

**MINUTES OF THE ANNUAL GENERAL MEETING OF  
STRATHCARRON HOSPICE  
HELD AT RANDOLPH HILL ON  
WEDNESDAY 26<sup>th</sup> SEPTEMBER 2007**

**Present:** Dr A Bentley, Mr J Broadfoot, Mr J Brown, Rev S Coates, Dr F Downs, Dr C Dyer, Mrs L Ferguson, Ms A Gillies, Mr A Jannetta, Mrs K Leavey, Mrs M Lovett, Mrs M Mackay, Mrs L Marshall, Mr D McClements, Rev R McDowall, Dr A McKeown, Ms I McKie, Mrs C McRobbie, Mrs C Morrison, Mrs F Mulvany, Mr T Ogilvie, Miss CM Parsons, Dr A Powell, Mr S Reid, Mr D Robertson, Miss I Samwell, Mrs D Scott, Mrs A Simpson, Dr D Sinclair, Mrs C Souter, Mr E Toal, Mrs A Urquhart, Mrs L Whitelaw

**In Attendance:** Professor James Cassidy

**In Chair:** Dr S Wright, Chairman, Council of Management

The Chairman warmly welcomed those present and in particular Professor James Cassidy before asking the Rev Stuart Coates to open the meeting with a prayer

**1. Apologies for Absence**

Apologies were received from Mr D Harper, Mr W Hughes, Mrs R Parker and Mrs J Phillips

**2. Minutes of the Annual General Meeting held on 4<sup>th</sup> October 2006**

These Minutes were tabled and agreed as an accurate account of the proceedings. Acceptance of the minutes was proposed by Mr A Jannetta, seconded by Mrs A Simpson and approved by the meeting

**3. Annual Report and Accounts**

Dr Wright took charge, which had happened in a number of fields within the Hospice, as his theme for this years report. Firstly, looking at patients and their families and carers, the number of referrals continued to increase and when this was coupled with increased complexity of symptoms and associated problems it created challenges within the Hospice. Secondly, there had been a number of staff changes, Irene McKie had now been in post as Director for a year and had brought her own style of management to the job. Within medical staffing, Dr Giles had retired and had been replaced by Dr Cornbleet. A third Consultant, Dr Angela Bentley, had been appointed in anticipation of the increased demand associated with the opening of the new hospital at Larbert and the need to provide more palliative care support to non malignant disease groups. He also noted that two of our middle grade medical staff were moving on to take up Specialist Palliative Care training posts. There had also been changes within the Council of Management, which would be dealt with later in the meeting



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The new Lymphoedema service continued to improve and had been augmented by the opening of our new Specialist suite Forth Valley now had one of the most integrated Lymphoedema services within Scotland and the Hospice had played a central role in these developments.

Governance within the Hospice continued to be of a high standard The first 5 year audit cycle had now been completed complete and a second programme for the next 5 years was now in place The Clinical Governance and Audit Committees and External Auditors continued to provide a high level of assurance for the Council

With regard to the future Dr Wright thought that while this looked bright for Strathcarron there was still much to do Future developments needed to be in line with the overall Health Board Strategy and be taken forward in co operation with other agencies both nationally and locally The main area for development was the improvement of palliative care for non malignant diseases and agreeing as to how this should be progressed This would probably not lead to a marked increase in in patient care but would rather concentrate on supporting the delivery of palliative care in the primary, acute and tertiary sectors

Dr Wright closed his remarks by thanking the staff, management of the Hospice and his fellow Council Members for their continued dedication and hard work and the local community and Health Boards for their continued support

The Director opened her report by stating that she had enjoyed her first year in post Taking up Dr Wright's topic of change she stated that to a great extent change had always been a part of the Hospice and while it might seem to be increasing in pace it still remained incremental rather than a major change of direction The Hospice required to manage this change without losing that which was special and different This was only possible through our independent status, which allowed us the freedom of action, to manage the provision of care within the Hospice while at the same time being able to influence the palliative care agenda within Forth Valley

The Hospice continued to make good use of resources and while we spent wisely there was a continuing need to increase our income to enable us to deliver the right services, in right the place at the right time supported by appropriate levels and grades of staff She highlighted the implementation our Childhood Bereavement Service and the changes within the Fundraising Department as part of the change

The Director concluded her remarks by stating that the Hospice continued to be ambitious' to making the changes necessary to meet new challenges in a smooth and non turbulent manner while at the same time remaining loyal to its founding principles

Dr Wright then asked Mr Broadfoot, in the absence of Mr Hughes, to comment on the Auditors Report Mr Broadfoot stated that the Auditors had provided a clean and unqualified report with no recommendations and that the Hospice had shown a small in year operating surplus before one off extraordinary superannuation payments were taken into account He then highlighted the lower than usual legacy income and the large actuarial adjustments that had been made within the pension provision He stressed that management within

  
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the Hospice continued to be prudent and while we were susceptible to influences outwith our control such as legacy and pension fluctuations we were fortunate in having adequate reserves to absorb these changes

Mr Broadfoot concluded his report by stating that the Hospice's funds remained in a good state and that the prudence in previous years had placed us in a good position to continue to develop our services. He then moved the accounts for acceptance by the meeting, this was seconded by Alex Jannetta and approved by the members.

**4. Special Resolution to Amend to the Memorandums and Articles of Association of the Company**

Dr Wright explained that the requirement for these amendments had come about through changes in governance thinking which required the Hospice to have in place detailed succession planning to allow us to recruit Council Members with new skills and current knowledge while at the same time maintaining a reasonable length of tenure so that they were able to develop a good working knowledge of how the Hospice operated. Dr Wright then recommended the adoption of the following amendment to the meeting

46. At the first Annual General Meeting and at the Annual General Meeting in every subsequent year one quarter of the members of the Council for the time being, or if their number is not a multiple of four then the number nearest to one quarter, shall retire from office. A member of the Council retiring shall retain office until the close or adjournment of the meeting
47. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall, in the absence of agreement, be selected from among them by lot. Provided that in the case of the first members of the Council their seniority shall be deemed to be in the order in which they have subscribed to the Memorandum of Association. The length of time a member has been in office shall be computed from the date of his election or appointment. A retiring member of the Council shall be eligible for re election only once except where, having been re elected, a member of the Council is thereafter appointed as Chairman. In such circumstances the member of Council elected as Chairman may seek re election for a third and final term. Having served two terms (or three, the final term having been as Chairman) no member of the Council may then seek re election to the Council for a period of four years, from their date of retiral
48. The Company, may at the meeting in which a member of the Council retires in manner aforesaid, fill the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re election and, provided that he has not been previously re elected as provided in Clause 47 above, be deemed to have been re elected unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re election of such member shall have been put to the meeting and not passed

The Special Resolution was seconded by John Broadfoot and passed unanimously by the meeting

**5. Election of New Council Members**

Before turning to the election of new members to Council, Dr Wright highlighted that Mrs Christine Souter, after 18 years service and a former Chairman of Council, and Rev Ronnie McDowall after 10 years service, were retiring from Council. He thanked them for their outstanding service and commitment over many years.

He then informed the meeting that there were currently four vacancies within Council and the Rev J Gallacher, Mr T Ogilvie, Mr S Reid and Mr E Toal had agreed to go forward for election. These elections were proposed by Dr C Dyer, seconded by Mrs A Simpson and approved by the meeting.

**6. Reappointment of Auditors Wylie and Bissett**

This was proposed by Mr J Broadfoot and seconded by Mr A Jannetta and approved by the meeting.

**7. AOCB**

There was no other competent business.

This brought the formal AGM to a close and Dr Wright then introduced Professor James Cassidy, Professor of Medical Oncology, as our guest speaker for the evening.

*Cent. final True Copy*

*[Signature]*

*D W Harrison  
Company Secretary  
10/3/2008.*

## THE COMPANIES ACTS 1948 TO 1976

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

#### ARTICLES OF ASSOCIATION OF STRATHCARRON HOSPICE

##### 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 Companies Act, 1948
These presents	The Articles of Association, and the regulations of the Company from time to time in force
The Company	The above named Company
The Council	The Council of Management for the time being of the Company
The Office	The registered office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In writing	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form

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

Words importing the masculine gender shall only 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 Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents

2. The number of members with which the Company proposes to be registered is Five hundred, but the Council may from time to time register an increase of members
- 3 The provisions of section 110 of the Act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member
- 4 The Company is established for the purposes expressed in the Memorandum of Association
- 5 The subscribers to the Memorandum of Association and such other persons as the Company shall admit to membership shall be members of the Company
- 6 Any person who desires to be admitted to membership of the Company must sign and deliver to the Company an application for admission, framed in such terms as the Council may require The Council shall have full discretion as to the admission or non admission of any person to membership and shall not be bound to assign any reason for their non admission of any person to such membership
- 7 A member shall cease to be a member of the Company in any of the following circumstances
  - (a) if by notice in writing lodged at the office he resigns from membership, or,
  - (b) if he neglects to pay any subscription or other monies due from him for twelve months consecutively The removal of the name of such member from the register shall be sufficient evidence that he has been excluded by the Council and he shall have no right of appeal or recison provided always that this regulation shall not be construed to compel the Council to remove any member or to give any member a right to be removed
  - (c) if he is removed from membership by a resolution of the Council passed by a majority of three fourths of the votes cast upon such resolution at a meeting specially convened to consider such resolution of which he shall have been given reasonable notice and at which he shall have been given a reasonable opportunity of attending and being heard
- 8 The rights of a member shall be personal and shall not be transferable and cease on his death

#### GENERAL MEETINGS

- 9 The Company 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 Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than

fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year

- 10 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
- 11 The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act
- 12 Twenty one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days notice in writing 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) as are under these presents or under the Act entitled to receive such notices from the Company but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as it prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting maybe convened by such notice as those members may think fit
- 13 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 preceding had at any meeting

#### PROCEEDINGS AT GENERAL MEETINGS

- 14 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Auditors, the election of members of the Council in place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors
- 15 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 twenty members personally present shall be a quorum
- 16 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 time and place as the Council 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

17. The Chairman (if any) of the Council 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 member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Company who shall be present to preside
18. The presiding 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 any 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 an adjournment, or of the business to be transacted at an adjourned meeting
19. 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 presiding Chairman or by whichever is the greater of five members present in person or by proxy, or 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 presiding Chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution The demand for a poll may be withdrawn
20. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the presiding Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
21. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment
22. In the case of an equality of votes, whether on a show of hands or on a poll, the presiding Chairman shall be entitled to a second or casting vote
23. 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 a poll has been demanded
24. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives)

shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held

## VOTES OF MEMBERS

- 25 Subject as hereinafter provided every member shall have one vote
- 26 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 company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting
- 27 Votes may be given on a poll either personally or by proxy On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act No person not being an individual member of the Company entitled to vote under article 26 shall be appointed to a proxy
- 28 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such a appointer is a Corporation under its common seal, if any and, if none, then under the hand of some officer duly authorised in that behalf
- 29 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 more than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and 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
- 30 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
31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

Strathcarron Hospice

"I,  
"of

,  
,

"a member of the above named Company, 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 Company  
 "to be held on the                      day of  
 "and at every adjournment thereof

"As witnessed 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

32 Any Corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were an individual member of the Company

## COUNCIL OF MANAGEMENT

33     Until otherwise determined by a General Meeting, the number of the members of  
the Council shall not be less than five nor more than fifteen

34 The first members of the Council shall be chosen by the subscribers to the Memorandum of Association or a majority of them

35 The Council may from time to time and at any time appoint any member of the Company as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provide 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

36 No person who is not a member of the Company shall in any circumstances be  
eligible to hold office as a member of the Council

## POWERS OF THE COUNCIL

37 The business of the Company shall be managed by the Council who may pay all such expense of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no

regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made

- 38 The Council may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company
- 39 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Council from time to time by resolution may determine
- 40 Any member of the Council who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Council in accordance with the provisions of Section 199 of the Act
- 41 The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose

#### TREASURER

- 42 The Council shall from time to time appoint any suitable person (who may or may not also be a member of the Company or of the Council) to be the Treasurer of the Company, on such terms and conditions as they think fit. The Treasurer shall undertake such functions concerning the Company as the Council shall from time to time appoint and shall be paid such expenses and remuneration (subject to the provisions of clause 4 of the Memorandum of Association) as they may think appropriate. The Treasurer may be removed by the Council

#### SECRETARY

- 43 Subject to section 21(5) of the Companies Act 1976, the Council shall from time to time appoint a Secretary at such remuneration (subject to the provisions of clause 4 of the Memorandum of Association) and upon such terms and conditions as they may think fit and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint (in like manner and subject as aforesaid) an Assistant or Deputy Secretary and any persons so appointed may act in place of the Secretary or no Secretary capable of acting

## THE SEAL

- 44 The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of two members of the Council or one member of the Council and the Secretary, and the said two members or member 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 fida dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

## DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 45 (1) The office of a member of the Council 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 Company
  - (D) If by notice in writing to the Company he resigns his office
  - (E) If he becomes prohibited from holding office by reason of any order made under the Companies Acts 1948 to 1976
  - (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act
  - (G) If he accepts any remuneration or other benefit in contravention of Clause 4 of the Memorandum of Association
- (2) Section 185 of the Act shall not apply to the Company

## ROTATION OF MEMBERS OF THE COUNCIL

- 46 At the first Annual General Meeting and at the Annual General Meeting in every subsequent year one quarter of the members of the Council for the time being, or if their number is not a multiple of four then the number nearest to one quarter, shall retire from office. A member of the Council retiring shall retain office until the close or adjournment of the meeting
- 47 The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall, in the absence of agreement, be selected from among them by lot. Provided that in the case of the first members of the Council there seniority shall be deemed to be in the order in which they have subscribed to the Memorandum of Association. The length of time a member has been in office shall be computed from the date of his election or appointment. A retiring member of the Council shall be eligible for re election only once except

where, having been re elected, a member of the Council is thereafter appointed as Chairman In such circumstances the member of Council elected as Chairman may seek re election for a third and final term Having served two terms (or three, the final term having been as Chairman) no member of the Council may then seek re election to the Council for a period of four years, from their date of retiral

- 48 The Company, may at the meeting in which a member of the Council retires in manner aforesaid, fill the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re election and, provided that he has not been previously re elected as provided in clause 47 above, be deemed to have been re elected unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re election of such member shall have been put to the meeting and not passed
- 49 No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected The prescribed time above mentioned shall be such that between the date when the notice is served, or deemed to be served, and the date appointed for the meeting there shall be not less than four nor more than twenty eight intervening days
- 50 The Company may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced numbers shall go out of office and may make the appointments necessary for effecting any such increase
- 51 In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by Ordinary Resolution appoint another qualified member in his stead, but any person so appointed shall retain his office so long as the member in whose place he is appointed would have held the same if he had not been removed

#### PROCEEDINGS OF THE COUNCIL

- 52 Subject as hereinafter provided the Council may meet together for the dispatch of the business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business Unless otherwise determined, three 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 shall have a second or casting vote Unless otherwise determined every meeting of the Council 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 Council or (if there is no such Chairman) the Secretary shall direct

- 53 On the request of a member of the Council the Secretary shall at any time, summon a meeting of the Council by notice (stating the time and place of such meeting) served upon the several members of the Council. A member of the Council 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 member of the Council entitled thereto shall not invalidate any of the proceedings of such meetings so long as a quorum is present thereat.
- 54 The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no 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 members of the Council present shall choose one of their number to be Chairman of the meeting. The Council shall also elect a Vice Chairman to fulfil such functions and on such terms and conditions as they think fit.
- 55 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Council generally.
- 56 The Council may delegate any of their powers to committees consisting of such members or members of the Council and such other persons whether or not members of the Council or of the Company as they think fit and any Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Council. The Chairman of each Committee shall be ex officio a member of Council. 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 Council, so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. No Committee shall have power to bind the Company without the prior approval of the Council whether by way of regulation or otherwise.
- 57 All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, 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 Council.
- 58 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Company and of the Council and of committees of the Council, 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 fact therein stated.

- 59 A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted

#### HONORARY OFFICERS

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

#### ACCOUNTS

- 61 The Council shall cause accounting records to be kept in accordance with section 12 of the Companies Act 1976
- 62 The accounting records shall be kept at the office, or, subject to sections 12(6) and (7) of the Companies Act 1976, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council
- 63 The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have the right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Council or by the Company in General Meeting
- 64 At the Annual General Meeting in every year the Council shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not be less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are

hereinafter directed to be served. The Auditors report shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act 1967

#### AUDIT

- 65 Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors
- 66 Auditors shall be appointed and their duties regulated in accordance with section 161 of the Act, section 14 of the Companies Act 1967 and sections 13 to 20 of the Companies Act 1976, the members of the Council being treated as the Directors mentioned in those sections

#### NOTICES

- 67 A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members
- 68. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices by the Company
- 69 Any notice if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter

#### DISSOLUTION

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