

THE BRITISH HOME AND HOSPITAL FOR INCURABLES
CROWN LANE, STREATHAM, S.W.16.

Charter of Incorporation
AND
Regulations
2009

ELIZABETH THE SECOND

***By the Grace of God of the United Kingdom of Great Britain and Northern Ireland
and of Our other Realms and Territories Queen, Head of the Commonwealth,
Defender of the Faith:***

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS by a Royal Charter dated 1st November 1899 (“ the Original Charter”) The British Home and Hospital for Incurables (“the Charity”) was incorporated under that name:

AND WHEREAS a humble petition has been presented to US by the Charity praying that we might be graciously pleased to grant a Supplemental Charter to the Charity:

AND WHEREAS We have taken the said Petition into our Royal Consideration and are minded to accede thereto:

NOW KNOW YE that We, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have willed and ordained and by these Presents for Us, Our Heirs and Successors do will and ordain as follows:

- 1 Except in so far as it incorporates the Charity as a body corporate with perpetual succession and a Common Seal with power to alter vary renew and make regulations as to the use of same at its discretion and to sue and be sued in any Court or place of Judicature within the dominions of Us our heirs and successors, the original Charter and (subject as provided in Article 8 below) the Bye-laws of the Charity are hereby revoked, provided that such revocation shall not affect the validity or legality of any act or thing done thereunder.
- 2 The objects of the Charity (“the Objects”) are to provide or assist in the provision of care for person suffering from any serious permanent disability, incapacity or illness.
- 3 In furtherance of the Objects, but not otherwise, the Charity shall have the following powers:
 - 3.1 to provide and maintain residential facilities for the care of any persons suffering from any serious or permanent disability, incapacity or illness (“ Beneficiary”);
 - 3.2 to provide financial or other assistance, equipment, other facilities or services for Beneficiaries;
 - 3.3 to assist or train persons to provide care for Beneficiaries;
 - 3.4 to raise funds (but not by way of trading of which the profits are liable to corporation tax);

- 3.5 to take and accept any gift of money, property or other assets, whether subject to any special trust or not;
- 3.6 to purchase, take or lease or in exchange, hire or otherwise acquire and hold any real or personal property or rights, and to construct, alter, improve, develop, manage and maintain any of the same and (subject to such consents as may be required by law) sell, let or otherwise dispose of, turn to account or change any such real personal property;
- 3.7 to apply for, purchase or otherwise acquire and hold or use any patents, copyrights, trade marks, design rights, database right and other intellectual property rights, licences, concessions and the like, conferring any right to use or indirectly, in any form to trustees provided that nothing herein shall prevent the payment in good faith by the Charity:
- 3.8 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the charity;
- 3.9 to borrow or raise money for the purposes of the Charity on such terms and (subject to such consents as may be required by law) on such security as may be thought fit;
- 3.10 subject to the provisions of Article 4, to employ staff and make provision for the payment of pensions and superannuation to or on behalf of employees or persons connected with them;
- 3.11 to invest the moneys of the Charity not immediately required for the Objects in or on such investments, securities or property and in such a manner as may be thought fit and to dispose of or otherwise deal with any investments so made;
- 3.12 to make donations or loans of money and to give guarantees;
- 3.13 to establish and support or aid in the establishment or support of, subscribe to or become a member of any of the Objects or calculated to further any of the Objects and to guarantee money for charitable purposes in any way connected with all or any of the Objects or calculated to further all or any of the Objects;
- 3.14 to undertake and execute any charitable trusts which may lawfully be undertaken by the Charity;
- 3.15 to co-operate or associate with other bodies and to exchange information and advice with them;
- 3.16 to acquire and undertake all or any part of the property, assets liabilities and engagements of any persons, trusts, corporations, associations or other bodies pursuing the Objects;
- 3.17 to amalgamate with any charity operating in furtherance of the Objects or similar charitable purposes;
- 3.18 to insure the Charity against any liability;
- 3.19 to establish subsidiary companies;
- 3.20 to pay out of the funds of the Charity the cost of any premium in respect of any indemnity insurance to cover the liability of the trustees or members of any committee which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty or which was committed by the trustees or members of any committee in

reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that nay such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees;

3.21 to appoint investment managers for the Charity and to delegate powers to any such manager in accordance with the Regulations;

3.22 to make arrangements for any investments of the Charity or income from those investments to be held by a corporate body which is incorporated in England or Wales (or which has established a branch or a place of business in England and Wales) as the Charity's nominee or to be held in the name of holding trustee for the Charity and to pay reasonable remuneration to any such nominee or holding trustee;

3.23 to deposit documents, securities or physical assets with any person to act as custodian in relation to them (and where the same are not held in the name of such custodian) and to pay reasonable remuneration to any such custodian;

3.24 to enter into contracts to provide services to or on behalf of other bodies;

3.25 to do all such other lawful things as are necessary for or incidental or conducive to the promotion or the achievement of the Objects or any of them.

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4.1.1 of interest and at a reasonable and proper rate on money lent to the Charity or of reasonable and proper rent for premises demised or let to the Charity by any Trustee;

4.1.2 of reasonable and proper out-of-pocket expenses to any Trustee or member of a committee of the board of Trustees;

4.1.3 of fees, remuneration or other benefit on money or money's worth to a company of which a trustee may be a member holding not more than one hundredth part of the issued share capital of that company;

4.1.4 of any premium in respect of indemnity insurance as provided for in Article 3.20;

4.1.5 pursuant to Article 4.2

4.2 Any trustee (or any firm or company of which a Trustee is a Director, partner, member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other benefit with a monetary value but only if;

4.2.1 the goods or services are actually required by the Charity;

4.2.2 the nature and level of the remuneration is no more than is reasonable on relation to the value of the goods or services;

4.2.3 such remuneration is set in accordance with the procedures set out in the Regulations, which are applicable where a Trustee has personal interest in a matter;

4.2.4 no more than one half of the Trustees are subject to such a contract in any financial year of the Charity.

5 The management and control of the Charity shall be vested in the Board of Trustees who are the 'charity trustees' of the Charity ("Trustees") within the meaning of the Charities Act 1993 (or any legislation which amends or replaces it) and who may exercise all the powers of the Charity.

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6.1 Subject to Article 6.2 the Board of Trustees shall be constituted as set out in the Regulations.

6.2 The Trustees at the date this Our Supplemental Charter comes into force are the members of the Board of Management of the Charity immediately prior thereto.

7 Without prejudice to the general powers of the Board of Trustees, the Board of Trustees shall have power:

7.1 to make Regulations relating to the Governance, management and affairs of the Charity either in pursuance of any Article of this Our Supplemental Charter providing for matters to be specified in the Regulations or otherwise and to add to, repeal or vary the Regulations PROVIDED that no provision in the Regulations shall contravene any of the Articles of this Our Supplemental Charter;

7.1 to delegate powers, discretions or functions to any committee or sub-committee of the Board of Trustees consisting of such persons as the Board of Trustees may think fit or to officers or agents;

7.3 to provide for the use and custody of the Common Seal of the Charity in the Regulations.

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To the extent that they are not inconsistent with the provisions of this our Supplemental Charter. The Bye-laws allowed by an Order dated 8 November 1988 shall continue in force and effect until such date as the Board of Trustees makes the first Regulations pursuant to Article 7 above.

9 The Charity may by a resolution passed by not less than 75% of the Trustees present and voting at the meeting of the Board of Trustees convened and held in accordance with the Regulations amend, add to or revoke any of the provisions of this Our Supplemental charter or any further charter granted to the Charity, or amend the name of the Charity as specified in the Original Charter, provided that any such amendment, addition or revocation shall not be effective unless approved by Us, Our Heirs or successors in Council.

10 The Charity may, by a resolution passed by not less than 75% of the Trustees present and voting at a meeting of the Board of Trustees convened and held in accordance with the Regulations, determine to surrender this Our supplemental Charter and the Original Charter subject to the sanction of Us, Our heirs or Successors in the Council upon such terms as We or They consider fit and wind up or otherwise deal with the affairs of the Charity in such manner as shall be directed in such resolution. If, on the winding up or dissolution of the Charity, there remains after the satisfaction of any debts or liabilities, any property or funds, the same shall not be paid or distributed among the Trustees or any of them but shall be given or transferred to some other body or bodies established for exclusively charitable purposes with, the same or similar to, the Objects or directly for the Objects or charitable purposes within or similar to the Objects.

11 Our Royal Will and Pleasure is that this Our Supplemental Charter shall ever be construed benevolently and in every case most favorably to the Charity and the promotion of the Objects.

IN WITNESS whereof We have caused these Our Letters to be made patent.

WITNESS Ourselves at Westminster the eight-day of January in the Fifty-seventh year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

At the Court at Buckingham Palace

THE 9TH DAY OF OCTOBER 2008

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY IN COUNCIL

The following Report of a Committee of the Privy Council dated 6th August 2008 was today considered:-

"YOUR MAJESTY was pleased, by Your Order of 11th June 2008, to refer to this Committee a Petition of The British Home and Hospital for Incurables, praying for the grant of a Supplemental Charter:

"THE COMMITTEE have accordingly considered the Petition and have agreed to report it as their opinion that a Charter may be granted in term of the annexed Draft."

HER MAJESTY, having taken the Report and the Draft Supplemental Charter accompanying it into consideration, was pleased, by and with the advice of Her Privy Council, to approve them. It is accordingly ordered that the Right Honourable the Lord High Chancellor of Great Britain, should cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Supplemental Charter in conformity with the annexed Draft.

Judith Simpson

THE BRITISH HOME AND HOSPITAL FOR INCURABLES

CROWN LANE, STREATHAM, S.W.16.

Charter of Incorporation

AND

Regulations

(Revised 2009)

REGULATIONS OF THE BRITISH HOME AND HOSPITAL FOR INCURABLE
REFERRED TO IN THE FOREGOING ORDER

GOVERNSHIP

1. Governorship of the Institution shall consist of the three following classes of Governors, who shall have the rights and privileges hereinafter mentioned:-

- (a) Governors
- (b) Life Governors; and
- (c) Honorary Governors

2.(a) All person and incorporated bodies agreeing to pay to the Institution a subscription being such annual amount as the Board of Management of the Institution ("the Board") shall from time to time determine shall upon receipt by the Institution of the first payment become Governors of the Institution and shall be entered forthwith by the Secretary upon the list of Governors together with the day and month of the receipt of such payment (hereinafter called "the subscription date"). If any Governor shall fail to renew his subscription on or before the first or any subsequent anniversary of his subscription date the Secretary shall send him notice with request for payment and if his subscription is not renewed within 28 days from the time when such notice would be received in the ordinary course of post, the Secretary shall remove his name from the list of Governors and he shall thereupon cease to be a Governor and forfeit all rights of governorship: Provided always that the Board may at any time in the discretion restore him to governorship upon payment of all arrears of subscription then due.

(b) An incorporated body which is a Governor of the Institution may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Institution, and the person so authorized shall be entitled to exercise on behalf of the body which he represents the same powers as the body could exercise if it were an individual Governor of the Institution.

(c) Unincorporated bodies who pay a subscription of such amount as is specified in paragraph (a) to the general fund of the Institution may nominate one of their members to exercise the rights and privileges of governorship.

3. Any person making a donation to the Institution of not less than such a sum as the Board shall from time to time to determine as the minimum sum for conferment of Life Governorship shall upon the receipt by the Institution of donation become a Life Governor of the Institution and shall be entered forthwith by the Secretary on the List of Life Governors.

4. The Governors of the Institution may at any annual general meeting of the Institution elect any person to be an Honorary Governor upon the recommendation of the Board.

5. The Board may remove from governorship of the Institution any governor whose continued governorship of the Institution is in the opinion of the Board likely to be injurious to the interest of the Institution, provided that:-

(a) such removal is approved by the majority of Governors present and voting at a special meeting of the Institution; and

(b) such Governor shall have the right to be heard in his own defence before a final decision is taken to remove him from governorship.

6. If any subscription shall be received from two or more persons jointly the person whose name stands first in the list of Governors shall alone be entitled to vote and receive notices and communications and exercise any of the rights of governorship.

GENERAL MEETINGS

7. In each calendar year there shall be held a general meeting of Governors as an annual general meeting in addition to any other meetings in that year. The annual general meeting shall be held at such time and place as the Board may appoint.

8. All general meetings of Governors other than the annual general meeting shall be called special meetings.

9. The Board may, whenever they think fit, and shall, on the requisition of 20 or more Governors stating the objects of the meeting, signed by the requisitionists and deposited with the Secretary, convene a special meeting.

10. If the Board do not, within 21 days from the date of the deposit of any requisition, convene a meeting, the requisitionists, or more than half of them, may themselves convene a meeting.

11. A meeting convened by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board.

NOTICE OF GENERAL MEETINGS

12. The annual general meeting shall be called by at least 21 days' notice and a special meeting by at least 14 days' notice.

13. All general meetings shall be convened by notice in writing delivered or sent by post to every Governor of the Institution at his or her last known address. The notice shall specify the place, day and hour of the meeting and in the case of special business the general nature of that business. The accidental omission to give notice of

a meeting to or the non-receipt of the notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of that meeting.

PROCEDURE AT GENERAL MEETINGS

14. Subject to Bye-laws 1 and 6, all Governors within the classes in Bye-law 1 shall be entitled to attend and vote at meetings of the Institution.

15. All business shall be deemed special that is transacted at a special meeting. The ordinary business of an annual general meeting shall be to receive reports of the Board, to consider the accounts, balance sheets and reports of the auditors, to elect or appoint a President and Vice-Presidents, to elect member of the Board in the place of those retiring and to appoint auditors.

16. No business shall be transacted at any general meeting unless a quorum of Governors is present at the time that the meeting proceeds to business. Seven Governors present in person shall be quorum.

17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Governors, shall be dissolved; in any other case it shall adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Governors present shall be a quorum.

18. At every general meeting the President shall be entitled to be present preside and vote (with a second or casting vote in case of equality of votes). In his absence one of the Vice-Presidents shall preside, or in their absence the Chairman of the Board, or otherwise a chairman shall be chosen by the Governors present.

19. The chairman may with the consent of any meeting at which a quorum is present (and shall if so 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 the business left unfinished at the meeting from which adjournment too place.

20. In the case of the gross misbehaviour on the part of a Governor or of disobedience by a Governor to the ruling of the chairman of any meeting, a majority of the Governors present shall have the power by their vote to deprive the offender of his right of speaking or voting at that meeting.

21. 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 demanded. A declaration by the chairman on a vote on a show of hands that a resolution has been carried or carried unanimously or by a particular majority, or lost and an entry of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

22. A poll may be demanded, before or on the declaration of the result of a vote on a show of hands:-

- (a) by the chairman, or
- (b) by at least five Governors present.

The demand for a poll may be withdrawn by the chairman or Governors who made it.

23. If a poll is duly demanded it shall be taken in such manner as the chairman directs, but may not be taken until at least 14 days have expired from the date of the general meeting at which it was demanded. The result of the poll was demanded.

24. Subject as hereinafter provided, on a show of hands every Governor presenting person shall have one vote on a poll every Governor shall have one vote. On a poll votes may be given either personally or by proxy.

25. No Governor shall be entitled to vote:-

- (a) who has been a Governor for more than six months;
- (b) whose current subscription (if appropriate) is in arrear; or
- (c) who has been deprived of his vote in accordance with Bye-law 20.

26. No objection shall be raised to the qualification of an vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose directions shall be final and conclusive.

27. The instrument appointing a proxy shall be in the form for the time being approved by the Board and shall be in writing under the hand of the appointer or if the appointer is a body, wither under seal, or under the hand of an officer. A proxy shall be a Governor of the Institution.

28. The instrument appointing a proxy shall be deposited at the office of the Institution or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the precious death or incapacity of the principal or revocation of the proxy, provided that no intimation in writing of such death, incapacity or revocation shall have been received by the Institution at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

30. The Board shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote.

31. The quorum necessary for the transaction of the business of the Board shall be five.

32. The Board shall control, manage, and superintend the affairs of the Institution, appoint a treasurer, physicians, surgeons, and such other persons as may be requisite in the opinion of the Board to carry on the business of the Institution, and be empowered to dismiss or suspend all such persons (except the auditors), and report their proceedings, from time to time, to the annual general meeting.

33. The Board shall cause minutes to be made in books provided for the purpose:-
(a) of all appointments of officers made by the Board;
(b) of the names of the members of the Board present at each meeting of the Board and of the committee of the Board; and
(c) of all resolutions and proceedings at all meetings of the Institution, and of the Board, and of committees of the Board.

34. Any casual vacancy in the Board may be filled by the Board by co-option, but so that any person so co-opted to fill such vacancy shall hold office only for the remainder of the term of the member in whose place he is co-opted.

35. The Board shall at the first Board Meeting after the annual general meeting elect a chairman of their meetings to preside in the absence of the President. The chairman shall hold office until the first Board Meeting after the next annual general meeting.

36. The Board may delegate any of their powers to committees (consisting wholly or partly of member of the Board or other persons whether Governors of the Institution or not) as they think fit and shall determine the functions of and powers to be exercised by any such committee: provided that any member of any such committee who is not a Governor of the Institution shall have no power to vote at any meeting thereof, and provided also that the acts and proceedings of any such Committee shall be reported back to the Board as soon as practicable.

37. Any committee may elect a chairman. If no such chairman is elected, the members present at any meeting may choose one of their number to be chairman of the meeting.

38. Questions arising at any meeting of a committee of the Board shall be determined by a majority of votes of members present and in the case of equality of votes the chairman of the meeting shall have a second casting vote.

39. All acts done by any meeting of the Board or of a committee of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of the Board, or that they or any of them were disqualified, be valid as if every member had been duly appointed and was qualified to be a member of the Board.

40. The Board may empower the Chairman of the Board for the time being and any two members of the Board to act jointly on behalf of the Board on all matters of an urgent nature, any such action being reported to the Board at the first opportunity. The Board may from time to time revoke or withdraw such power.

41. The office of member of the Board shall be vacated, if a member:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes incapable of acting by reason of mental disorder; or
- (c) resigns his office by notice in writing to the Institution; or
- (d) shall for more than six months have been absent without permission of the Board from meetings of the Board held during that period; or
- (e) is requested in writing by all his fellow members of the Board to resign and the Board pass a resolution that he has vacated office; or
- (f) is removed from the office upon a resolution to that effect being passed by a majority of three-fourths of the Governors of the Institution present and voting at a special meeting called to consider such proposition; or
- (g) ceases to be a Governor of the Institution.

ADMISSION AND EXCLUSION OF CANDIDATES AND ALLOCATION OF BENEFITS

42. Every candidate either for admission to the Institution or for a pension must be certified by a medical practitioner as suffering from a serious and permanent disability.

43. The selection of the candidates and the number of candidates to be elected as residents or as pensioners shall be entirely in the discretion of the Board. The names of candidates who have been approved by the Board shall be placed on a waiting list and when vacancies occur the Board shall elect candidates for admission to the Institution or for a pension as the case may be from the said lists.

44. Every candidate for admission to the Institution or for a pension shall give such evidence of his or her case as the Board may require and shall be liable to a medical examination by one or more medical adviser nominated by the Board. No candidate shall be accepted unless he or she is approved by a medical advisor nominated by the Board or if he or she refuses or neglects to comply with any of the rules or requirements of the Board.

45. (a) Any candidate eligible for admission to the Institution as a resident may be admitted by the Board either free or upon provision being made for such payment as the Board may from time to time having regard to the circumstances of each case consider reasonable.

(b) In the event of any resident admitted free to the Institution becoming possessed of capital or income sufficient in the opinion of the Board to enable him to contribute towards his maintenance, the Board may require such resident to make such payment as the Board may from time to time having regards to the circumstances of each case consider reasonable.

46. All persons admitted to the benefits of the Institution whether as residents or pensioners, shall sign a declaration and agreement that he or she has no claim beyond the funds of the Institution.

47. Every candidate admitted to the Institution shall prior to admission furnish the Board with a medical certificate as to his or her condition (unless the same is dispensed with by the Board), and shall sign a declaration and undertaking by the candidate to abide by the Bye-Laws and Rules of the Institution, such declaration and undertaking to be in the form from time to time approved by the Board.

48. (a) The Board shall have power, acting under medical advice, to require any resident of the Institution who may be so far restored to health as to be capable of supporting himself, to leave the Institution.

(b) The Board shall have power to require any resident of the Institution, who in the opinion of the Board is guilty of any misconduct, or who on the medical advice tendered to the Board is for medical reasons unsuitable for retention in the Institution, to leave the Institution, and in the latter case such as departure may in the Board's discretion be either temporary or permanent and the Board may grant such departing resident such pension as the Board may deem just.

(c) The Board shall have power to remove from the Institution any resident who becomes violent or misconducts himself or herself otherwise in the opinion of the board becomes unsuitable for continued residence in the Institution.

49. (a) The Board shall have power to withhold or suspend any pension:-

- (i) if a pensioner becomes possessed of capital or income sufficient in the opinion of the Board for his or her maintenance; or
- (ii) if any pensioner is guilty of any misconduct or is convicted of any criminal offence.

(b) The pension of any pensioner who is admitted to a State hospital or to the car of a Local Authority shall be limited to such sum as the pensioner is allowed to retain for his or her own personal enjoyment until his or her discharge when his or her original pension rights shall be resumed.

50. If any resident or pensioner shall receive any pension, annuity or material benefit from any source whatever, he or she forthwith disclose full details thereof to the Board.

51. In all cases of removing any resident from the Institution or requiring any resident to leave the Institution or withholding or suspending any pension under the forgoing Bye-Laws the Board shall be the sole judge of the sufficiency of the grounds for such removal, requirement, withholding or suspension as the case may be. In every case in which any resident has been removed from or required to leave the Institution or in which a pension has been withheld or suspended, the Board may, at their discretion and upon terms and condition as they may deem fit, re-admit such resident or resume the payment or resume the payment of such pension or any part thereof for such period as the Board may deem fit.

PRESIDENT

52. The President shall be elected by the Governors in general meeting and shall hold office until the third annual general meeting after his election when he shall retire, but shall be eligible for re-election. In accordance with the provisions of the Charter, on the occurrence of any vacancy in the office of President, the governing body at the next annual or special meeting to be held within twelve calendar months of the occurrence shall elect some person to fill such vacancy.

VICE PRESIDENT

53. At an annual general meeting the Governors shall have power to elect, if they so desire, not more than two Vice-Presidents who shall hold office until the third annual general meeting after their election, when they shall retire but shall be eligible for re-election: but so that at no time shall be more than two Vice-Presidents.

AUDITORS

54. The auditors shall be appointed by the Governors in general meeting. They shall have full access to all the books and papers relating to the accounts and shall vouch the accuracy of such accounts. They shall make a written report to the annual general meeting of the state and accuracy of the accounts, and the state of the finances of the Institution.

SECRETARY

55. The Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board may think fit; and any Secretary so appointed may be removed by them. The Secretary shall be under the direction and control of the Board and shall perform all such duties as may required of him by the Board conformable with these Bye-Laws and he shall give such security for the faithful performance of his duties and the appropriation of the monies which may come into his hands, as the Board may require.

THE SEAL

56. The Board shall provide for the safe custody of the seal which shall be used only by the authority of the Board or of a committee composed exclusively of the Board member authorised by the Board in that behalf, and every instrument on which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board.

TREASURER

57. The Board shall at the first Board Meeting after the annual general meeting appoint a Treasurer from among the Governors and he shall hold office until the first Board Meeting after the next annual general meeting.

BANKING ARRANGEMENTS

58. Cheques shall be drawn only on the authority of the Board or of a Committee composed exclusively of Board members authorized in the behalf in such manner as the Board or such a committee shall from time to time determine provided that there shall be at least two signatories to each cheque at least one of whom shall be a Board member. Arrangements may be made with Institution's Bankers for the payment of salaries, wages and accounts of any nature payable out of the Funds of the Institution by means of standing order, direct debit, automatic clearing system or in any manner approved by the Board or Committee of the Board authorized as aforesaid provided that such method of payment shall also be approved by the Auditors of the Institution.

ACCOUNTS

59. The Board shall cause proper books of accounts to be kept with respect to:
(a) all sums of money received and expended by the Institution and the matters in respect of which the receipt and expenditure takes place; and
(b) the assets and liabilities of the Institution.

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 the Institution's affairs and to explain its transactions.

MISCELLANEOUS

60. The receipt, in writing, of the Treasurer or of the Secretary for the time being shall be a good discharge for all subscriptions, donations and legacies paid to the Institution.

61. No officer or Governor of the Institution shall at any time be personally liable for any obligation contracted by or in the name of the Institution; and the funds of the Institution only shall be liable to the persons admitted to the paid of the Institution.

62. The Board shall have power to borrow for any authorized purpose of the Institution and any hereditaments of whatever tenure held by the Institution may be mortgaged by the Board for any such purpose including, without prejudice to the generality of the foregoing, the purchase of land or any interest in land with or without vacant possession and erecting, completing, enlarging or altering any building or buildings and any power of sale or other powers or provision, which to the Board may appear reasonable may be inserted in any mortgage or mortgages to be made in pursuance of the powers contained in the Bye-law.

63. The Board shall have power to invest any money forming part of the property of the Institution in its absolute discretion in or upon any investments whether or not authorized by law for the investment of trust funds: provided that, in exercising its powers under Bye-law, the Board shall be required to take competent professional advice from a person who shall have at least ten years' experience as a stockbroker, investment adviser or merchant banker.

1. DEFINITIONS AND INTERPRETATION

1.1 In these Regulations the following words and expressions shall have the following meanings:

“the Board of Trustees” the board of trustees of the Charity for the time being;

“the Chairman” the Chairman of the Charity appointed in accordance with the Regulations;

“Charities Act” Charities Act 1993 including any statutory modifications or re-enactment of any of its provisions for the time being in force;

“the Charity” the body corporate known as “The British Home and Hospital for Incurable” incorporated by the Charter;

“the Charter” the Royal Charter dated 1st November 1899 incorporating the charity (as may be amended) and any Supplement Charter held by the Charity;

“clear days” in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“the Code of Conduct” the code of conduct for Trustees as prescribed from time to time by the Board of Trustees;

“in writing” written printed or transmitted writing including by electronic communication;

“Objects” the objects expressed in the Charter;

“the Regulations” these Regulations of the Charity;

“Rules” the rules of the Charity made by the Board of Trustees pursuant to Regulation 22 or any other Regulation;

“the Secretary” the Secretary of the Charity;

“Special Resolution” a resolution of the Board of Trustees:

- (i) to make, add to, repeal or vary the Regulations; or
- (ii) to amend, add to or revoke any of the provisions of the Charter; or
- (iii) to amend the name of the Charity as specified in the Charter; or
- (iv) to surrender the Charter; or
- (v) to wind up the Charity; or
- (vi) to remove a Trustee in accordance with Regulation 32.5; or
- (vii) to remove the Chairman or Vice-Chairman to accordance with Regulation 33;

“Trustee” a member of the Board of Trustees for the time being;

“the Vice-Chairman” the Vice-Chairman of the Charity appointed in accordance with the Regulations.

1.2 Words importing the singular number include the plural number, and vice versa; words importing the masculine gender shall include the feminine gender; and words importing persons shall include corporations.

1.3 Unless the context otherwise requires, words or expressions used in the Charter shall have the meanings there defined.

1.4 In the event of any inconsistency between the provisions of the Charter and the provisions of the Regulations, the provisions of the Charter shall prevail.

OBJECTS

2 The Charity is established for the Objects.

THE TRUSTEES

3 The Trustees are charity trustees within the definition of the Charities Act as the persons having the general control and management of the administration of the Charity.

COMPOSITION OF THE BOARD OF TRUSTEES

4 The Board of Trustees shall consist of:

4.1 the Chairman

4.2 the Vice-Chairman

4.3 not less than eight and not more than twenty other Trustees.

APPOINTMENT AND RETIREMENT OF TRUSTEES

5 The Board of Trustees shall designate one of the Board of Trustees in each calendar year for the retirement and appointment of the Chairman, Vice Chairman and other Trustees ("the Annual Board Meeting").

6 A person will not be eligible to be appointed the Chairman or Vice-Chairman if, immediately prior to his appointment to such office, he would be a Trustee in office or his term of office as a Trustee would expire.

7 The Chairman, Vice-Chairman shall be appointed by a resolution of the Board of Trustees at an Annual Board Meeting, subject to the candidate (other than the Chairman or Vice-Chairman) having been approved by the Nominations and Remuneration Committee of the Board of Trustees prior to initial appointment or reappointment.

7.1 A Trustee shall be appointed by a resolution of the Board of Trustees at an Annual Board Meeting, subject to the candidate having been approved by the Nominations and Remuneration Committee of the Board of Trustees prior to initial appointment or reappointment.

8 Every Trustee on or before appointment or reappointment must sign a declaration of willingness to act as a Trustee before he may vote at any meeting of the Board of Trustees.

9 The appointment of the Chairman, Vice-Chairman or other Trustees at an Annual Board Meeting pursuant to Regulation shall take effect as from close of that Annual Board Meeting, when the retiring Chairman, Vice-Chairman or other Trustees shall be deemed to retire.

10 The Chairman, Vice-Chairman and any other Trustee shall hold office for a term of three years from the date of his appointment, at the end of which he shall retire and be eligible for reappointment for one or more further term of three years. For the purpose of this Regulation 10 a "year" shall mean the period between the end of one Annual Board Meeting and the end of the next Annual Board Meeting.

11 The Board of Trustees may between Annual Board Meetings appoint a Trustee to fill a vacancy in the Chairman or Vice-Chairman. A person so appointed shall hold office only until the next Annual Board Meeting when he shall be eligible for re-appointment to that office.

12 The Board of Trustees may be between Annual Board Meetings, appoint any person as a Trustee (other than as Chairman or Vice-Chairman) (subject to prior approval by the Nominations and Remuneration Committee of the Board of Trustees) either to fill a vacancy or as an additional Trustee provided the appointment does not cause the number Trustees pursuant to Regulation 4.3 to exceed twenty. A Trustee so appointed shall hold office only until the next Annual Board Meeting when we shall be eligible for re-appointment as a Trustee.

13 The Trustees in office at the date of the making of these Regulations shall hold the offices and for the terms set out in the Rules.

PROCEEDINGS OF THE BOARD OF TRUSTEES

14 Subject to the provisions of the Regulations, the Board of Trustees may regulate their proceedings as they think fit. The Board of Trustees must hold at least two meetings in each calendar year.

15 The Chairman or any two Trustees may, and on the request of the Chairman or any two Trustees the Secretary shall, at any time summon a meeting of the Board of Trustees by serving:

15.1 at least 21 clear days' notice in writing of any proposed Special Resolution; and

15.2 otherwise at least 7 clear days' notice in writing (or such shorter period as is expedient in the case of an emergency)

to each Trustee at his postal, fax or email address notified for such purpose.

16. Every notice calling a meeting of the Board of Trustees shall specify:

16.1 the place, date and time of the meeting;

16.2 the general nature of the business to be transacted;

16.3 (where it is an Annual Board Meeting) that it is such;

16.4 (if a Special Resolution is to be proposed) the resolution as a Special Resolution and set out the text of the Special Resolution and attach any document referred to therein.

17 Questions arising at a meeting of the Board of Trustees shall be decided by a majority of votes (except where the Charter of Regulations require a higher majority for a specific resolution). In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

18. The quorum for the transaction of the business of the Board of Trustees shall be five Trustees EXCEPT that the quorum shall be 50% of the numbers of the Trustees for that part of a meeting which considers or votes on a Special Resolution.

19. The Chairman, or in his absence the Vice-Chairman, shall chair all Board of Trustee meetings at which he shall be present, but if at any meeting neither the Chairman nor the Vice-Chairman is willing to preside or is present within ten minutes after the time appointed for holding the meeting, the Trustees present shall elect one of the their number to chair the meeting.

20 All acts bona fida done by the Board of Trustees or any of its committees, or by any person acting as a Trustee or member of a committee, shall, despite the later discovery that there was some defect in the appointment or continuance in office or any Trustee or member of any committee or that he was disqualified, be as valid as if very such person had been duly appointed, had duly continued in office and was qualifies to be a Trustee or a member of the relevant committee.

21 The Board of Trustees shall cause proper minutes to be made of the proceedings of all meetings of the Board of Trustees and its committees, and all business transacted at such meetings. Any such minutes, 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 stated in the minutes.

22 The Board of Trustees may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Regulations as the necessary quorum for a Board of Trustees meeting, the Board of Trustees may act for the purpose of increasing the number of Trustees to that number.

23 The Board of Trustees may empower the Chair, the Vice-Chair and any one other Trustee to act jointly on behalf of the Board of Trustees on all matters arising between the meetings of the Trustees, any such action being reported to the Trustees at the first opportunity.

24 All or any of the Trustees or members of any committee of the Board of Trustees may participate in a meeting of the Board of Trustees or that committee by means of a conference telephone or any communication equipment which allows all person participating shall be deemed to be present in person at the meeting and shall be entitled to vote and counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chair of the meeting then is.

25 A resolution in writing of the Board of Trustees or of any of its committees signed or approved by letter, facsimile transmission or electronic communication by 75% of the Trustees or the members of the committee entitled to receive notice of a meeting of the Board of Trustees or of its committees and to vote on the resolution shall be as valid and effective as if it had been passed at a meeting of the Board of Trustee or (as

the case may be) its committees duly convened and held. Such resolution may consist of several documents in the same form, each signed or approved by the one or more Trustees or members of the committee of the Board of Trustees or members of a committee before it is passed. A Special Resolution may be passed as a written resolution in accordance with Regulation 25.

26 Whenever a Trustee has a personal interest in the matter to be discussed at a meeting of the Board of Trustees or a committee, the Trustee concerned must:

26.1 declare an interest at or before discussion begins on the matter;

26.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;

26.3 not be counted in the quorum for that part of the meeting;

26.4 withdraw during the vote and have no vote on the matter.

DELEGATION TO COMMITTEES

27. The Board of Trustees may delegate any of its powers or discretions to committees consisting wholly of Trustees and shall determine the functions and powers to be exercised by any such committee. All such committees shall, in the exercise of powers so delegated, conform to any Rules imposed on them by the Board of Trustees. The meetings and proceedings of all committees shall be governed by the provisions of the Regulations for regulating the meetings and proceedings of the Board of Trustees so far as applicable and except where these Regulations or the Rules otherwise provide. All committees shall fully report their acts and proceedings to the Board of Trustees as soon as is reasonably practicable.

INVESTMENTS

28. The Board of Trustees may appoint as investment manager for the Charity any person who is entitled to carry on a regulated activity under the Financial Services and Markets Act 2000 (or any statutory modification or re-enactment thereof) and to delegate any such manager ("the Manager") the exercise of all or any of the powers of investment on such terms and at such reasonable remuneration as the Board of Trustees may see fit but subject to the following:

28.1 Delegated powers shall be exercisable only within the clear policy guidelines drawn up in advance by the Board of Trustees;

28.2 The Board of Trustees shall give directions to the Manager as to the manner in which he is to report to them all sales and purchases of the investments made on their behalf;

28.3 The Board of Trustees shall be entitled at any time and without notice to review, revoke or alter the delegation or the terms thereof;

28.4 The Board of Trustees will be bound to review the arrangement for delegation at least once in every 24 months;

28.5 The Manager shall keep the Trustees informed on a regular basis of the performance of the investment portfolio managed by the Manager.

RULES

29 The Board of Trustees may from time to time make such rules ("Rules") as they may think fit and add to, repeal or vary any Rules. Rules may concern the following subjects:

29.1 the procedure at meetings of the Board of Trustees and its committees insofar as such procedure is not regulated by the Regulations or Charter;

29.2 the procedure for, and the conduct of, nominations and appointment of Trustees insofar as not regulated by the Regulations or Charter;

29.3 the procedures for application and selection as a resident to the Charity's residential home;

29.4 the terms and conditions of admission to the Charity's residential home;

29.5 any other subjects which the Regulations provide may be covered by Rules;

29.6 generally all such matters as are commonly the subject matter of company rules or by-laws;

provided that no Rule shall contravene any of the provisions of the Charter or these Regulations

HONORARY PRESIDENT

30 The Honorary President shall be appointed by the Board of Trustees for such remit and period and upon such terms as they may decide.

31 The Honorary President is not a Trustee

DISQUALIFICATION OF TRUSTEES

32 A person automatically ceases to be a Trustee if he:

32.1 is disqualified under the Charities Act from acting as a charity trustee or trustee for a charity; or

32.2 is incapable, whether mentally or physically, of managing his own affairs; or

32.3 is absent without permission from meetings of the Trustees for a period of six consecutive months and the Board of Trustees resolves that his office be vacated;

32.4 resigns by written notice to the Trustees (but only if at least five Trustees remain in office when the notice of resignation takes effect);

32.5 is in breach of any requirement of the Code of Conduct or in the opinion of the Board of Trustees his continuance in office as a Trustee is not in the interests of the Charity and is removed by a resolution passed by not less than 75% of the other Trustees present and voting at a meeting of the Board of Trustees after inviting the views of the Trustee concerned and considering the matter in the light of any such views.

REMOVAL OF CHAIRMAN OR DEPUTY CHAIRMAN

33 A person cease to be the Chairman or Deputy Chairman if he:

33.1 is in breach of any requirement of the Code of Conduct or in the opinion of the Board of Trustees his continuance in that office is not in the interests of the Charity; and

33.2 is removed by a resolution passed by not less than 75% of the other Trustees present and voting at a meeting of the Board of Trustees after inviting the views of the Chairman or Deputy Chairman concerned and considering the matter in the light of any such views.

Upon removal in accordance with this Regulation the person shall remain in office as a Trustee (unless ceasing to be a Trustee in accordance with Regulation 32 or the number of Trustees pursuant to Regulation 4.3 would as a result exceed twenty) for the remainder of his term of office as Chairman or Deputy Chairman which he would have served if not so removed.

AUDITORS

34 Any Auditors of the Charity required by the Charities Act shall be appointed by the Board of Trustees.

SECRETARY

25 The Secretary shall be appointed by the Board of Trustees for such term, at such remuneration (not being a Trustee) and upon such conditions as the Trustees may think fit, and any Secretary so appointed may be removed by them. The Secretary shall under the direction and control of the Trustees.

THE SEAL

36 The Board of Trustees shall provide for the safe custody of the seal which shall be used only by the authority of the Board of Trustees or of a committee composed exclusively of Trustees authorized by the Board of Trustees in the behalf, and every instrument on which the seal shall be affixed shall be signed by such person as determined by the Board of Trustees.

BANK ACCOUNTS

37 Any bank account in which any part of the assets of the Charity is deposited shall be under the control of the Board of Trustees. All cheques, negotiable instalments and instructions for the payment of money from any bank account of the Charity shall be signed or given in such manner as the Board of Trustees shall from time to time determine.

ACCOUNTS

38. The Board of Trustees shall cause proper accounting record to be kept with respect to:

38.1 all sums of money received and expended by the Charity and then matters in respect of which the receipt and expenditure take place; and

38.2 the assets and liabilities of the Charity

39 Proper accounting record shall not be deemed to be kept if there are not kept such records as are necessary to give a true and fair view of the state of the Charity's affairs and to explain its transactions.

40 The Trustees must comply with the provisions of the Charities Act and associated regulations with respect to Charity's accounting records and statements of accounts.

NOTICES

41 A notice shall be deemed to be given under these Regulations 48 hours after the envelope containing it was posted or, in the case of a fax or electronic communication, 24 hours after it was sent.

AMENDING THE REGULATIONS

42 The Board of Trustees may make, add to, repeal or vary the Regulations by a resolution passed by not less than 75% of the Trustees present and voting at a meeting of the Board of Trustees.

MISCELLANEOUS

43 The receipt, in writing, of the Secretary for the time being shall be a good discharge for all subscriptions, donations and legacies paid to the Charity.

44 No Trustee or officer of the Charity shall at any time be personally liable to a third party for any obligation contracted by or in the name of the Charity.

Adopted by order of the Board, Minute 65, 10 December 2008;

“The Board delegated the formal adoption of the previously approved new Regulations of the charity to the Chairman and Deputy Chairman as soon as the new Supplemental Charter had been signed into existence [by the Privy Council].”

The Privy Council formally signed the Supplemental Charter on the 8th January 2009

Signed

Kay Sonneborn – Chairman

David Green – Deputy Chairman