorum is:
- (i) four Members present in person (physically or, where applicable, Virtually) or by proxy and entitled to vote upon the business to be conducted at the meeting; or
  - (ii) one third of the total Membership at the time rounding up to the nearest whole number;
- whichever is the greater.
- b) If:
- (i) a quorum is not present within half an hour from the time appointed for the meeting: or
  - (ii) during a meeting a quorum ceases to be present (including where technological issues mean that one or more of those attending Virtually is no longer able to participate fully in the meeting and this reduces the number of Members who are able to Communicate and vote below the quorum);
- the meeting shall be adjourned to such time and place as the Trustees shall determine.
- c) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person (physically or, where applicable, Virtually) or by proxy at that time shall constitute the quorum for that meeting.
- 13.7 Adjourned meetings:

- a) The Members present in person (physically or, where applicable, Virtually) or by proxy at a meeting may resolve by Ordinary Resolution that the meeting shall be adjourned.
- b) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- c) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- d) If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

13.8 At all general meetings the Chair shall preside. If there is no such Chair or if the Chair is not present or is unwilling or unable to act, the Vice-Chair (if any) shall chair the meeting, failing which the Members present shall elect a Member to chair the meeting.

13.9 The Charity may, but shall not be required to hold an AGM in any year.

13.10 Members must annually:

- a) receive the accounts of the Charity for the previous Financial Year;
- b) receive a written report on the Charity's activities; and
- c) appoint reporting accountants or auditors for the Charity.

13.11 Members may also from time to time:

- a) confer on any individual (with his/her consent) or remove from any individual the honorary title of Patron, President or Vice-President of the Charity; and
- b) deal with any other business put before them by the Trustees.

## **14 VOTING**

14.1 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by Ordinary Resolution.

14.2 On a show of hands every Member present in person or by proxy shall have one vote. On a poll every Member present in person or by proxy shall have one vote for each vote exercisable by that Member.

- 14.3 Any 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 demanded. Subject to the provisions of the Companies Act, a poll may be demanded:
- a) by the chair of the meeting; or
  - b) by at least two Members having the right to vote at the meeting and present in person (physically or, where applicable, Virtually) or by proxy; or
  - c) by a Member(s) representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 14.4 Unless a poll is duly demanded, a declaration by the chair of the meeting of the result of a vote shall be conclusive evidence of the fact. The result of the vote must be recorded in the minutes of the Charity but it is not necessary to record the number or proportion of the votes cast.
- 14.5 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 14.6 A poll must be taken as the chair of the meeting directs and they may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 14.7 A poll demanded on the election of the chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chair of the meeting directs not being more than thirty days after the poll is demanded.
- 14.8 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 is demanded.
- 14.9 If the poll is not taken immediately, at least seven clear days' notice must be given specifying the time, date and place at which the poll is to be taken.
- 14.10 Except where otherwise provided by the Articles or the Companies Act, a Written Resolution (whether an Ordinary or a Special Resolution) is as valid as an equivalent

resolution passed at a general meeting. For this purpose the Written Resolution may be set out in more than one document.

## **15 USE OF PROXY BY MEMBERS**

15.1 A proxy can only be appointed by a written instrument, signed on behalf of the appointer, in one of the forms approved by the Charity, as appropriate.

15.2 The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified in such form as may be required by the Trustees or in some other way approved by the Members may:

- a) be deposited (including by Electronic Means) as specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- c) 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 person chairing the meeting,

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

15.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

15.4 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

15.5 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

15.6 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

## **16 LIMITED LIABILITY**

The liability of Members is limited.

## **17 GUARANTEE**

17.1 Every Member promises, if the Charity is dissolved while they remain a Member or within one year after they cease to be a member, to pay up to £1 towards:

- a) payment of those debts and liabilities of the Charity incurred before they ceased to be a Member;
- b) payment of the costs, charges and expenses of winding up; and
- c) the adjustment of rights of contributors among themselves.

## **18 COMMUNICATIONS**

18.1 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served:

- a) by hand;
- b) by post;
- c) by suitable Electronic Means (where specific consent has been received from the Member or Trustee); or
- d) through publication in the Charity's newsletter.

18.2 The only address at which a Member is entitled to receive notices sent by post is an address in the United Kingdom shown in the register of Members.

18.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- a) 24 hours after being sent by Electronic Means or delivered by hand to the relevant address;
- b) two clear days after being sent by first class post to that address;
- c) three clear days after being sent by second class or overseas post to that address;

- d) immediately on being handed to the recipient personally; or, if earlier,
- e) as soon as the recipient acknowledges actual receipt.

18.4 A technical defect in service of any notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## **19 DISSOLUTION**

19.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities shall be applied in one or more of the following ways:

- a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- b) directly for the Objects or charitable purposes within or similar to the Objects;
- c) in such other manner consistent with charitable status as the Commission approve in writing in advance.

19.2 A final report and statement of account shall be sent to the Commission.