

## Proposed Amendments to the Memorandum & Articles of Association

At a General Meeting held on 24<sup>th</sup> May 2022 a special resolution was passed to approve the following changes: -

Special Resolution of the Members to amend the Charity's Objects to read: -

The Charity's objects are restricted specifically, only for the public benefit, to:

- 2.1 promote by the establishment and provision of personalised high quality palliative and end of life care;
- 2.2 provide home nursing, emotional support, complementary therapies, and lymphoedema care when and where needed;
- 2.3 provide domiciliary care and/or day care and/or the relief of adults hereinafter referred to as "Patients" who are suffering from any chronic or terminal illness or from any disability or disease attributable to old age or from any other physical or mental infirmity, disability or disease in such ways as the Charity shall from time to time think fit; and
- 2.4 provide support for carers and family of Patients.

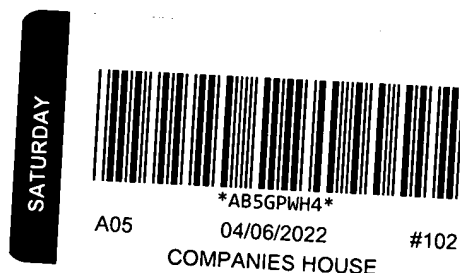
Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom.

All present voted in favour of the changes.

Signed by Members of the Company entitled to attend and vote at a General Meeting of the Company.



Brendon Cook, Chair of the Board of Trustees



*Hospice at Home West Cumbria is committed to protecting your privacy. It is in our legitimate interest to use your data to process any donation(s) we may receive from you; for administration purposes; for internal record keeping and to check on your preferences from time to time to ensure they are up to date. For further information about our Privacy Policy, please see our website.*

**Patron:** His Royal Highness The Prince of Wales; **President:** Dr E B Herd;  
**Vice Presidents:** Mrs M E Todd, Mr R Stout, Dr R Walker; **Chair:** Brendon Cook; **CEO:** Julie Monk

**Head Office:**  
Therapy and Information Centre  
10 Finkle Street, Workington,  
Cumbria, CA14 2BB  
Telephone: 01900 873173  
Email: [info@hhwc.org.uk](mailto:info@hhwc.org.uk)

**Clinical Enquiries:**  
Workington Community Hospital  
Park Lane, Workington  
Cumbria, CA14 2RW  
Telephone: 01900 705200  
Email: [adminHAHWC@ncumbria.nhs.uk](mailto:adminHAHWC@ncumbria.nhs.uk)

Hospice at Home West Cumbria is a  
Company Limited by Guarantee Registered  
in England and Wales  
Registered No: 4191126  
Registered Charity No. 1086837  
[www.hospiceathomewestcumbria.org](http://www.hospiceathomewestcumbria.org)



@HospiceatHomeWC



@hospice.cumbria



@hospice\_at\_home\_wc



@hospice\_at\_home\_wc



@Hospiceathomewestcumbria



**HOSPICE AT HOME  
WEST CUMBRIA**

*Enhancing life, excelling in care*

## **General Meeting – Tuesday 24<sup>th</sup> May, 4 pm**

### **1. Welcome, thanks for attending and introductions**

### **2. Apologies**

(18 members)

B Herd, M Herd, R Stout, M Stout, M Todd, J Bowe, B Stephens, M Walker, A McGill, K Edmundson, L Edmundson, F Watson, L Hewitt, D Elliott, D Lydon, L Sellers, M Roberts, R Walker

Confirmed attendance at today's meeting: -

F Chaudhri, J Monk, B Cook (Chair), S Beaty, A Lewthwaite, P Skelton, L Williams, H Plaskett, C Wilson, B Mavir, D Harper, C Robertson, Company Secretary

### **3. Purpose of meeting: -**

To amend the objects of the charity there is a requirement to pass a special resolution of the members following the processes set out in our governing document. This meeting was called to pass a special resolution of the members and adopt the revised Memorandum & Articles of Association.

### **4. Introduction**

As Hospice at Home West Cumbria is a company limited by guarantee our constitution, which sets out our purpose, powers and rules regarding governance is known as the Memorandum and Articles of Association.

As we are a registered company and a charity our Memorandum and Articles of Association are filed with Companies House and registered with the Charity Commission.

The last revision of this document took place in October 2018 and as it had not been fully reviewed for some time and was out of date, the HR & Governance Committee agreed to appoint Cartmell Shepherd Solicitors to undertake a formal review.

In August 2021, Sam Lyon of Cartmell Shepherd Solicitors (who is here with us today) was appointed to re-draft the Memorandum and Articles of Association.

The new version with some changes to the existing objects and powers was agreed by the HR & Governance Committee in November 2021. These amendments needed approval by the Charity

**Patron:** His Royal Highness The Prince of Wales; **President:** Dr E B Herd;  
**Vice Presidents:** Mrs M E Todd, Mr R Stout, Dr R Walker; **Chair:** Brendon Cook; **CEO:** Julie Monk

#### **Head Office:**

Therapy and Information Centre  
10 Finkle Street, Workington,  
Cumbria, CA14 2BB  
Telephone: 01900 873173  
Email: [info@hhwc.org.uk](mailto:info@hhwc.org.uk)

#### **Clinical Enquiries:**

Workington Community Hospital  
Park Lane, Workington  
Cumbria, CA14 2RW  
Telephone: 01900 705200  
Email: [adminHAHW@ncumbria.nhs.uk](mailto:adminHAHW@ncumbria.nhs.uk)

Hospice at Home West Cumbria is a  
Company Limited by Guarantee Registered  
in England and Wales  
Registered No: 4191126  
Registered Charity No. 1086837  
[www.hospiceathomewestcumbria.org](http://www.hospiceathomewestcumbria.org)



@HospiceatHomeWC



@hospice.cumbria



@hospice\_at\_home\_wc



@hospice\_at\_home\_wc



@Hospiceathomewestcumbria

Commission before the document could be signed off by Trustees and Members of Hospice at Home West Cumbria and we received formal consent for this on 22<sup>nd</sup> April 2022 under s.198(2)(a) of the Charities Act 2011.

## 5. Presentation from Sam Lyon and Questions

Sam Lyon explained the changes to the document. The document is in a standard legal language and the Hospice at Home West Cumbria specific terminology has been modernised into language more accessible to members and trustees; the current arrangements have also been reviewed based upon experience of similar organisation's governance structures.

The Charity's Objects have been amended as follows: -

*(The Charity's objects are restricted specifically, only for the public benefit, to:*

*2.1 promote by the establishment and provision of personalised high quality palliative and end of life care;*

*2.2 provide home nursing, emotional support, complementary therapies, and lymphoedema care when and where needed;*

*2.3 provide domiciliary care and/or day care and/or the relief of adults hereinafter referred to as "Patients" who are suffering from any chronic or terminal illness or from any disability or disease attributable to old age or from any other physical or mental infirmity, disability or disease in such ways as the Charity shall from time to time think fit; and*

*2.4 provide support for carers and family of Patients.*

*Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom.)*

No questions were received from Members.

## 6. Voting

All present voted in favour of the changes.

Include proxy votes – 16 in total, 13 for 2 against, 1 spoilt.

The Company Secretary will now inform Companies House about the change of objects within 15 days of the resolution being passed and once she has received confirmation of registration, she is then required to advise the Charity Commission of the date the new objects were registered.

## 7. Membership

Clarification of membership: -

Companies limited by guarantee must have members. A member is someone who has a genuine interest in how the organisation is run. The Companies Act 2006 confers a number of statutory rights on members: -

- Right to attend and vote at general meetings

**Patron:** His Royal Highness The Prince of Wales; **President:** Dr E B Herd;  
**Vice Presidents:** Mrs M E Todd, Mr R Stout, Dr R Walker; **Chair:** Brendon Cook; **CEO:** Julie Monk

### Head Office:

Therapy and Information Centre  
10 Finkle Street, Workington,  
Cumbria, CA14 2BB  
Telephone: 01900 873173  
Email: [info@hhwc.org.uk](mailto:info@hhwc.org.uk)

### Clinical Enquiries:

Workington Community Hospital  
Park Lane, Workington  
Cumbria, CA14 2RW  
Telephone: 01900 705200  
Email: [adminHAHWC@ncumbria.nhs.uk](mailto:adminHAHWC@ncumbria.nhs.uk)

Hospice at Home West Cumbria is a  
Company Limited by Guarantee Registered  
in England and Wales  
Registered No: 4191126  
Registered Charity No. 1086837  
[www.hospiceathomewestcumbria.org](http://www.hospiceathomewestcumbria.org)



@HospiceatHomeWC



@hospice.cumbria



@hospice\_at\_home\_wc



@hospice\_at\_home\_wc



@Hospiceathomewestcumbria

- Right to appoint a proxy
- Right to remove directors
- Right to appoint auditors
- Right to convene a general meeting
- Right to amend the articles

We currently have 47 members (12 of these are also Trustees of the organisation, 2 are staff). We have a membership form, and no membership fee applies.

We also have a 'Friends of Hospice' scheme which anyone can join and make a regular donation as well as a large group of supporters.

It is our intention to review our membership and make sure that a formal appointment process is in place for new members and appropriate records are maintained.

## 8. Presidents and Patrons

Current: –

Patron – HRH Prince of Wales

President – Dr Brian Herd

Vice Presidents – Mary Todd, Richard Stout, Dr Rob Walker

Lord Frank Judd MP was our president and vice president for many years but sadly died last year.

Our president, Dr Herd has approached the Baroness Hayman of Ullock, formerly Sue Hayman MP, and she has agreed to become a Vice President. Her letter concludes "... I would be absolutely delighted to accept your invitation - it would be an honour to be able to support the work of Hospice at Home West Cumbria and to do my best to continue the support you received from Frank..."

Brian has a high regard for Sue's ability and commitment, and he is sure she will be an asset to HHWC. Good, too, to have a voice speaking on our behalf in the House of Lords!

As these are classed as figurehead roles only, they are not referred to in our constitution and there is no formal appointment process necessary.

## 9. AoB

None.

Meeting closed at 16:30 hrs



Brendon Cook, Chair of the Board of Trustees

**Patron:** His Royal Highness The Prince of Wales; **President:** Dr E B Herd;  
**Vice Presidents:** Mrs M E Todd, Mr R Stout, Dr R Walker; **Chair:** Brendon Cook; **CEO:** Julie Monk

### Head Office:

Therapy and Information Centre  
 10 Finkle Street, Workington,  
 Cumbria, CA14 2BB  
 Telephone: 01900 873173  
 Email: [info@hhwc.org.uk](mailto:info@hhwc.org.uk)

### Clinical Enquiries:

Workington Community Hospital  
 Park Lane, Workington  
 Cumbria, CA14 2RW  
 Telephone: 01900 705200  
 Email: [adminHAHWC@ncumbria.nhs.uk](mailto:adminHAHWC@ncumbria.nhs.uk)

Hospice at Home West Cumbria is a  
 Company Limited by Guarantee Registered  
 in England and Wales  
 Registered No: 4191126  
 Registered Charity No. 1086837  
[www.hospiceathomewestcumbria.org](http://www.hospiceathomewestcumbria.org)



@HospiceatHomeWC



@hospice.cumbria



@hospice\_at\_home\_wc



@hospice\_at\_home\_wc



@Hospiceathomewestcumbria