


SEPARATOR SHEET

C SA THURSDAY		
	ACDZL3BL	
A16	12/10/2023	#123
	COMPANIES HOUSE	
A18	*ACC7WSLU*	#3
	16/09/2023	
	COMPANIES HOUSE	



Companies Act 2006

SPECIAL/WRITTEN/ORDINARY RESOLUTION

Company Number: 02700516

Company Name: Katharine House Hospice

On the 11th day of October 2012 the following special/written/ordinary resolution was agreed and passed by member:

Explanation of Proposed Amendments to the Memorandum & Articles of Association

Throughout this document the reference numbers are to the old memorandum and articles, copy enclosed.

1. Quoracy

Article 13 read:

“No business shall be transacted at any meeting unless a quorum is present. Twenty members personally present shall be a quorum.”

And has been amended to read:

“No business shall be transacted at any meeting unless a quorum is present. 25% of the membership or 15 members, whichever is the fewer, personally present shall be a quorum.”

This amendment was approved unanimously by a special resolution at a quorate Annual General Meeting held 13 October 2011

2. Payment for trustees

Clause 4 of the Memorandum of Association read:

“The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association, and no members of its Council of Management shall be appointed to any Office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money’s worth from the Association.

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Association:-”

A new sub-clause has been added to provide for payments to trustees for services. We felt this was needed as we required medical cover at short notice, one of the trustees provided a number of sessions but we could not make the standard payment to him. Sub-clause (f) reads:

- (f) Of reasonable and proper remuneration to any members of the Council of Management or connected person who may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Association where that is permitted in accordance with, and subject to the conditions in section 73A to 73C of the Charities Act 1993; and

This amendment was approved by Special Resolution at an Extraordinary General Meeting held 23rd November 2011. The members who were also trustees were asked not to attend this meeting due to a clear conflict of interest.

The voting was:

	For	Against	Abstain
Personally present	12	3	0
By Proxy	6	4	9
Total	18	7	9

Minutes of the EGM are attached.

3. Amendments approved at the Annual General Meeting 11 October 2012

All amendments were approved unanimously by a quorate meeting.

3.1 Explicit powers to enter into partnerships

The only amendment to the memorandum is to Clause 3, sub-clause 2, sub-clause (R) which has the words underlined added to it:

“To enter into partnerships, joint ventures, contracts or sub-contracts and do all such other lawful things as are necessary for the attainment of the principal objects of the Association”

It was felt that these powers existed in the second part of the clause in any case, but this makes it explicit.

3.2 Change in numbering

Throughout the Articles the whole numbering system has been changed to make the grouping of articles clearer. This will help ensure all relevant articles are read when ensuring we are complying with our governing documents.

3.3 Change in terminology

Throughout the articles the term “Council of Management” has been replaced by “Board of Trustees” and therefore “Council” by “Board”. This is to make a clear distinction between the Management Team and the Trustee Board.

3.4 Clarity that male refers to female

In clause 1 of the Articles the following sentence has been added:

“Throughout the Articles the male gender implies the female gender.”

3.5 Deletion of references to the first subscribers

Clauses 34, 37 (a) (i) and 37 (b) (i) of the Articles are deleted as they refer to the first subscribers, which situation is no longer applicable to the company.

3.6 Tenure of office trustees is clarified to ensure consistency

The old article 37 (b) (ii) reads that the first term of office shall expire:

“...at the conclusion of the annual general meeting next held after the expiry of six years from the commencement date.”

This means technically that if a trustee is appointed on 13 October 2011 then if the AGM is held on 6 October 2017 they are eligible for another year before re-election, but if it is held on 20 October 2017 they must be re-elected. New clause 10.6 makes it explicit that expiry relates to the relevant AGM and reads:

“The term of office of a person as a member of the Board shall expire at the conclusion of the 6th annual general meeting after the commencement date”

3.7 Set term of office for Chairman

The old clause 48 commences:

“The Council shall annually elect a chairman who shall be ...”

It was felt that in an organisation of the size that this charity has become there is a need for stability in the leadership of the organisation. It was felt that up to a six year tenure would provide this. Clause 48 has been split up with the first part coming under new clause 10.8 which reads:

“The Board shall elect one of their number to act as Chairman, such Chairman being entitled to remain in office for three years from the date of appointment. The Chairman shall be eligible for re-election for a further period of 3 years. The Board may terminate such appointment at any time.”

Whilst the board may terminate the appointment of the chair, the members will retain their entitlement to remove a chairman, should they so choose, by removing him/her as a trustee under articles clauses 10.11 (f) and 10.12 (new numbering).

3.8 Appointment of a Vice-chairman

Clause 10.9 has been added to read:

“The Board may, at its discretion, appoint a Vice Chairman for a period which they will stipulate, not exceeding one year from the date of appointment.”

3.9 Drafting amendments

There are a number of very minor amendments in relation to punctuation, spellings, and typographical errors. These are not detailed here.

There are also some clauses that have been retained, but moved into a different place for ease of reading.

The first part of 48 has moved to 10.8 – see 3.7 above. The rest is at 12.3, which has been slightly redrafted.

Old clause 45 has moved to new clause 10.11

Old clauses 59 and 60 have been joined on our version, as at some point they have been inadvertently split