

Special Resolution

Alexander Devine Children's Cancer Trust

Company number 5757493 Charity registration number 1118947

Minutes of an extraordinary general meeting held by the members on Thursday 5th October 2017
at 17.00 at The Alexander Devine Hospice, Snowball Hill, Maidenhead, Berkshire, SL6 3LU

At a duly convened and quorate extraordinary general meeting of the above company the following special resolution was passed by the members:-

That the Articles of the Company be and hereby are altered by the substitution of new Articles, a copy of which was tabled, in place of the company's existing Articles.

Dated 5th October 2017

Signed:

			
John Devine	Fiona Devine	Andrew Boon	Helen Johnson
Chairman	Trustee &	Trustee &	Trustee &
Trustee &	Member	Member	Member
Member			

THURSDAY



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COMPANIES HOUSE

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF
ALEXANDER DEVINE CHILDREN'S CANCER TRUST

These Articles of Association replace those filed at incorporation on 27th March, 2006 and later amendments. Approved by the company in general Meeting on 5th October 2017

Company Registration Number 5757493

Charity Commission Registration Number 1118947

PART 1

INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1. DEFINED TERMS

1.1 In these Articles unless the context requires otherwise:

2006 Act means the Companies Act 2006 as modified by statute or re-enacted from time to time

Articles means these Articles of Association, as may be amended from time to time.

Appointed Director means a director appointed in accordance with Article 19. Directors are also charity trustees as defined by section 177 of the Charities Act 2011.

Associate, Departmental, Divisional or Regional Director means a supporter of the charity appointed in accordance Article 24. Such appointees are not officers of the company.

Board means the board of directors of the Company established from time to time in accordance with Article 19.3, the members of which are the directors of the company for the purposes of the 2006 Act.

Chair means the chair of the board as appointed by the charity in accordance with Article 22.

Charity means the company intended to be regulated by the articles.

Chief Executive means the person appointed as chief executive in accordance with Article 23.

Clear Days means a period of days exclusive of the day on which the notice is served and of the day for which it is given.

The Commission means the Charity Commission for England and Wales.

Companies Acts mean the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity.

Connected person means: The spouse, child, parent, grandchild, grandparent, brother, sister or a person carrying on business in partnership with a director.

Director means a director and trustee of the charity and shall not include Associate, Departmental, Divisional or Regional Directors.

Document includes, unless otherwise specified, any document sent or supplied in electronic form.

Electronic form has the meaning given in section 1168 of the Companies Act 2006.

Founder trustees means Fiona and John Devine and Deborah Tonkinson.

The Memorandum means the Charity's memorandum of Association.

"Officers" includes the directors and the secretary (if any).

The Seal means the common seal of the charity if it has one.

"Secretary" means any person appointed to perform the duties of the secretary of the charity.

1.2 Unless the context requires otherwise, other words or expressions contained in these articles bear the same meaning as in the 2006 Act but excluding any statutory modification not in force when these articles become binding on the charity.

1.3 Words importing the singular number shall include the plural number and vice versa. Words importing one gender shall include all genders.

1.4 For the purposes of Section 20 of the 2006 Act, the relevant model Articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

2. Name and Registered Office

2.1 The name of the Company is Alexander Devine Children's Cancer Trust and in this document it is called the "charity".

2.2 The registered office of the Company is to be in England and Wales.

3. Objects

The objects for which the Charity is established are: The relief of children with life threatening or life limiting conditions, their families and carers in particular but not exclusively through the provision of a children's hospice.

4. Powers

- 4.1 The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so.
- 4.2 to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
- 4.3 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- 4.4 to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
- 4.5 to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land.
- 4.6 to make grants, donations or loans of money and to give or receive guarantees.
- 4.7 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
- 4.8 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects.
- 4.9 to acquire, merge with or enter into partnership or joint venture arrangement with any other charity.
- 4.10 to set aside income as a reserve against future expenditure but only in accordance with a written policy.
- 4.11 to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 21 and provided it complies with the conditions in that article.
- 4.12 to deposit or invest funds.
- 4.13 to employ a professional fund-manager
- 4.14 to arrange for the investments or other property of the charity to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.
- 4.15 to provide indemnity insurance for the directors in accordance with and subject to the conditions in, section 189 of the Charities Act 2011.

5. Application of income and property

- 5.1 The income and property of the charity shall be applied solely towards the promotion of the Objects.
- 5.2.1 A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- 5.2.2 A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.2.3 A director may receive an indemnity from the charity in the circumstances specified in article 40.

5.2.4 A director may not receive any other benefit or payment unless it is authorised by article 21.

5.3 Subject to article 21, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:

5.3.1 a benefit from the charity in the capacity of a beneficiary of the charity;

5.3.2 reasonable and proper remuneration for any goods or services supplied to the charity.

6. Liability of Members

6.1 *The liability of each member is limited to £1 being the maximum amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he is a member or within one year after he ceases to be a member, for any items set out in Article 6.2.*

6.2 The items for which members undertake to contribute are:

6.2.1 payment of the charity's debts and liabilities contracted before he ceases to be a member;

6.2.2 payment of the costs, charges and expenses of winding up; and

6.2.3 adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS AND OTHER OFFICE HOLDERS

DIRECTORS POWERS AND RESPONSIBILITIES

7. Directors' General Authority

7.1 Subject to these Articles, any Rules and Regulations made pursuant to them and the Companies Act 2006, the Board of Directors is responsible for the management of the business of the Charity, for which purpose it may exercise all the powers of the Charity.

7.2 No resolution passed by the Charity in general meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.

8. Directors May Delegate

8.1 Subject to these Articles the Board may delegate any of the powers which are conferred on it under these Articles:

8.1.1 to such person or committee;

8.1.2 by such means (including by power of attorney);

8.1.3 to such an extent;

8.1.4 in relation to such matters; and

8.1.5 on such terms and conditions;

As it thinks fit.

Decision-making by directors

9. Directors to Take Decisions Collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 10 (*unanimous decisions*).

10. Unanimous Decisions

10.1 A decision of the board is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

10.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

10.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.

10.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

11. Calling a Meeting of the Board

11.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least three such meetings shall be held in each year.

11.2 The Board shall report on their activities to the members at the annual general meeting.

11.3 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Secretary to give such notice.

11.4 Notice of any meeting of the Board must indicate:

11.4.1 its proposed date and time;

11.4.2 where it is to take place; and

11.4.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

11.5 Notice of a meeting of the Board must be given to each director, but need not be in writing. A director who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.

12. Participation in Meetings of the Board

12.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:

12.1.1 the meeting has been called and takes place in accordance with these Articles, and

12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

12.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.

12.3 If all directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

13. Composition of the Board and Quorum

13.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

13.2 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.

13.3 Subject to Article 13.4, the Board may act notwithstanding any vacancy in their body.

13.4 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision :

EITHER

13.4.1 to fill a casual vacancy arising among the directors in accordance with Article 25 (*casual vacancies*);

OR

13.4.2 to admit voting members to the Charity.

14. Chairing of Meetings of the Board

14.1 The Chair shall preside at all meetings of the Board at which he shall be present.

14.2 If at any meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting or he is not willing to preside, the members of the Board present shall choose one of their number to be chair of the meeting. The person so appointed for the time being is known as “the chair of the meeting”.

15. Casting Vote

If the numbers of votes for and against a proposal are equal, the chair of the meeting of the Board has a casting vote. This does not apply if, in accordance with these Articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Conflicts of Interests and conflicts of loyalties

16.1 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

16.2 If a conflict of interests arises for a director 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 these articles, the unconflicted directors may authorise such conflict of interests where the following conditions apply:

16.2.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

16.2.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

16.2.3 the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

16.3 In this article 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 director or to a connected person.

17. Records of Decisions to be kept

17.1 The Board must ensure that the charity keeps a record in writing, for at least ten years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board and all sub-committees and by the Charity at general meeting.

17.2 Any such records, if purporting to be signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

18. Directors’ Discretion to Make Further Rules

18.1 The Board may from time to time make, vary and revoke Rules relating to membership of the Charity including without limitation Rules:

18.1.1 setting out different categories of membership of the Charity;

18.1.2 setting out rights, privileges and obligations of the different categories of member;

18.1.3 setting the levels of subscriptions or entrance fees to be paid by the different categories of member;

18.1.4 for the appointment of committees to assist the Board in the better administration of the Charity.

18.2 Subject to the agreement of the Charities Commission the Board shall have the power to make, vary and revoke Rules for the better administration of the Charity including:

- 18.2.1 *terms of reference as to function, role and operation of committees to assist the Board in the better administration of the Charity;*
- 18.2.2 regulations setting out disciplinary procedures for members;
- 18.2.3 such other regulations or policies as the Board think fit.

Appointment of Directors

19. Methods of Appointing Directors

- 19.1 the directors are charity trustees as defined by section 177 of the Charities Act 2011.
- 19.2 The minimum number of directors shall be three but unless otherwise determined by ordinary resolution shall not be subject to any maximum.
- 19.3 Members of the Board shall be all directors appointed in accordance with this article.
- 19.4 The Charity may by ordinary resolution:
 - 19.4.1 appoint a person who is willing to act to be a director; and
 - 19.4.2 determine the rotation in which any additional directors are to retire.
- 19.5 No person other than a director retiring by rotation may be appointed a director at any general meeting unless:
 - 19.5.1 he or she is recommended for re-election by the directors; or
 - 19.5.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
 - Is signed by a member entitled to vote at the meeting;
 - States the member's intention to propose the appointment of a person as a director;
 - Contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
 - Is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 19.6 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.
- 19.7 The directors may appoint a person who is willing to act to be a director.
 - 19.7.1 A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.
- 19.8 *The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.*
- 19.9 With the exception of Founder trustees all directors must retire every two years by rotation. Retiring directors are eligible for re election.

20. Termination of Director's Appointment

- 20.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Charity as soon as:
 - 20.1.1 that person ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - 20.1.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 or any statutory re-enactment or modification of those provisions;
 - 20.1.3 ceases to be a member of the charity;
 - 20.1.4 in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;

- 20.1.5 resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect;
- 20.1.6 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.
- 20.1.7 a bankruptcy order is made against that person;
- 20.1.8 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 20.2 A person serving as Chair, Vice-Chair, Treasurer or Secretary who is removed from office as a director for whatever reason shall be deemed to have resigned from his position as Chair, Vice-Chair, Treasurer or Secretary and the vacancy shall be filled in accordance with these Articles.

21. Benefits and payments to charity directors and connected persons.

- 21.1 Unless permitted by clause 21.2 or authorised by the court or the Charity Commission No director or connected person may:
- 21.1.1 buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- 21.1.2 sell goods, services, or any interest in land to the charity;
- 21.1.3 be employed by, or receive any remuneration from the charity;
- 21.1.4 receive any other financial benefit from the charity..
- 21.2.1 A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
- 21.2.2 A director or connected person 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 charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- 21.2.3 Subject to article 21.3 a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- 21.2.4 A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate plus one per cent.
- 21.2.5 A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 21.2.6 A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.
- 21.3 the charity and its directors may only rely upon the authority provided by clause 21.2.3 if each of the following conditions is satisfied:
- 21.3.1 the amount or maximum amount of the payment for goods is set out in an agreement in writing between the charity and the director or connected person supplying the goods under which the supplier is to supply the goods in question to or on behalf of the charity.
- 21.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 21.3.3 The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.

21.3.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

21.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

21.3.6 The reason for the decision is recorded by the directors in the minute book.

21.3.7 A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 21.

22 Chair

The chair shall be a duly appointed director elected by the charity in General Meeting for a five year term, eligible for re-election at the expiration of that term.

23 Chief Executive

Subject to the Provisions of the 2006 Act and any requirements of the Charity Commission the Chief Executive shall be appointed by the directors for such term and at such remuneration and upon such conditions as they may think fit and any Chief Executive appointed may be removed by them.

24. Departmental, divisional, Regional or Associate Directors.

24.1 For the purpose of facilitating management of the charity and in recognition of the important contribution made to the charity, the directors may from time to time appoint any person to be Departmental, Divisional, Regional, or Associate Director, Deputy Trustee or Ambassador and define, limit or restrict his powers and duties. The directors may remove any such person from office at any time.

24.2 A Departmental, Divisional, Regional, Associate Director, Deputy Trustee or Ambassador (notwithstanding that the designation of his office may include the words "Director" or "Trustee") shall not by virtue of such office be or have power in any respect to act as a Director of the Charity nor be entitled to receive notice of or attend or vote at meetings of the directors.

25 Casual Vacancies

A casual vacancy arising among the offices of Chair, Secretary, Chief Executive or appointed Director shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office only until approved at a general meeting of the charity.

PART 3 MEMBERS BECOMING AND CEASING TO BE A MEMBER

26. Application for membership

26.1 The subscribers to the Memorandum of Association of the Charity as at the date of incorporation; and such other persons as are admitted to membership by the Board in accordance with these Articles, shall be the voting members of the Charity.

26.2 No person shall become a member of the Charity unless;

26.2.1 that person has completed an application for membership in such form as required by the Board and

26.2.2 the Board has approved the application.

26.2.3 the Board may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

26.2.4 the directors must inform the applicant in writing of the reasons for the refusal within *twenty-one days of the decision*.

26.2.5 the board must consider any written representations the applicant may make about the decision. The boards' decision following any written representation must be notified to the applicant in writing and shall be final.

26.3 The board may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of members.

26.4 The board must keep a register of names and addresses of the members.

27. Classes of membership.

27.1 the board may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

27.2 the board may not directly or indirectly alter the rights or obligations attached to a class of membership unless;

27.2.1 three quarters of the members of that class consent in writing to the variation, or

27.2.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

27.3 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

28. Conditions of Membership

28.1 All members shall be subject to these articles and any rules set by the board.

28.2 The members shall pay any entrance fees and annual subscriptions set by the Board under Article 26.3. Any member whose subscriptions and/or entrance fee is more than three months in arrears shall be deemed to have resigned his membership of the Charity unless the directors decide otherwise.

29. Termination of Membership

29.1 Membership terminates automatically when that person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or other Rules or Regulations.

29.2 the member resigns by written notice to the charity unless, after the resignation, there would be less than two members.

29.3 Membership is not transferable.

29.4 the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

29.4.1 the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;

29.4.2 the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

29.5 any person ceasing to be a member forfeits all rights in relation to and claims upon the Charity, its property and its funds and has no right to the return of any part of his subscription. The directors may refund an appropriate part of a resigning member's subscription if they consider it appropriate taking account of all circumstances.

GENERAL MEETINGS

30. Notice of general meetings

30.1 The minimum periods of notice required to hold a general meeting of the charity are:

30.1.1 Twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution.

30.1.2 Fourteen clear days for all other general meetings.

30.2 A general meeting may be called at any time by the directors.

30.3 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

30.4 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and articles 33 & 34.

30.5 The notice must be given to all the members and to the directors and auditors.

30.6 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

31. Annual General Meetings

31.1 The Charity 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 directors and shall specify the meeting as such in the notices calling it, providing that so long as the company holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.

31.2 The annual general meeting shall be held for the following purposes:

31.2.1 to receive from the directors the Charity's accounts;

31.2.2 to receive from the directors a report of the activities of the Charity since the previous annual general meeting;

31.2.3 to confirm appointment of the auditors;

31.2.4 to elect directors in place of those retiring;

31.2.5 to transact such other business as may be brought before it.

31.3 All general meetings, other than annual general meetings, shall be called general meetings. The business of such general meetings shall be decided by the directors subject to due notice having been given.

32. Proceedings at general meetings

32.1 No business shall be transacted at any general meeting unless a quorum is present.

32.2 A quorum is four members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or

32.3 one tenth of the total membership at the time, whichever is the greater.

32.4 the authorised representative of a member organisation shall be counted in the quorum.

32.5 the meeting shall be adjourned to such time and place as the directors shall determine if:

32.5.1 a quorum is not present within half an hour from the time appointed for the meeting; or

32.5.2 during a meeting a quorum ceases to be present.

32.5.3 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

32.5.4 If no quorum is present at the reconvened meeting within half an hour from the time appointed for the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

32.6 General meetings shall be chaired by the director who has been appointed to chair meetings of the directors.

32.6.1 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors present shall chair the meeting.

32.6.2 If there is only one director present and willing to act, he or she shall chair the meeting.

32.6.3 If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

32.7 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned,

32.7.1 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

32.7.2 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

32.7.3 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

32.8 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.

32.8.1 *by the person chairing the meeting or by at least two members present in person or by proxy and having the right to vote at the meeting or by a member or members present in person or by proxy representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting..*

32.8.2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

32.8.3 The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

32.8.4 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

32.8.5 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

32.8.6 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

32.8.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

32.8.8 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

32.6.9 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

32.6.10 The poll must be taken within thirty days after it has been demanded.

32.6.11 If the poll is not taken immediately at least seven clear days' notice must be given specifying the time and place at which the poll is to be taken.

32.6.12 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

33. Content of proxy notices.

- 33.1 Proxies may only validly be appointed by notice in writing which:
 - 33.1.1 states the name and address of the member appointing the proxy.
 - 33.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed.
 - 33.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine.
 - 33.1.4 is delivered to the charity in accordance with these articles and any instructions contained in the notice of the general meeting to which they relate.
- 33.2 the charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 33.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 33.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 33.4.1 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 pointing.
 - 33.4.2 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.

34. Delivery of proxy notices

- 34.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.
- 34.2 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 34.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 34.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

35. Written Resolutions

- 35.1 Subject to Article 35.3 a resolution in writing agreed by the Appropriate Majority of members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and the Appropriate Majority of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 35.2 In Article 35.1 the Appropriate Majority is:
 - 35.2.1 in the case of an ordinary resolution, a simple majority of the members;
 - 35.2.2 in the case of a special resolution, 75% or more of the members.
- 35.3 The following may not be passed as a written resolution;
 - 35.3.1 a resolution to remove a director before his period of office expires; and
 - 35.3.2 a resolution to remove an auditor before his period of office expires.

PART 4

ADMINISTRATION ARRANGEMENTS

36. Means of communication to be used

36.1 Subject to these articles, anything sent or supplied by or to the charity under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the company.

36.2 The applicable address shall be:

36.2.1 In the case of a Voting Member at his registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the Charity by the voting member.

36.2.2 in the case of a Non-Voting member, at his last known address.

36.3 Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by the board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

36.4 A director may agree with the charity that notices or documents sent to the director in a particular way are deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

36.5 Any Voting Member described in the register of members by an address not within the United Kingdom, who shall from time to time give the charity an address within England at which notices may be served upon him, shall be entitled to have notices served upon him at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the Act, only those Voting Members who are described in the register of members by an address within England shall be entitled to receive notices from the Charity.

36.6 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that day 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 as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

37. Accounts

37.1 the directors must prepare for each financial year accounts as required by the Companies Acts. *The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.*

37.2 The directors must keep accounting records as required by the Companies Act.

38. Annual Report and Return and register of Charities

38.1 The directors must comply with the requirements of the Charities Act 2011 with regard to the:

38.1.1 transmission of a copy of the statement of account to the Commission;

38.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;

38.1.3 preparation of an Annual Return and its transmission to the Commission.

38.2 The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of charities.

39. No right to Inspect Accounts and Other Records

Except as provided by law or authorised by the Trustees or an ordinary resolution of the Charity, no person is entitled to inspect any of the accounting or other records or documents merely by virtue of being a member.

40. Indemnity

40.1 Subject to Article 40.2, a relevant trustee of the charity may be indemnified out of the Charity's assets against:

40.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the charity;

40.1.2 any liability incurred by that director in connection with the activities of the charity in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act);

40.1.3 any other liability incurred by that director as an officer of the charity.

40.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law.

41 Insurance

41.1 The trustees may decide to purchase and maintain insurance at the expense of the Charity, for the benefit of any relevant director in respect of any relevant loss.

41.1.1 A relevant loss means any loss or liability which has been or may be incurred by a director in connection with that director's duties or powers in relation to the charity.

42 Rules

42.1 The directors may from time to time make such reasonable and proper rules or bye laws as they deem necessary or expedient for the proper conduct and management of the charity.

42.2 The rules or bye laws may regulate the following matters but are not restricted to them:

42.2.1 the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

42.2.2 the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;

42.2.3 the setting aside of the whole or any part or parts of the charity's premises at any particular time or times for any particular purpose or purposes;

42.2.4 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

42.2.5 generally, all such matters as are commonly the subject matter of company rules.

42.3 The charity in general meeting has the power to alter, add or to repeal the rules or bye laws.

42.4 The directors must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the charity.

42.5 The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the articles.

43. Disputes

If a dispute arises between members of the charity about the validity or propriety of anything done by members of the charity under these articles, and the dispute cannot be resolved by agreement,

the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

44. Dissolution

44.1 The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

44.1.1 directly for the objects; or

44.1.2 by transfer to any charity or charities for purposes similar to the objects; or

44.1.3 to any charity or charities for use for particular purposes that fall within the objects.

44.2 *Subject to any such resolution of the members of the charity, the directors of the charity* may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:

44.2.1 directly for the objects; or

44.2.2 by transfer to any charity or charities for purposes similar to the objects; or

44.2.3 to any charity or charities for use for particular purposes that fall within the objects.

44.3 In no circumstances shall net assets of the charity be paid to or distributed among members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 44.1 is passed by the members or directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

45. Amendments

45.1 No additions, alterations, or amendments shall be made to Article 3 (Objects) or to Article 44 (Dissolution) or to any other provision in the Articles which would provide authorisation for any benefit to be obtained by Trustees or members of the Charity or persons connected with them, unless the same have been previously submitted to and approved by the Commission.

45.2 No additions, alterations, or amendments shall be made to the Articles of Association for the time being in force, unless the same have been either submitted to a General Meeting and passed by a special resolution, or else adopted by a written resolution of the members.

Appendix 1

PROXY FORM

Alexander Devine Children's Cancer Trust

I _____ (name of member)

of _____ (address of member)

a member of the above charity **HEREBY APPOINT:**

_____ (name of proxy)

of _____ (address of proxy)

and failing her/him/it

_____ (name of alternate proxy)

of _____ (address of alternate proxy)

to vote for me/us on my/our behalf at the General Meeting to be held on the

_____ [date] and at every adjournment thereof.

As witness my hand this _____ day of _____ 20 .

Signed: _____ [signature of member or member's duly appointed attorney]"

Appendix 2

Where the proxy form requires that the proxy should vote for or against a resolution then the form is as follows:

Alexander Devine Children's Cancer Trust

I _____ (name of member)

of _____ (address of member)

a member of the above charity **HEREBY APPOINT:**

_____ (name of proxy)

of _____ (address of proxy)

and failing her/him/it

_____ (name of alternate proxy)

of _____ (address of alternate proxy)

to vote for me/us on my/our behalf at the General Meeting to be held on the

_____ [date] and at every adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

- ☐ Resolution No. 1 *for *against
 - ☐ Resolution No. 2 *for *against
 - ☐ Resolution No. 3 *for *against
- *Strike out whichever is not desired.

As witness my hand this _____ day of _____ 20 .