

Company Number 4358614
The Companies Acts 1985 and 2006
Company Limited by Guarantee and not having a Share Capital

Memorandum and Articles of Association¹

Of

THE NHS CONFEDERATION

Incorporated on 23 January 2002

¹ As adopted by Special Resolution passed on 25 June 2010

THE COMPANIES ACTS 1985 AND 2006

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

**MEMORANDUM AND ARTICLES OF ASSOCIATION OF
THE NHS CONFEDERATION**

1. NAME

1.1 The company's name is "The NHS Confederation" (and in this document it is called "the Charity").

2. INTERPRETATION

2.1 "the articles" means the Charity's articles of association.

2.2 "associates" means associates of the Charity as referred to in paragraph 8.1.

2.3 "the Charity" means the company intended to be regulated by these articles.

2.4 "the Charities Act" means the Charities Act 1993 (as amended by the Charities Act 2006 or any other statutory re-enactment or modification).

2.5 "the Charity Commission" means the Charity Commission for England and Wales and "the Charity Commissioners" shall be construed accordingly;

2.6 "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity.

2.7 "Country Arrangements" means the branches of the Charity in each Country (including any successor bodies approved by the board of trustees) established as part of the Charity to provide a distinct voice for members of the Charity in each Country.

2.8 "Countries" means Scotland, Wales and Northern Ireland (and "Country" shall be construed accordingly).

2.9 "HSCS" means the Health and Social Care Services in Northern Ireland.

2.10 "Networks" means the networks referred to in paragraph 10 including any successor bodies approved by the board of trustees and established as part of the Charity to provide a distinct voice for different types of members of the Charity.

2.11 "NHS" means the National Health Service.

2.12 "Objects" means the objects of the Charity set out in paragraph 4.1.

2.13 "United Kingdom" means England, Wales, Scotland and Northern Ireland.

2.14 "writing" means in written form, including via electronic communication, except where inconsistent with any legal obligation.

2.15 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

2.16 Where the words "include(s)", "including" or "in particular" are used in these articles, they are deemed to have the words "without limitation" following them. Where the

context permits, the words “other” and “otherwise” are illustrative and shall not limit the sense of the words preceding them.

2.17 Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

3. LIABILITY OF MEMBERS

3.1 The liability of the members is limited.

3.2 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity’s assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity’s debts and liabilities contracted before he or she 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.

4. OBJECTS

4.1 The Charity’s objects are the relief of sickness and the preservation and protection of public health.

5. POWERS

5.1 The Charity has the power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has the power:

- (1) to foster co-operation and inter-communication between National Health Service (NHS) statutory and non-statutory management bodies, government departments, the health professions, other health organisations and providers, local authorities and other charitable institutions;
- (2) to educate the public in the needs of the NHS;
- (3) to give and exchange information and advice and to promote education in all matters relating to the NHS;
- (4) to promote research and to disseminate the results;
- (5) to publish or contribute to the publication of any papers, books, periodicals, reports or other documents;
- (6) to hold conferences, meetings, lectures, exhibitions and discussions;
- (7) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- (8) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not, except as may be required by law, undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (9) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- (10) subject to paragraph 6 below, to employ such staff, who shall not be trustees of the Charity, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants. The Charity may remunerate a trustee only to the extent permitted by paragraph 6 below and provided the Charity complies with the conditions set out in that paragraph;

- (11) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (12) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (13) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity; and
- (14) to do all such other lawful things as are necessary for the achievement of the Objects.

6. APPLICATION OF INCOME AND PROPERTY

6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity. Provided that nothing in these articles shall prevent any payment in good faith by the Charity:

- (1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf, provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
- (3) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding two (2) per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/110th part of the issued capital of that company;
- (5) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee; and
- (6) to any trustee of reasonable out-of-pocket expenses;
- (7) to any trustee pursuant to an indemnity from the Charity in the circumstances specified in paragraph 21;
- (8) of insurance designed to indemnify the trustees in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act, which the trustees may arrange to purchase out of the funds of the Charity and the trustees are entitled to benefit from any trustee indemnity insurance cover so purchased; and
- (9) to a trustee for the provision of services where such reasonable and proper remuneration is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act.

7. MEMBERSHIP

7.1 Membership shall be open to:

- (1) any statutory NHS or HSCS management body within the United Kingdom;
- (2) any health or social care body within the Isle of Man, the States of Guernsey and the States of Jersey which are equivalent to the bodies referred to in paragraph 7.1(1); and
- (3) any other health or social care related body or organisation (including any independent sector provider of health or social care) approved by the board of trustees,

and who completes an application for membership in the form required (if applicable).

- 7.2 The members of the Charity are those whose names are entered in the register of members.
- 7.3 A member, including a member from a Country, shall be entitled to choose to join one or more Networks upon admission to membership of the Charity, provided such member meets the eligibility criteria set out in the constitution or other requirements applicable to such Network.
- 7.4 An applicant from a Country shall be entitled to join the relevant Country Arrangement, provided such applicant meets the applicable eligibility requirements. Upon admission to membership, a member is not entitled to join any other Country Arrangement.
- 7.5 The board of trustees has the ultimate responsibility for determining whether an applicant is entitled to membership and may delegate that responsibility to an officer or officers of the Charity.
- 7.6 Membership shall cease if:
- (1) the member ceases to be eligible for membership as mentioned in paragraph 7.1; or
 - (2) the member ceases to exist; or
 - (3) the member resigns as a member by giving 6 months' notice in writing to the Charity; or
 - (4) the member's subscription shall have remained unpaid for 3 months after it has become payable and the board of trustees resolves to terminate the membership; or
 - (5) the member's conduct has been deemed by the board of trustees to be harmful or prejudicial to the Charity. The necessary resolution shall be passed by more than 50% of the members of the board of trustees present at a meeting whose business includes consideration of the matter and to which the relevant member has been invited to be represented. No member who has been expelled from membership is to be re-admitted except by a resolution carried by more than 50% of the members of the board of trustees.

8. ASSOCIATES

- 8.1 Subject as may otherwise be required by the board of trustees, there shall be three categories of associates, namely insight subscriber associates, general associates and country associates. References in these articles to "associates" means all insight subscribers, general associates and country associates, except where the context otherwise requires. An application for associate status in the required form (if applicable) shall be made and the board of trustees has responsibility for determining whether an applicant is entitled to be an associate and may delegate that decision to an officer or officers of the Charity and provided that no person shall be an associate if, in the opinion of the board of trustees, it would be in conflict with the Charity's

objects and/or harmful to its standing.

- 8.2 **Insight subscriber associate status** shall be open to: charities, voluntary organisations, universities, local medical groups, local government departments, housing associations, citizens advice bureaux, nursing homes, royal colleges; and other persons, bodies or organisations wishing to become associates as approved by the board of trustees.
- 8.3 **General associate status** shall be open to companies, other organisations and individuals who supply goods and/or services to the NHS.
- 8.4 **Country associate status** shall be open to companies, other organisations and individuals of the Countries who supply goods and/or services to the NHS.
- 8.5 The board of trustees shall have power to terminate or otherwise not continue the relevant associate status of any body or person where continuing that status would, in the opinion of the board of trustees, be in conflict with the Charity's objects or harmful to its standing. In any such case the associate concerned shall be given the opportunity to make representations to the board of trustees before a final decision is made. No associate who has been expelled from membership is to be re-admitted except by a resolution of the board of trustees.

9. SUBSCRIPTIONS AND ENTRANCE FEES

- 9.1 Each member and each associate shall pay the subscriptions and any entrance fee appropriate to their membership or associate status and also appropriate to their Network or Country Arrangement status (if applicable) and members and associates shall also enter into any agreement relevant to the services they shall receive as members or associates as the Charity shall consider appropriate. Members' subscriptions shall be paid within one calendar month after the commencement of the financial year to which they relate or if the subscription shall not have been fixed at that stage within one month after the notice of subscription shall have been given. Associates' subscriptions shall be paid within one calendar month of demand. Members of a Network or Country Arrangement shall pay the relevant, subscription fee in accordance with the relevant Network's or Country Arrangement's constitution or other requirements.
- 9.2 Subscriptions and entrance fees shall be fixed by the board of trustees who shall have the power to waive any entrance fee or vary any subscription as it thinks fit. Subscription and entrance fees may be required to be paid to the Charity or another company within the Charity's group of companies, as notified to the member or associate from time to time.
- 9.3 It shall be a condition of membership and associate status that a member or associate wishing to withdraw shall in relation to the payment of subscriptions be deemed to have given an undertaking to pay the appropriate subscription whilst in membership or associate status, including in the case of a member the period during which notice of withdrawal shall run.

10. THE NETWORKS

- 10.1 A member or associate of the Charity is entitled to join more than one Network, subject to paying the appropriate subscription and entry fees for such Networks.
- 10.2 Each Network is entitled to manage its own affairs, subject to the reasonable requirements of the board of trustees, and shall have a constitution or other requirements that sets out details regarding involvement with the Network and the operational details of the Network.
- 10.3 The constitutional and management arrangements for any Network shall be compatible with the provisions of these articles.
- 10.4 In the event of a Network being established, the relevant Network may be responsible

for the appointment of one of their members to the board of trustees.

Subscription Fees and Finances

- 10.5 The board of each Network shall be responsible for setting the subscription and entry fees for such Network subject to any reasonable requirements of the board of trustees. Such fees are payable by the member in addition to the subscription and entry fees payable in respect of membership of the Charity under the terms of these articles.
- 10.6 The finances of any Network shall accord with those of the Charity and its financial procedures and shall form part of the accounts of the Charity.

Committees and Working Parties

- 10.7 The Networks shall, subject to the provisions of these articles, have the power to establish committees and working parties and groups to deal with matters within its remit and the committees shall have power to establish sub committees and working parties to deal with matters within their remit.
- 10.8 The Networks, their committees, sub committees, working parties and groups may appoint advisers, subject to any requirements of the board of trustees.
- 10.9 The Networks and the board of trustees may make from time to time such arrangements on policy and representational matters regarding members and associates as may be desirable and convenient, including membership of any standing committee, ad hoc committee, working party or group.

Dissolution

- 10.10 Any Network may be dissolved by the board of trustees of the Charity, having considered the matter carefully and having listened to any representations from the relevant Network, or by a resolution passed by a simple majority of the Network's members at a general meeting held in accordance with the Network's constitution and management arrangements or other requirements, if any.

11. COUNTRY ARRANGEMENTS

- 11.1 Members or associates in each Country are entitled to join a local Country Arrangement of the Charity which, if so decided, may be open to other relevant Country members and associates as appropriate who wish to join in a similar manner to the parent Charity.
- 11.2 Each Country Arrangement is entitled to manage its own affairs, subject to the reasonable requirements of the board of trustees, and shall have locally agreed arrangements regarding involvement with the Country Arrangement and the operational details of the Country Arrangement.
- 11.3 The constitutional and management arrangements for any Country Arrangement shall be compatible with the provisions of these articles.
- 11.4 In the event of a Country Arrangement being established, the relevant Country Arrangement may be responsible for the appointment of one of their members to the board of trustees.

Subscription Fees & Finance

- 11.5 The board of each Country Arrangement shall be responsible for setting the subscription and entry fees for such Country Arrangement subject to any reasonable requirements of the board of trustees. Such fees are payable by the member and/or associate in addition to any subscription and entry fees payable in respect of membership and/or associateship of the Charity and/or a Network under the terms of these articles.

11.6 The finances of any Country Arrangement shall accord with those of the Charity and its financial procedures and shall form part of the accounts of the Charity.

Committees and Working Parties

11.7 The Country Arrangements shall, subject to the provisions of these articles, have the power to establish committees and working parties and groups to deal with matters within their remit and the committees shall have power to establish sub committees and working parties to deal with matters within their remit.

11.8 The Country Arrangements, their committees, sub committees, working parties and groups may appoint advisers, subject to any requirements of the board of trustees.

11.9 The Country Arrangements and the board of trustees may make from time to time such arrangements on policy and representational matters regarding members and associates from the Countries as may be desirable and convenient, including membership of any standing committee, ad hoc committee, working party or group.

Dissolution

11.10 Any Country Arrangement may be dissolved by the board of trustees of the Charity, having considered the matter carefully and having listened to any representations from the relevant Country Arrangement, or by a resolution passed by a simple majority of the Country Arrangement's members at a general meeting held in accordance with the Country Arrangement's constitution and management arrangements, if any.

12. GOVERNING AND MANAGEMENT ARRANGEMENTS

Board of Trustees

Remit

12.1 The board of trustees shall be responsible for:

- (1) the management of the Charity between general meetings;
- (2) any matters referred to it by a Network or a Country Arrangement or their representatives;
- (3) ensuring that the property of the Charity is held by trustees or a trust corporation as may be appropriate;
- (4) the finances of the Charity and the fixing of subscriptions and entry fees subject as otherwise set out herein including in relation to those subscriptions and entry fees agreed by the Networks and Country Arrangements for their own members;
- (5) the provision of Charity-wide services;
- (6) general meetings of the Charity;
- (7) expending the funds of the Charity in such manner as the trustees shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity; and
- (8) entering into contracts on behalf of the Charity.

12.2 Subject always to their statutory and other legal obligations as charitable trustees, the board of trustees in exercising their powers shall (i) further the objectives of the

Charity; and (ii) ensure that all members of the Charity are treated equally.

Composition

- 12.3 The number of trustees shall be at least 10, and shall include:
- (1) a person appointed by the trustees to act as the chair of the Charity;
 - (2) a person appointed by the trustees to act as the chair of the Audit Committee;
 - (3) a person appointed by the members in each Country Arrangement in accordance with the relevant constitutional and management arrangements;
 - (4) a person appointed by the members of each Network in accordance with the relevant constitution or other Network requirements; and
 - (5) a person appointed by The NHS Employers Policy Board (or any successor body which has taken over either or both the functions and responsibilities of such board).
- 12.4 The trustees may appoint persons who are willing to act as trustees and any trustees so appointed may be removed by the trustees.
- 12.5 Any other trustees for the time being shall be appointed in accordance with the arrangements approved by a general meeting.
- 12.6 No person may be appointed as a trustee:
- (1) unless he/she has attained the age of 18 years;
 - (2) in circumstances such that, had he/she already been a trustee, he/she would have been disqualified from acting under the provisions of paragraph 12.7; or
 - (3) unless he/she is a member of the board of, or holder of a comparable office in, a member.

Disqualification and Removal of Trustees

- 12.7 A trustee shall cease to hold office if he/she:
- (1) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) ceases to be eligible in accordance with paragraphs 12.3 to 12.5 (inclusive) for appointment as a representative;
 - (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs or for any similar reason ceases to be eligible;
 - (4) resigns his/her office by notice to the Charity; or
 - (5) is absent without the permission of the board of trustees from all their meetings held within a period of 6 months and the board of trustees resolve that his/her office be vacated.

Trustee's expenses

- 12.8 The trustees may be paid reasonable and proper travelling and other expenses as determined by the trustees in connection with their attendance at meetings of trustees or committees of trustees or otherwise in connection with the discharge of their duties.

Trustee's appointments

- 12.9 Except with the prior written approval of the Charity Commissioners or as expressly set out in these articles no trustee may:
- (1) receive any benefit in money or in kind from the Charity; or
 - (2) have a financial interest in the supply of goods or services to the Charity; or
 - (3) acquire or hold any interest in property of the Charity (except in order to hold it as a trustee of the charity).

Chair

- 12.10 A chair of the trustees shall be appointed by the board of trustees.
- 12.11 In the event the chair is not present at any meeting of the board of trustees, the trustees who are present may select one of their number to be the chair of the meeting.

Proceedings of the board of trustees

- 12.12 The board of trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum (as set out in paragraph 19 below), the continuing trustees or trustee may act only for the purpose of calling a general meeting.
- 12.13 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair for the time being of the meeting shall have a second or casting vote.
- 12.14 The board of trustees may appoint committees and working parties and groups for the purpose of performing any function or duty which in the opinion of the board of trustees would be more conveniently undertaken or carried out by a committee or working party or group, and the committees shall have the power to establish sub committees and working groups, provided that all acts and proceedings of any such committees shall be fully and promptly reported to the board of trustees.
- 12.15 The board of trustees may revoke or alter any delegation of its functions to a committee, sub committee, working party or group.
- 12.16 The board of trustees, committees, sub committees, working parties and groups may appoint advisers.
- 12.17 All acts done by the board of trustees, or by a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
- 12.18 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of the board of trustees or of a committee of the trustees, shall be as valid and effective as if it had been passed at a meeting of the board of trustees or (as the case may be) a committee of the trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

Conflicts of Interest

- 12.19 If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of

interests where the following conditions apply:

- (1) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (2) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
- (3) the unconflicted trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

In this paragraph, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

13. GENERAL MEETINGS OF THE CHARITY

No requirement for an Annual General Meeting ("AGM")

- 13.1 In accordance with the provisions of the Companies Act 2006 the Charity shall not be required to hold an AGM in any financial year.

General Meetings

- 13.2 General meetings shall be held at the discretion of the board of trustees. Alternatively, a general meeting may be held upon a request signed by not less than 40 members (of which at least 30 shall be within paragraph 7.1(1)) and such request is then signed by the chair or chief executive of the Charity.
- 13.3 A general meeting convened upon such a request shall be held within 6 weeks from the date the chair or chief executive receives the request and no business other than that stated in the request shall be transacted at the meeting.
- 13.4 Subject to paragraph 25.1, at least four (4) weeks' notice in writing shall be given of any general meeting.
- 13.5 General meetings shall be conducted in accordance with these articles and any standing orders.
- 13.6 Subject to statutory and other legal obligations, the board of trustees, in exercising their powers, shall ensure that all members of the Charity are treated equally.

Attendance and voting at general meetings

- 13.7 Every member shall have one vote on each motion before a general meeting. Associates are not entitled to vote.
- 13.8 Each member may send one or more representatives to a general meeting who shall between them have one vote on behalf of that member on each motion.
- 13.9 Associates and the board of trustees may send interested persons to all or part of any general meeting to act as observers. These persons may speak in relation to any matter at the permission of the chair, but may not vote.
- 13.10 A vote at a general meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded by the chair, a member or a member's representative. Unless a poll is demanded, the declaration by the chair of the result of a vote shall be conclusive and the result must be entered into the minute book.

- 13.11 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. A poll shall be taken within thirty days after it has been demanded (if not withdrawn) and in the matter directed by the chair. The result shall be deemed to be the resolution of the meeting.
- 13.12 Except as otherwise set out in these articles or other legal requirements, questions arising at a meeting shall be decided by a majority. If the votes are equal, the chair shall have a casting vote.
- 13.13 On a poll votes may be given in person, by a representative or by proxy.
- 13.14 Proxies may only be validly appointed by a notice in writing which (i) states the name and address of the member appointing the proxy; (ii) identifies the person to be that member's proxy and the general meeting in relation to which that person is appointed; (iii) is signed by or on behalf of the member appointing the proxy; and (iv) is delivered to the Charity in accordance with the articles.
- 13.15 Unless a proxy notice indicates otherwise, it must be treated as (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 13.16 The proxy notice shall be deposited at the Charity's office or such other place specified in the notice convening the meeting, not less than 48 hours before the commencement of the relevant meeting, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll. In default, the proxy notice shall not be treated as valid subject to the discretion of the board of trustees.
- 13.17 The appointment of a proxy shall be substantially in the following form:
- We _____, of _____, being a member of The NHS Confederation, hereby appoint _____ of _____, or failing him, _____, of _____ as my/our proxy to vote for us on our behalf at the general meeting of The NHS Confederation, to be held on the _____ day of _____ 20____, and at any adjournment thereof.
- Signed this _____ day of _____ 20____.
- 13.18 A vote given in accordance with a proxy notice shall be valid notwithstanding the previous revocation of the proxy, unless the Charities office received a written notice of revocation of the proxy before the commencement of the relevant meeting.

14. SIGNING OF DOCUMENTS

- 14.1 Unless otherwise so determined any instrument or document to be executed by the Charity shall be signed in accordance with the Charity's standing orders.

15. FINANCES, ACCOUNTS AND BANKING ARRANGEMENTS

- 15.1 The board of trustees shall be responsible for the financial management of the Charity, including having any final decision in relation to the setting of subscriptions and entrance fees in accordance with these articles.
- 15.2 Without prejudice to the generality of such financial management the board of trustees in making and adjusting budgets shall:
- (1) take into account the proposed work programme and running costs of the Charity;
 - (2) allocate budgets which also take account of the income received in subscriptions from the members they represent and their proposed work programme; and

(3) take into account the generation of future income.

15.3 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the board of trustees and shall indicate the name of the Charity. The board of trustees shall make such arrangements as they consider appropriate for the payment of money from such account or accounts.

15.4 The board of trustees shall arrange for audited accounts to be prepared for each accounting period and to be made available to members, associates and other persons in a manner which the board of trustees considers appropriate.

15.5 Until the board of trustees otherwise resolve the Charity's accounting year shall end on 31st March, and subscriptions will be levied for periods from 1 April to 31 March.

16. AUDITORS

16.1 Independent auditors shall be appointed by the trustees to hold office.

17. ANNUAL REPORT AND ANNUAL RETURN

17.1 The board of trustees shall comply with their obligations under the Charities Act (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and the annual return and their transmission to the Charity Commissioners.

18. STANDING ORDERS

18.1 The board of trustees may make standing orders for the regulation of the Charity's business.

19. QUORUM

19.1 No business shall be transacted at any general meeting or meeting of the board of trustees unless a quorum is present.

19.2 The quorum at general meetings shall be a representative of one-fifth of the members, either present in person or through a representative or proxy.

19.3 The quorum at meetings of the board of trustees shall be four (4) trustees.

20. STAFF

20.1 The board of trustees may appoint a chief executive to head the management of the Charity. He/she will be responsible to the board of trustees for the strategic and operational activities of the Charity. He/she will work to the policies set by the board of trustees and will account to the trustees for the implementation and delivery of their policies.

21. INDEMNITY

21.1 The Charity may indemnify a relevant trustee against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

21.2 In this article, "relevant trustee" means any trustee or former trustee of the Charity.

22. NOTICES

22.1 Any notice to be given to or by any person or body pursuant to these articles shall be in writing except that a notice calling a meeting of the board of trustees, or committee need not be in writing if time does not permit.

- 22.2 The Charity may give any notice to any member or associate or other body either personally, by sending it by post in a pre-paid envelope or via electronic communication addressed to the chair or chief executive of the member or associate at its or his/her registered address or such other address as the member shall notify to the Charity in the United Kingdom, or by leaving it at that address.
- 22.3 A member or associate represented at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 22.4 A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, if sent via electronic communication before 4pm and no delivery failed message is returned, on the day it is sent.

23. ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION

- 23.1 The provisions of these articles (subject to paragraphs 23.2 to 23.4) shall be altered only by a resolution that has been passed by a majority of not less than three-fourths of such members or their representatives or proxies present and voting at a meeting of the Charity by a notice in which the resolutions proposed shall be set out, or passed in accordance with paragraph 24 (Written Resolutions).
- 23.2 No resolution shall be passed as may have the effect of altering the charitable status of the Charity; or affect the right of the Charity and any group and their Networks or the Country Arrangements for time being established within the Charity expressing differing views or taking differing action in relation to policy matters affecting the NHS from that of any other Charity or group within the Charity; or, have the effect of altering the intent of paragraphs 12.2 and 13.6.
- 23.3 Except as expressly provided in these articles any proposal for change relating to the role, functions, powers and composition of the board of trustees and/or the Networks and/or Country Arrangements shall, unless it has first been considered by the board of trustees and/or the Networks and/or Country Arrangements and supported by each of them as applicable, stand referred to a meeting of the members. In such case the board of trustees and the Network and/or the Country Arrangement shall be required to submit their comments and recommendations thereon to the meeting.
- 23.4 No resolution shall be passed as may have the effect of amending the Charity's objects (as set out in the Charity's memorandum of association) or any other changes to the Charity's memorandum or articles of association which directs or restricts the way the Charity's property is used or applied without the prior written approval of the Charity Commission.

24. WRITTEN RESOLUTION

- 24.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (1) a copy of the proposed resolution has been sent to every eligible member;
 - (2) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (3) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 24.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 24.3 In the case of a member that is an organisation, its authorised representative may

signify its agreement.

25. DISSOLUTION

- 25.1 The Charity may be dissolved by a resolution passed by a three-fourths majority of those members present in person or through a representative or proxy and voting at a general meeting convened for the purpose and in respect of which not less than 6 weeks' notice shall have been given to the members. Such resolution shall give instructions for the disposal of any assets held by or in the name of the Charity in accordance with paragraph 25.2 below.
- 25.2 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by paragraph 6 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.