

Creating opportunities with disabled people

LEONARD CHESHIRE



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Charity Information Division
The Charity Commission for England & Wales
PO Box 1155
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LEGAL DEPT
tel: 0207 802 8209
email: vicki.moore@lc-uk.org

1 December 2005

Dear Sir/Madam

Re: The Leonard Cheshire Foundation – Charity Number: 218186

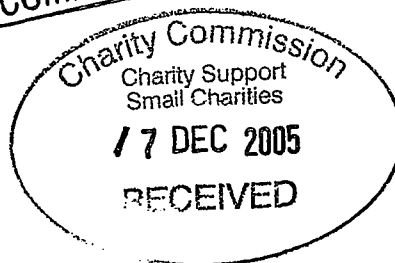
The Foundation has recently adopted new Articles of Association. Accordingly, I enclose for filing:

1. Certified copy of Special Resolution
2. Certified copy of Articles of Association

I trust that all is in order, however please contact me if you have any questions.

Yours faithfully

Vicki Moore
Legal Adviser



THE COMPANIES ACT 1985

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

THE LEONARD CHESHIRE FOUNDATION ("THE COMPANY")

(Company Registration No. 552847)

SPECIAL RESOLUTION

(Passed 18th November 2005)

At an Extraordinary General Meeting of the Company duly convened and held at Hilton Leicester Hotel on 18 November 2005, the following resolution was passed as a SPECIAL RESOLUTION:

- I. That the New Articles of Association of the Company, produced to the meeting and signed for the purposes of identification by the Chairman of the meeting, are hereby adopted as the New Articles of Association of the Company in substitution for and to the exclusion of the previous Articles of Association of the Company.

Nigel Broomfield

SIR NIGEL BROOMFIELD
Chairman

*Certified to be a true and complete copy of
the original*

SIGNED *[Signature]*

ASHLEY S. SILVER, SOLICITOR

HEAD OF LEGAL AFFAIRS/COMPANY SECRETARY

These are the New Articles referred to in the Notice of Meeting (dated 25th October 2005) to be held on 18th November 2005 which were adopted at that meeting by Special Resolution.

THE COMPANIES ACT 1985

X *Nigel Broome* X
SIR NIGEL BROOME
(CHAIRMAN)

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

New Articles of Association

of

THE LEONARD CHESHIRE FOUNDATION

(Adopted by Special Resolution passed on 18th November 2005)

INTERPRETATION

1. In these Articles the words standing in the first column below shall bear the meaning set opposite to them respectively in the second column below, if not inconsistent with the subject or context:-

WORDS

MEANINGS

the Act	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
the Charities Act	The Charities Act 1993 and any statutory modification or re-enactment thereof for the time being in force
Leonard Cheshire	The Leonard Cheshire Foundation
the Articles	these Articles of Association of Leonard Cheshire as amended by Special Resolution passed on 18 th November 2005
the Auditors	the auditors from time to time of Leonard Cheshire

Certified as a true and complete copy of the original
SIGNED *Ashley S. Silver*
ASHLEY S. SILVER, SOLICITOR
HEAD OF LEGAL AFFAIRS/COMPANY SECRETARY

clear days	the period excluding the day when a notice is given or deemed to be given and the day for which it is given or on which it is to take effect
electronic communication	the same meaning as in the Electronic Communications Act 2000
members	such persons as are referred to in Article 4
month	calendar month
notice	includes notice given by means of electronic communication
the Office	the registered office of Leonard Cheshire
the Seal	the common seal of Leonard Cheshire
the Secretary	the company secretary of Leonard Cheshire
Trustee	a director of Leonard Cheshire
the United Kingdom	Great Britain and Northern Ireland
in writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including words contained in any electronic communication

Unless inconsistent with the subject or context, 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.

Wherever these Articles refer to one third or two thirds of a body of people, in the event that the number of people within such body is not a multiple of three, the number representing one third or two thirds shall be rounded up to the next whole number.

Any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

PURPOSES

2. Leonard Cheshire is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. Subject to the provisions of these Articles, the members of Leonard Cheshire shall consist of the subscribers to the Memorandum of Association of Leonard Cheshire and such other persons as are admitted to membership in accordance with these Articles.
4. Membership of Leonard Cheshire shall be restricted to those persons (and only those persons) who are Trustees from time to time for so long as they remain Trustees, and all other persons who were members on 18th November 2005 shall cease to be members on that date. Such persons as are elected as Trustees shall upon their being elected be deemed to be admitted as members of Leonard Cheshire without any requirement for such admission to be confirmed by the Trustees.
5. The register of members shall be maintained by the Secretary and shall be kept at the Office. Without prejudice to Articles 4 or 6, when any person is admitted as or ceases to be a member from time to time, the Secretary will confirm in writing, as the case may be that admission or cessation, to that person.
6.
 - (A) Any member may at any time resign as a member by notice in writing to the Chairman of the Trustees
 - (B) In relation to any member, immediately upon such individual ceasing to be a Trustee (at any time and for any reason) he shall forthwith cease to be a member
 - (C) The Trustees may expel any member who, in the opinion of the Trustees, is likely to bring Leonard Cheshire into disrepute or for any other reasons that the Trustees may from time to time determine. Any resolution for the expulsion of a member shall be voted on by secret ballot and require an affirmative vote of not less than two thirds of the Trustees who vote. The member concerned shall be given the opportunity of attending and speaking at the meeting at which the resolution is proposed. The member concerned shall cease to be a member immediately upon the passing of such resolution by the Trustees.
7. The rights of a member are not transferable or transmissible on his death.

GENERAL MEETINGS

8. Leonard Cheshire 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 Trustees, and shall specify the meeting as such in the notice in writing calling it, and no more than fifteen months shall elapse between Annual General Meetings.
9. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
10. The Trustees may whenever they think fit, by affirmative vote of at least one third of the Trustees, convene an Extraordinary General Meeting and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting.
11. At least twenty-one clear days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fifteen clear days' notice in writing of every other General Meeting specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given to all members and to the Trustees and Auditors; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
12. The accidental omission to give notice of a meeting to, or the accidental non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate the business transacted at such meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business transacted at an Extraordinary General Meeting, and all business transacted at an Annual General Meeting (except the consideration of Leonard Cheshire's income and expenditure account and balance sheet and the reports of the Trustees and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors) will be deemed special business. Subject to the provisions of the Act, the business transacted at an Extraordinary General Meeting may, if the Trustees consider it appropriate, include the consideration of Leonard Cheshire's income and expenditure account and balance sheet, and the reports of the Trustees and the Auditors.
14. No business shall be transacted at any General Meeting unless a quorum is present. One third of the persons entitled to vote upon the business to be transacted, each being a member, shall constitute a quorum.
15. If within 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 for

fourteen days, at the same time and place, or at such other place as the Trustees may determine, and if at such adjourned meeting a quorum is not present within an hour from the time appointed for holding such meeting, the meeting shall be dissolved.

16. The Chairman of the Trustees shall preside as Chairman at every General Meeting. If there is no Chairman, or he has notified the Secretary that he is unable to attend, or if at any meeting he is not present within thirty minutes after the time appointed for holding the meeting, or he is unwilling to preside, a Vice Chairman of the Trustees shall preside. If no such Vice Chairman is present or willing to preside, the members present shall choose one of the other Trustees present to be Chairman of the meeting.
17. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a 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 properly 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 an adjournment, or of the business to be transacted at an adjourned meeting.
18. 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 not less than one tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll is so demanded, a declaration by the Chairman of the meeting 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 Leonard Cheshire, 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, before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of the show of hands declared before the demand for the poll was made.
19. Subject to the provisions of Articles 18 and 20, if a poll is demanded, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, including the appointment of scrutineers (who need not be members). The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least

- seven clear days' notice in writing shall be given specifying the time and place at which the poll is to be taken.
20. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
 21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.
 22. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

23. Subject to Article 24, every member shall have one vote, whether on a show of hands or on a poll or on a secret ballot.
24. Votes may be given on a poll either personally or by proxy. On a show of hands a person present as a member's proxy shall have no vote in that capacity. No person shall act as a proxy who is not entitled to be present and vote in his own right.
25. The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the form set out in Article 28 or in such form as the Trustees may approve.
26. 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 or at such other place or address, including an address for the purpose of receiving electronic communications, or delivered to such person, as may be specified or agreed by the Trustees, 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 proposes 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 end of the meeting (or any adjournment of the meeting) for which it was executed.
27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous termination of the authority of the person voting, unless notice in writing of such termination of authority was received at the Office not less than forty eight hours before the commencement of the meeting or adjourned meeting at which the vote is given. If notice is an electronic communication it shall be sent to the Office using such email address as is notified for that purpose.

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"THE LEONARD CHESHIRE FOUNDATION

"I,

"of

"a member of THE LEONARD CHESHIRE FOUNDATION

"hereby appoint the Chairman of the Meeting

"of

"and failing him,

(any such person being a

"of

member of Leonard Cheshire)

"to vote for me and on my behalf at the (Annual or

"Extraordinary, or Adjourned, as the case may be)

"General Meeting of Leonard Cheshire 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.

THE TRUSTEES

29. Until otherwise determined by a General Meeting, the number of Trustees shall not be less than seven nor more than forty.
30. The Trustees at any time by secret ballot may appoint any person as a Trustee provided that the prescribed maximum is not exceeded. Any such appointment will require an affirmative vote of two thirds of those voting.

POWERS OF THE TRUSTEES

31. The business of Leonard Cheshire shall be managed by the Trustees who may exercise all such powers of Leonard Cheshire, and do on behalf of Leonard Cheshire all such things as may be done by Leonard Cheshire, and as are not by statute or by the Articles required to be exercised or done by Leonard Cheshire in General Meeting, but no regulation made by Leonard Cheshire in General Meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made.
32. If the number of Trustees shall at any time be less than the minimum number prescribed by the Articles, it shall be lawful for the Trustees to act as the Trustees for the purpose of admitting persons to membership of Leonard Cheshire, filling up vacancies in the Trustee body, or summoning a General Meeting, but not for any other purpose.

33. The Trustees may delegate any of their powers to committees consisting, as to voting members, of such Trustees as they think fit (and not including as voting members any persons who are not Trustees). Any committee so formed shall, in the exercise of the powers so delegated, conform to any terms of reference, policies, procedures, regulations or other requirements imposed on it by the Trustees. Such committees shall have power to co-opt any Trustees or other persons as members to serve upon it subject to any requirement imposed by the Trustees. The Trustees shall be at liberty to remove any member of any such committee at any time. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees. All acts and proceedings of such committees will be fully and promptly reported to the Trustees.

SECRETARY

34. The Secretary shall be appointed by the Trustees for such time, at such remuneration (if not a Trustee) and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary, if there is no Secretary or no Secretary capable of acting.

THE SEAL

35. The Seal shall only be used by the authority of the Trustees or of a committee of Trustees duly authorised by the Trustees. Any instrument to which the Seal is affixed shall be signed by a Trustee and the Secretary or by two Trustees.

DISQUALIFICATION OF TRUSTEES

36. The office of Trustee shall automatically be vacated with immediate effect in any of the following circumstances:-
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors
 - (B) If he dies
 - (C) If he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs
 - (D) If he ceases to be a member of Leonard Cheshire

- (E) If by notice in writing to Leonard Cheshire he resigns his office but only if when that resignation takes effect there are at least two other Trustees in office
- (F) If he ceases to be a Trustee by virtue of any provision of the Act or is prohibited by law from being a Trustee or director of a company
- (G) Upon his attaining the age of 75.
- (H) If he is convicted of an indictable offence for which he is sentenced to a term of imprisonment
- (I) If he is absent without the prior permission of the Chairman of the Trustees from at least 3 consecutive meetings of the Trustees and the Trustees resolve that his office be vacated. The Trustee concerned shall be entitled to attend and speak at the meeting at which the resolution is proposed. Any such resolution shall be voted on by secret ballot and require an affirmative vote of two thirds of those voting. The Trustee concerned shall cease to be a Trustee immediately upon the passing of such resolution
- (J) If he is removed from office by a resolution of the Trustees. Any such resolution shall be voted on by secret ballot and require an affirmative vote of two thirds of those voting. The Trustee concerned shall be given the opportunity of attending and speaking at the meeting at which the resolution is proposed. The Trustee concerned shall cease to be a Trustee immediately upon the passing of such resolution
- (K) If he reaches the end of his final term of office under Article 37

RE-ELECTION OF TRUSTEES

- 37. (A) Each Trustee shall automatically retire on the third anniversary of his initial appointment. He will then be eligible for re-election by secret ballot of the members for a second period of three years. The ballot may be held on or up to four months before that anniversary
- (B) Each Trustee shall automatically retire upon expiry of the period of his second appointment. He will then be eligible for re-election by secret ballot of the members for a third and final period of three years. The ballot may be held on or up to four months before that anniversary
- (C) Each Trustee shall automatically retire upon expiry of the period of his third appointment but shall not thereupon be eligible for re-election

- (D) Any such second or third re-election will require an affirmative vote of two thirds of those voting
- (E) In no circumstances shall any Trustee be eligible to hold office for more than a maximum term of office of nine years whether or not that maximum term consists of a continuous period

PROCEEDINGS OF THE TRUSTEES

- 38. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A quorum for meetings of the Trustees shall be one third of Trustees. A meeting of the Trustees at which a quorum is present may exercise all authorities, powers and discretions under the Articles vested in the Trustees generally. Questions arising at any meeting shall be decided by a simple majority of votes of those voting. In case of an equality of votes the Chairman shall not have a second or casting vote.
- 39. The Trustees may at any meeting decide the date, time and location of any future meetings of the Trustees. The Secretary shall, on receiving notice in writing from at least one third of the Trustees of their desire to convene a meeting of the Trustees, give notice to all Trustees of such meeting.
- 40.
 - (A) The Trustees shall from time to time by secret ballot elect one of their number as Chairman of the Trustees and may at any time remove him from office. Any such election or removal will require an affirmative vote of two thirds of those voting. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of the Trustees at which he shall be present
 - (B) The following provisions shall be subject to Article 40(A). The Chairman of the Trustees shall hold office until his current period of appointment as a Trustee expires or terminates. If he is re-elected as a Trustee upon such expiry or termination, the Trustees shall by secret ballot decide whether to re-elect him as Chairman. Upon such re-election, he shall again hold office as Chairman until his current period of appointment as a Trustee expires or terminates. If he is re-elected as a Trustee upon such expiry or termination, the Trustees shall again by secret ballot decide whether to re-elect him as Chairman. Upon such re-election, he shall hold office as Chairman until his current period of appointment as a Trustee expires or terminates. In no circumstances shall any person be eligible to hold office as Chairman of the Trustees for more than a maximum term of office of nine years whether or not that maximum term consists of a continuous period
 - (C) The Chairman of the Trustees may in his discretion at any time and from time to time decide to recommend to the Trustees that a

51. Clause 8 of the Memorandum of Association of Leonard Cheshire relating to the winding up and dissolution of Leonard Cheshire shall have effect as if the provisions thereof were repeated in the Articles.

INDEMNITY

52. Subject to the provisions of the Act, every Trustee or other officer of Leonard Cheshire may be indemnified out of the assets of Leonard Cheshire against the costs of a successful defence to a criminal prosecution brought against them or against personal liability incurred in respect of an act or omission which is, or is alleged to be, a breach of duty, including the costs of defending a civil claim by a third party, unless the Trustee or officer concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.