

**COMPANY NUMBER: 1850502**

**THE COMPANIES ACTS 1948 TO 1981 AND 1985 TO 2006**

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

**MEMORANDUM & ARTICLES OF**

**ST RICHARD'S HOSPICE FOUNDATION**

**Incorporated 24<sup>th</sup> day of September 1984**

## THE COMPANIES ACTS 1948 TO 1981

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

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#### MEMORANDUM OF FOUNDATION

OF

#### ST RICHARD'S HOSPICE FOUNDATION

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As amended by Special Resolution dated 10 September 2009

With effect from 1 October 2009 this memorandum is deemed part of the articles in accordance with section 28 of the Companies Act 2006

1. The name of the Company (hereinafter called "the Foundation") is St. Richard's Hospice Foundation.
2. The registered office of the Foundation will be situated in England.
3. The objects for which the Foundation is established are:-
  - (1) To promote the relief of suffering (so far as such purpose is charitable) in such ways as the Foundation shall from time to time think fit, and in particular (but without prejudice to the generality of such object):-
    - (a) To promote by the establishment of domiciliary care at home, in community hospitals or nursing and care homes, the relief of persons of either sex (without regard to race or creed) who are suffering (at any age) from any chronic or terminal illness or from any disability or disease attributable to old age or from other physical or mental infirmity, disability or disease.
    - (b) To establish maintain and manage a Hospice Hospital or Residential Home and all ancillary services for such persons.
    - (c) By conducting or promoting or encouraging research into the care and treatment of persons suffering from any such illness, disability, disease or infirmity as aforesaid and particularly into the care and treatment of persons suffering from cancer or terminal illness and to disseminate the results thereof.

- (d) By promoting or encouraging or assisting in the teaching or training of doctors, nurses, physiotherapists and other persons engaged in any branch of medicine, surgery, nursing or allied services, and in the teaching or training of students in any branch of medicine, surgery, nursing or allied services.
  - (e) By providing or assisting or encouraging the provision of spiritual help and guidance for any persons resident (either as patients or otherwise) or working in any such home or homes as aforesaid.
  - (f) By providing counselling, bereavement and family support to families and those close to our patients
- (2) For the purpose of furthering the attainment of all or any of the above-mentioned charitable objects (hereinafter called “the principal objects of the Foundation”) but not for any other purpose and so far as the objects hereinafter mentioned are conducive or ancillary to the furtherance of the principal objects of the Foundation (but not further or otherwise):-
- (a) To purchase take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Foundation may think necessary or convenient for the promotion of its objects, and to construct, repair, renovate, equip, decorate, maintain and alter any buildings or erections necessary or convenient for use as such home or homes as aforesaid or for any use in connection with the establishment or conduct of any such home or homes (including use as a church or chapel for the use of any person or persons resident or working in any such home) or otherwise for the work of the Foundation.
  - (b) To establish and conduct clinics, out-patients’ departments, surgeries, dispensaries and convalescent homes.
  - (c) To engage and pay such doctors, surgeons, nursing or domestic staff, lecturers, chaplains, physiotherapists, occupational therapists, radiologists, dieticians, dentists, chiropodists, pharmacists, social workers and others whom the Foundation may think fit for the promotion of its objects.
  - (d) To make such regulations as to the admission of persons to any home, clinic or out-patients’ department established by or conducted under the directions of the Foundation as aforesaid, and as to the residence of any persons in any such home as aforesaid as the Foundation may think fit, and so that such regulations may provide, either generally or in any particular case or cases for such admission or residence to be either free of charge or subject to such payment as the Foundation may think fit.
  - (e) To provide or arrange for such medical or other attention as the Foundation may think fit for patients in any such home, clinic or out-patients’ department as aforesaid or for patients in their own homes.

- (f) To provide such medical supplies, equipment and apparatus, drugs, amenities, comforts and other things conducive to the material or spiritual welfare of any persons resident or working in or attending any such home, clinic or out-patients' department as aforesaid or any persons being treated or attended in their own homes as the Foundation may think fit.
- (g) To provide or arrange for a building or premises with facilities that may be used by the Foundation as a place of worship and to provide facilities by those of all faiths, and none.
- (h) To establish and conduct schools, training colleges and other places of learning and laboratories and other research establishments.
- (i) To arrange lectures and conduct training courses and to publish pamphlets, books, journals and other publications relating to the work of the Foundation.
- (j) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Foundation, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Foundation.
- (k) To establish pension or superannuation schemes for, and to pay pensions to any person formerly employed by the Foundation, and generally to provide as the Foundation shall think fit for the welfare of any employees or former employees of the Foundation.
- (l) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Foundation as may be thought expedient with a view to the promotion of its objects.
- (m) To undertake and execute any charitable trusts which may lawfully be undertaken by the Foundation and may be conducive to any of the principal objects of the Foundation.
- (n) To borrow subject to such consents (if any) as may be required by law or raise money for the purposes of the Foundation on such terms and on such security as may be thought fit.
- (o) To invest the moneys of the Foundation not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit, subject nevertheless to such conditions (if any) and such consent (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (p) To establish and support or aid in the establishment and support of any charitable Foundations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the principal objects of the Foundation.

- (q) To do all such other things as are incidental or conducive to the attainment of the principal objects of the Foundation or any of them.
- (r) To operate a trading subsidiary for any lawful purpose, including but not limited to generating funds to pay for the hospice and to provide a communications network.

Provided that:-

- (i) In case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
  - (ii) The Foundation shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restrictions or condition which if an object of the Foundation would make it a Trade Union.
  - (iii) In case the Foundation shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Foundation shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Governors of the Foundation shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Governors have been if no incorporation had been effected, and the incorporation of the Foundation shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commission over such Governors, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Foundation were not incorporated.
4. The income and property of the Foundation shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Foundation, and no member of its Governors shall be appointed to any office of the Foundation paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Foundation, except with the prior written consent of the Charity Commission.

Provided that nothing herein shall prevent any payment in good faith by the Foundation:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Foundation (not being a member of its Governors) for any services rendered to the Foundation;
  - (b) of interest on money lent by any member of the Foundation or of its Governors at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Governors;
  - (c) of reasonable and proper rent for premises demised or let by any member of the Foundation or of its Governors;
  - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Governors, may also be a member holding not more than 1/100<sup>th</sup> part of the capital of that company; and
  - (e) to any member of its Governors of reasonable out of pocket expenses.
5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall make the Foundation ineligible to omit the word "limited" from its name.
  6. The liability of the members is limited.
  7. Every member of the Foundation undertakes to contribute to the assets of the Foundation, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Foundation contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00.
  8. If upon the winding up or dissolution of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Foundation, but shall be given or transferred to some other charitable institution or institutions having exclusively charitable objects similar to the objects of the Foundation, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Foundation under or by virtue of Clause 4 hereof other such institution to be determined by the members of the Foundation at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

**THE COMPANIES ACTS 1948 TO 1981  
AND 1985 TO 2006**

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

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**ARTICLES OF FOUNDATION**

**OF**

**ST RICHARD'S HOSPICE FOUNDATION**

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As amended by Special Resolution dated 7 September 2009

**GENERAL**

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

**WORDS**

**MEANINGS**

The Act

The Act means the Companies Act 1985

The 2006 Act

The 2006 Act means the Companies Act 2006

These presents

These Articles of Association, and the regulations of the Foundation from time to time in force.

The Foundation

The above-named company.

Communication

Communication means the same as in the Electronic Communications Act 2000.

The Governors

The Board of Governors for the time being of the Foundation who shall be the directors of the company for the purposes of the Act and the 2006 Act and company law generally and its charity trustees for the purposes of the Charities Acts 1993 and 2006 and charity law generally.

The Office

The registered office of the Foundation.

The Seal	The common seal of the Foundation (if it has one).
Month	Calendar month.
In writing	In writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Foundation shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The Foundation is established for the purposes expressed in the Memorandum of Association.

### MEMBERS

3. Any individual aged 16 or over who is or has been a Governor of the Foundation may be admitted as a member. No other persons can be members. Every member shall be recorded in the Register of Members with such details as are required by the Act or the 2006 Act and all changes to relevant details and all cessations of membership shall also be recorded as so required.

### GENERAL MEETINGS

4. The Foundation shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Governors and shall specify the meeting as such in the notices calling it.
5. Meetings, other than Annual General Meetings, shall be called General Meetings and will be convened whenever the Governors thinks fit.
6. The Governors may whenever they think fit convene a General Meeting, and General Meetings shall also be convened on a request of members made pursuant to section 303 of the 2006 Act.

7. Fourteen days' notice in writing or by electronic communication at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing or by electronic communication at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors, if any) as are under these presents or under the 2006 Act entitled to receive such notices from the Foundation; but with the consent of such proportion of members having the right to attend and vote thereat, as is prescribed by the 2006 Act, a meeting may be convened by such notice as those members may think fit.
8. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at a General meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of annual accounts and reports, the election of members of the Governors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors (if applicable).
10. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three members present in person or by proxy shall be a quorum.
11. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Governors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
12. The Chairman (if any) of the Governors shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some Governor, or if no such member be present, or if all the Governors present decline to take the chair, they shall choose some member of the Foundation who shall be present to preside.

13. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting.
14. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Foundation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
15. Subject to the provisions of Article 16, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
16. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
18. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

#### VOTES OF MEMBERS

19. Subject as hereinafter provided, every member shall have one vote.
20. No member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Foundation in respect of his membership, shall be entitled to vote on any question either personally or by proxy, at any General Meeting.
21. Votes may be given on a poll either personally or by proxy, on a show of hands or by poll.

22. The instrument appointing a proxy shall be in writing or by electronic communication under the hand of the appointer or his attorney duly authorised in writing.
23. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
24. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
25. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

ST RICHARD’S HOSPICE FOUNDATION

“I

“of  
 “a member of the above-named Foundation  
 “hereby appoint  
 “of  
 “and failing him,  
 “of  
 “to vote for me and on my behalf at the  
 “(Annual or Extraordinary, or Adjourned,  
 “as the case may be) General Meeting of  
 “the Foundation to be held on the  
 “day of  
 “and at every adjournment thereof.

“As witness my hand this                      day of                      20

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

## BOARD OF GOVERNORS

26. Until otherwise determined by a General Meeting, the number of the Governors shall not be less than five nor more than twenty.
27. (a) The period of office of Governors shall be three years.
- (b) Retiring Governors shall be eligible for re-election for a further period of office. There shall be no limit on the number of terms that may be served. This article shall take effect in relation to any Governors being elected or re-elected at the meeting at which the article is adopted.
- (c) The Governors may resolve that a retiring Governor may stand for re-election if, in the opinion of the Governors, the individual has relevant experience and skills needed on the Board at that time. Any retiring Governor who is the subject of such a resolution may then stand for a further period of office and may be re-elected in accordance with the above Articles.
- (d) The Governors may, from time to time at any time, appoint any member of the Foundation as a Governor either to fill a casual vacancy or by way of addition to the Board provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election.
28. The Governors may pass a resolution in writing that each of them has agreed to and any such resolution shall be as effective as if passed by resolution at a Governors meeting. Each Governor must signify in writing his consent to a proposed written resolution but that need not be on the same particular copy of the resolution for each Governor (provided that the text of the resolution on each copy bearing a written consent must be identical).
29. For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Foundation or otherwise in connection with his duties, powers or office. Subject to the provisions of the 2006 Act and without prejudice to any protection from liability which may otherwise apply:
- (a) The Governors shall have power to purchase and maintain for any auditor of the Foundation and any officer of the Foundation (not being a Governor or auditor of the Foundation), insurance against any Liability.
- (b) The Governors shall have power to purchase and maintain for any Governor such insurance against any Liability as is permitted by the Memorandum of Foundation of the Foundation.

- (c) Every Governor or auditor of the Foundation and every officer of the Foundation (not being a Governor or auditor of the Foundation) shall be indemnified out of the assets of the Foundation against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.
30. No person who is not a member of the Foundation shall in any circumstances be eligible to hold office as a Governor.

#### POWERS OF THE GOVERNORS AND DERIVATIVE POWERS OF THE MANAGEMENT COMMITTEE

31. The Governors may appoint a Management Committee. The Management Committee shall derive its powers from the Governors who shall delegate authority for the day to day running and administration of the Hospice. The Governors may draw up regulations from time to time to regulate the functions to be performed by the Management Committee.
32. The business of the Foundation shall be managed by the Governors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Foundation as they think fit, and may exercise all such powers of the Foundation, and do on behalf of the Foundation all such acts may be exercised and done by the Foundation, and as are not by statute or by these presents required to be exercised or done by the Foundation in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of any statutes for the time being in force and affecting the Foundation, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Foundation in General Meeting, but no regulation made by the Foundation in General meeting shall invalidate any prior act of the Governors which would have been valid if such regulation had not been made.

#### SECRETARY

33. The Secretary (if any) shall be appointed by the Governors for such term, at such remuneration and upon such conditions as the Governors may think fit; and any Secretary so appointed may be removed by the Governors. Provided always that no Governor may occupy the salaried position of Secretary.

#### THE SEAL

34. The Seal of the Foundation shall not be affixed to any instrument except by the authority of a resolution of the Governors, and in the presence of at least two members of the Governors and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Foundation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DISQUALIFICATION OF GOVERNORS

35. (1) The office of Governor shall be vacated:-
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - (b) If he becomes of unsound mind.
  - (c) If he ceases to be a member of the Foundation.
  - (d) If by notice in writing to the Foundation he resigns his office.
  - (e) If he is disqualified under charity or company law.
  - (f) If he is removed from office by a resolution duly passed pursuant to section 168 of the 2006 Act.

#### PROCEEDINGS OF THE GOVERNORS

36. Subject as hereinafter provided the Governors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote. Unless otherwise determined every meeting of the Governors shall be held at the office or at such other place in the United Kingdom as the Chairman (if any) for the time being of the Governors or (if there is no such Chairman) the Secretary shall direct.
37. On the request of a Governor the Secretary shall at any time summon a meeting of the Governors by notice (stating the time and place of such a meeting) served upon the Governors. A Governor who is absent from the United Kingdom shall not be entitled to notice of a meeting. Any accidental omission or defect in any such notice or any accidental failure to give such notice to any Governor entitled thereto shall not invalidate any of the proceedings of such meeting so long as a quorum is present thereat.
38. The Governors shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Governors at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Governors present shall choose one of their number to be chairman of the meeting.
39. A meeting of the Governors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Foundation for the time being vested in the Governors generally.
40. The Governors may delegate any of their powers either to the Management Committee or to other sub-committees consisting of such Governors as they think fit, and the committee think fit, and the committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by

the Governors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Governors so far as applicable and so far as the same shall not be superseded by any regulations made by the Governors.

41. All acts bona fide done by any meeting of the Governors or of any committee of the Governors or by any person acting as a member of the Governors shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Governors.
42. The Governors shall cause proper minutes to be made of all appointments of officers made by the Governors and of the proceedings of all meetings of the Foundation and of the Governors and of committees of the Governors, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

#### HONORARY OFFICERS

43. The Governors may from time to time appoint such Patrons and Vice Patrons and such Presidents and Vice Presidents and other honorary officers as the Governors may think fit of the Foundation or of any charitable institution, purpose or appeal from time to time conducted or undertaken by the Foundation, and any person may be so appointed whether or not he is also a member of the Foundation or of the Governors. No remuneration (except by way of repayment of out-of-pocket expenses, if any) shall be paid to any person so appointed in respect of any such honorary office. Save as aforesaid every such appointment shall be for such period and on such terms as the Governors shall think fit.

#### TREASURER

44. The Governors shall from time to time appoint one of its members to be the Treasurer of the Foundation. The Treasurer shall undertake such functions in respect of the Foundation as the Governors shall from time to time appoint. No remuneration (except by way of repayment of reasonable out-of-pocket expenses, if any) shall be paid to the Treasurer in respect of his office. Any person appointed to be the Treasurer shall automatically vacate such office on his ceasing to be a member of the Governors unless he is thereupon immediately re-elected or deemed to be re-elected a member of the Governors. Save as aforesaid every such appointment shall be for such period and on such terms as the Governors shall think fit.

#### REMUNERATION OF GOVERNORS

46. (1) Members of the Board of Governors may receive remuneration for services rendered to the Foundation under the following circumstances:
  - (a) It is in the interests of the Foundation.

- (b) There is a clear advantage to the Foundation to obtain the services of the Governor rather than someone unconnected with the Foundation.
- (c) The Governor concerned takes no part in the process of deciding that the Foundation needs the relevant goods or services from her/him or other candidates.
- (d) The advantages and disadvantages of using the services of that Governor must clearly outweigh those of using alternative candidates.
- (e) There should be a fair and open process in selecting the best person for the job.
- (f) The levels of payments are reasonable and affordable.
- (g) All payments are properly recorded in the Foundation's accounts.
- (h) At all times a majority of the Governors must be receiving no form of benefit from the Foundation.

#### ACCOUNTING RECORDS, ACCOUNTS AND ANNUAL RETURNS

47. The Governors shall cause accounting records to be kept as required by charity law and the Act and the 2006 Act as applicable to the Foundation from time to time. The accounting records shall be kept at the registered office of the Foundation or, at such other place as the Governors may authorise, subject to applicable requirements of the Act, and the 2006 Act. The accounting records shall be open to inspection by the Governors and by the auditors (if any) or the independent examiner for the Foundation.
48. The Governors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Foundation or any of them shall be open to the inspection of members not being Governors, and no member (not being a Governor) shall have any right of inspecting any account or book or document of the Foundation except as conferred by statute or authorised by the Governors or by the Foundation in General Meeting.
49. Annual accounts and reports shall be prepared, approved by the Governors, audited or independently examined (as required by law), circulated to the members of the Foundation and filed at Companies House and with the Charity Commission in the form and within the time limits applicable to the Foundation pursuant to the Act (as modified by the Charities Act 1993 and regulations made thereunder).
50. If required by law auditors or an independent examiner shall be appointed and their duties regulated in accordance with the provisions of the Act and the 2006 Act (as modified by the Charities Acts 1993 and 2006 and regulations made thereunder).

51. In every year a company annual return shall be filed with Companies House as required by the Act or the 2006 Act and a charity annual return shall be filed with the Charity Commission as required by the Charities Acts 1993 and 2006 and regulations made thereunder.

#### RECORDS

52. The Governors shall cause records to be made and authenticated in accordance with the Act and the 2006 Act as in force from time to time of all appointments of officers made by the Governors; of the names of the Governors present at each meeting of the Governors and of any committee of the Governors; of all resolutions and proceedings at all general meetings of the Foundation, and meetings of the Governors and of committees of the Governors and of all decisions of the members and of the Governors taken other than at a meeting.

#### ELECTRONIC COMMUNICATION

53. Subject to the provisions of the 2006 Act, a document or information may be sent or supplied by the Foundation to a person by being made available on a website and by such other means of electronic communication permitted by the 2006 Act as the Governors shall decide.

#### BORROWING POWERS

54. The Governors may exercise all the powers of the Foundation to borrow money without time limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking and property or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Foundation or of any third party.

#### NOTICES

55. Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Governors) 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. In these Articles, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
56. The Foundation 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 registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Foundation by the member. A member whose registered address is not within the United Kingdom and who gives to the Foundation an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Foundation.

57. A member present, either in person or by proxy or, in the case of a corporate body, by authorised representative or proxy, at any meeting of the Foundation shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
58. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall 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 sent.

#### DISSOLUTION

59. Clause 8 of the Memorandum of Foundation relating to the winding up and dissolution of the Foundation shall have effect as if the provisions thereof were repeated in these Articles.