

No. of Company: 1748046

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND ARTICLES OF
ASSOCIATION OF

ST. NICHOLAS HOSPICE (SUFFOLK)

(Incorporated the 24th day of August 1983)

(As amended by Special Resolution on
23rd January 1997)

Gross & Co.
Solicitors
Bury St Edmunds
Suffolk IP33 1PR
ref. stn0016/hospice.ma

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

ST. NICHOLAS HOSPICE (SUFFOLK)

1. The name of the Company (hereinafter called "the Association") is "**ST. NICHOLAS HOSPICE (SUFFOLK)**".
2. The Registered Office of the Association will be situate in England.
3. The object for which the Association is established is to promote the relief of persons of either sex (without regard to race or creed) 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 Association shall from time to time think fit.

In furtherance of this object but not further or otherwise the Association shall have the following powers:-

- (A) To establish maintain and conduct one or more residential nursing homes in England for the reception and care of persons of either sex (without regard to race or creed) who are suffering as aforesaid and so that any such home may be restricted to patients of one sex only or (whether or not so restricted as aforesaid) to patients suffering from any particular type or types of illness, disability, disease or infirmity and to provide medical or other treatment and attention and to provide medical or other treatment and attention for any such persons as aforesaid in their own homes.
- (B) To conduct or promote or encourage research into the care and treatment of persons suffering from any such illness, disability, disease or infirmity as aforesaid and particularly into the care and treatment of persons suffering from cancer or terminal illness and if appropriate to publish the results of such research.
- (C) To promote or encourage or assist in the teaching or training of doctors, nurses, physiotherapists and other persons engaged in any branch of medicine, surgery, nursing

or allied services, and in the teaching or training of students in any branch of medicine, surgery, nursing or allied services.

- (D) To provide or assist or encourage the provision of spiritual help and guidance for any distressed persons resident (either as patients or otherwise) or working in any such home or homes as aforesaid or for any distressed persons who are close relatives of such patients.
- (E) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary for the promotion of its objects, and to construct, repair, renovate, equip, decorate, maintain and alter any buildings or erections necessary for use as such home or homes as aforesaid or for any use in connection with the establishment or conduct of any such home or homes (including use as a church or chapel for the use of any person or persons resident or working in any such home) or otherwise for the work of the Association.
- (F) To establish and conduct clinics, out-patients' departments, surgeries, dispensaries and convalescent homes.
- (G) To engage and pay such doctors, surgeons, nursing or domestic staff, lecturers, chaplains, physiotherapists, occupational therapists, radiologists, dieticians, dentists, chiropodists, pharmacists, social workers and others necessary for the promotion of its objects.
- (H) To make such regulations as to the admission of persons to any home, clinic or out-patients department established by or conducted under the direction of the Association as aforesaid as the Association may think fit, and so that such regulations may provide, either generally or in any particular case or cases, for such admission or residence to be either free or charge or subject to such payment as the Association may think fit.
- (I) To provide or arrange for such medical or other attentions as the Association may think fit for patients in any such home, clinic or out-patients' department as aforesaid or for patients in their own homes.
- (J) To provide such medical supplies, equipment and apparatus, drugs, amenities, comforts and other things necessary to the material or spiritual welfare of any needy persons resident or working in or attending any such home, clinic or out-patients' department as aforesaid or any needy persons being treated or attended in their own homes as the Association may think fit.
- (K) To provide or arrange for a building or premises to be used by the Association as a church or chapel available for Christian worship.
- (L) To establish and conduct schools, training colleges and other places of learning and laboratories and other research establishments.
- (M) To arrange lectures and conduct training courses and to publish pamphlets, books, journals and other publications relating to the work of the Association.

- (N) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Association, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Association.
- (O) To make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees of the Association and their widows and other dependants.
- (P) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (Q) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and which shall further any of the principal objects of the Association.
- (R) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (S) To invest or to appoint an investment manager (the Investment Manager) to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by the law and subject also as hereinafter provided.
- (T) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the principal objects of the Association.
- (U) To do all such other things as are necessary or incidental to the attainment of the principal objects of the Association or any of them.

PROVIDED THAT:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees of the Association shall be chargeable for any such property that may

come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as the Board of Trustees of the Association have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the Board of Trustees of the Association, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. 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 member of its Board of Trustees 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) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Board of Trustees) for any services rendered to the Association;
- (b) of interest on money lent by any member of the Association or of its Board of Trustees at a rate per annum not exceeding 2% less than the base lending rate for the time being prescribed by the bank appropriate for the Association, or 3% whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Board of Trustees;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Trustees may be a member holding not more than 1/100 part of the capital of that company;
- (e) to any member of its Board of Trustees of out of pocket expenses.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to

or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having exclusively charitable objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

Names, addresses and descriptions of Subscribers

RICHARD HENRY NORBURN

Ingham Rectory
Bury St Edmunds

Clerk in Holy Orders

ELIZABETH SALLY WILLOUGHBY FOGDEN

Meadow Cottage
Hargrave
Bury St Edmunds

Physiotherapist

HENRY MAUGER LE FEUVRE

Risby Rectory
Bury St Edmunds

Clerk in Holy Orders

Dated this 18th day of June 1983

Witness to the above Signatures:-

JOHN DANE MITSON

Drift Cottage
The Drift
Dedham
Colchester, Essex

Solicitor

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
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ARTICLES OF ASSOCIATION OF

ST. NICHOLAS HOSPICE (SUFFOLK)

GENERAL

1. In these presents the words standing in the first column of the tables next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, 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.
These Presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	St. Nicholas Hospice (Suffolk)
The Board	The Board of Trustees for the time being of the Association.
The Office	The Registered Office of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

References in these Articles to a particular Statute or other enactment shall be deemed to include a reference to any amendment or modification thereto.

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.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents becoming binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members of the Association shall not exceed One hundred and fifty at any one time.

The Board may admit such persons or companies as they think fit to be Members of the Association. The Board shall be required to seek nominations for membership of the Association from the following organisations:-

- (A) West Suffolk Hospitals NHS Trust
- (B) Mid Anglia Community Health NHS Trust
- (C) Suffolk Health Authority
- (D) Suffolk County Council
- (E) The Lord Bishop of Ipswich and St. Edmundsbury

3. The provisions of Section 352 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

Membership of the Association shall not be transferable and shall cease upon the death of a member or in the case of a company its winding up.

4. The Association is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association who shall pay an annual subscription of such amount as shall be determined from time to time by the Board.

GENERAL MEETINGS

6. The Association 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 Board and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation, it need not hold a further Annual General Meeting in the year of its incorporation or in the following year.

7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

8. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.

9. Twenty-one days notice in writing at the least of every General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; 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.

10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

12. No business shall be transacted at General Meetings unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members personally present shall be a quorum.

13. If within half 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 to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member

of the Association who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if directed by the meeting) adjourn the 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 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.

16. 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 and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been 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 the Association 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.

17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

20. The demand of 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

21. Subject as hereinafter provided, every member shall have one vote. No votes may be given by proxy.

22. No member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question at any General Meeting.

23. Votes may only be given on a poll personally. A corporation may vote by its duly authorised representative appointed as provided by Section 375 of the Act.

BOARD OF TRUSTEES

24. Until otherwise determined by a General Meeting, the number of the members of the Board shall be not less than seven or more than twelve. Subject thereto and to Article 37 hereof the Board shall recommend the number of Board members to be elected at any General Meeting.

25. The first members of the Board shall be the subscribers to the Memorandum of Association.

26. The Board may from time to time and at any time appoint any member of the Association as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

27. No person who is not a member of the Association shall be eligible to hold office as a member of the Board.

POWERS OF THE BOARD

28. The business of the Association shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

29. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

30. The Secretary (who may or may not also be a member of the Association or of the Board) shall be appointed to the Board for such time, at such remuneration (subject to the provisions of Clause 4 of the Memorandum of Association) and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 281 and 284 of the Act shall apply and be observed. The Board may from time to time by resolution appoint (in like manner and subject as aforesaid) an assistant or deputy Secretary, and any person

so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

31. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD

32. (1) The office of a member of the Board shall be vacated:-

- (a) If a receiving order is made against him or her makes any arrangement or composition with his creditors.
- (b) If he becomes of unsound mind.
- (c) If he ceases to be a member of the Association.
- (d) If by notice in writing to the Association he resigns his office.
- (e) If he ceases to hold office by reason of any order made under Section 317 of the Act.
- (f) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.

(2) Section 293 of the Act shall not apply to the Association.

ROTATION OF MEMBERSHIP OF THE BOARD

33. Subject to Article 37 at the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one third of the members of the Board for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office.

34. The members of the Board so to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. Provided that in the case of the first members of the Board their seniority shall be deemed to be in the order in which they have subscribed to the Memorandum of Association. The length of time a member has been in office shall be computed from this last election or appointment. A retiring member of the Board shall be eligible for re-election.

35. The Association may, at the meeting at which a member of the Board retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

36. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

37. Notwithstanding any recommendation of the Board under Article 24, the Association may from time to time in General Meeting increase or reduce the number of members of the Board and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

38. In addition and without prejudice to the provisions of Section 303 of the Act, the Association may by Ordinary Resolution remove any member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD

39. Subject as hereinafter provided the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Unless otherwise determined every meeting of the Board shall be held at the office or at such other place in the United Kingdom as the Chairman (if any) for the time being of the Board or (if there is no such Chairman) the Secretary shall direct.

40. On the request of the Chairman, or five members of the Board in writing, the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board, stating the time, place and purpose of such meeting. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting. Any accidental omission or defect in any such notice or any accidental failure to give such notice to any member of the Board entitled thereto shall not invalidate any of the proceedings of such meeting so long as a quorum is present thereat.

41. The Board shall from time to time elect a Chairman who shall be entitled to preside at all

meetings of the Board at which he shall be present, and the Board may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.

42. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally.

43. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. PROVIDED THAT any such committees shall make full and regular reports back to the Board.

44. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed, or had duly continued in office and was qualified to be a member of the Board.

45. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

46. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

INVESTMENT

47. The Board may appoint as an Investment Manager ("the Investment Manager") for the Charity a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either:-

- (i) an individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986 or

- (ii) a company or firm of repute which is an authorised or exempted person within the meaning of that Act otherwise than by virtue of s.45(1)(j) of that Act.

48. The Board may delegate to the Investment Manager power at his discretion to buy and sell investments for the Charity on behalf of the Board in accordance with the investment policy laid down by the Board. The Board may only do so on terms consistent with the provisions of Articles 49 and 50 hereof.

49. Where the Board makes any delegation under Article 48 hereof they shall:-

- (a) inform the Investment Manager in writing of the extent of the Charity's investment powers;
- (b) lay down a detailed investment policy for the Charity and immediately inform the Investment Manager in writing of it and of any changes to it;
- (c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the Investment Manager;
- (d) ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the Investment Manager and the exercise by him of his delegated authority;
- (e) take all reasonable care to ensure that the Investment Manager complies with the terms of the delegated authority;
- (f) review the appointment at such intervals not exceeding 24 months as they think fit; and
- (g) pay such reasonable and proper remuneration to the Investment Manager and agree such proper terms as to notice and other matters as the Board shall decide and as are consistent with the provisions of these Articles provided that such remuneration may include commission fees and/or expenses earned by the Investment Manager if and only to the extent that such commission fees and/or expenses are disclosed to the Board.

50. Where the Board make any delegation under Article 48 hereof they shall do so on the terms that:-

- (a) the Investment Manager shall comply with the terms of his delegated authority;
- (b) the Investment Manager shall not do anything which the Board do not have the power to do;
- (c) the Board may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms hereof; and
- (d) the Board shall give directions to the Investment Manager as to the manner in which he is to report to them all sales and purchases of investments made on their behalf.

51. The Board may:-

- (a) make such arrangements as they think fit for any investments of the Charity or income from these investments to be held by a corporate body which is incorporated in England and Wales (or which has established a branch or a place of business in England or Wales) as the Board's nominee; and
- (b) pay reasonable and proper remuneration to any corporate body so acting as the Board's nominee

HONORARY OFFICERS

52. The Board may from time to time appoint such Patrons and Vice-Patrons and such Presidents and Vice-Presidents and other honorary officers as the Board may think fit of the Association or of any charitable institution, purpose or appeal from time to time conducted or undertaken by the Association, and any person may be so appointed whether or not he is also a member of the Association or of the Board. No remuneration (except by way of repayment of out-of-pocket expenses, if any) shall be paid to any person so appointed in respect of any such honorary office. Save as aforesaid every such appointment shall be for such period and on such terms as the Board shall think fit.

DIRECTORS

53. The Directors of the Association for all the purposes of the Acts shall be the members of the Board for the time being, and such persons shall remain Directors until their successors are appointed.

HONORARY TREASURER

54. The Board shall from time to time appoint one of its members to be the Honorary Treasurer of the Association. The Treasurer shall undertake such functions in respect of the Association as the Board shall from time to time appoint. No remuneration (except by way of repayment of out-of-pocket expenses, if any) shall be paid to the Honorary Treasurer in respect of his office. Any person appointed to be the Treasurer shall automatically vacate such office on his ceasing to be either a member of the Board or of the Association. Save as aforesaid every such appointment shall be for such period and on such terms as the Board shall think fit.

ACCOUNTS

55. The Board shall cause proper books of account to be kept with respect to:-

- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Association; and
- (C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Association and to explain its transactions.

56. The books of account shall be kept at the office, or, subject to Section 383 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

57. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in General Meeting.

58. At the Annual General Meeting in every year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date, not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of Section 240 of the Act, be sent to the Auditors and to all other persons entitled to receive notice of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the provisions of the Act.

AUDIT

59. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

60. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

61. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

62. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon

him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

63. Any notice, if served by post, shall be deemed to have been served on the day following that 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 office as a prepaid letter.

DISSOLUTION

64. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

65. Every member and officer for the time being of the Association shall be indemnified out of the funds of the Association against all losses and expenses incurred in the discharge of his duties except such as shall happen through his own dishonesty or wilful act neglect or default and every such member or officer shall be chargeable only for so much money or property as he shall actually receive personally for or in the course of the business of the Association and shall be answerable only for his own acts neglects or defaults and not for the acts neglects or defaults of any other person not for the insufficiency of any security for money invested or for defect of any title to any estate or property acquired by the Association nor for any loss or damage which may happen in the discharge of his duties unless the same shall happen through his own dishonesty or wilful act neglect or default.

Names, addresses and descriptions of Subscribers

RICHARD HENRY NORBURN

Ingham Rectory
Bury St. Edmunds

Clerk in Holy Orders

ELIZABETH SALLY WILLOUGHBY FOGDEN

Meadow Cottage
Hargrave
Bury St. Edmunds

Physiotherapist

HENRY MAUGER LE FEUVRE

Risby Rectory
Bury St. Edmunds

Clerk in Holy Orders

Dated this 18th day of June 1983

Witness to the above Signatures:

JOHN DANE MITSON

Drift Cottage
The Drift
Dedham
Colchester
Essex

Solicitor