

COMPANIES ACTS 1985 & 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

SCOTTISH PARTNERSHIP FOR PALLIATIVE CARE

DEFINITIONS AND INTERPRETATION

1 In these articles—

“Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

“articles” means the articles of the company;

“care homes” means care home services as defined by the Regulation of Care (Scotland) Bill (2001)

“care home organisations” means multiple and/or corporate providers of care home services as defined above

“clear days” in relation to the period of a notice means 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;

“communication” means the same as in the Electronic Communications Act 2000;

“Council” means the board of directors of the company who also act as charity trustees;

“Council member” means a director of the company;

“electronic communication” means the same as in the Electronic Communications Act 2000;

“executed” includes any mode of execution;

“formal consultation” means the process of consultation with full member organisations carried out by the company to allow the company to submit a formal response to external bodies on behalf of the company or to take decisions relating to its own constitutional structure or policy;

“general meeting” means a meeting of the members of the company (formerly known as AGMs and EGMs);

“informal consultation” means the process of consultation carried out by the company to ascertain the views of professionals within the wider palliative care community;

"island NHS Boards" means those NHS boards located on the Scottish islands;

"mainland NHS Boards" means those NHS Boards located on the Scottish mainland;

“National Charities Group” means the constituency group so defined by Council in standing orders from time to time;

“NHS Boards” means Island NHS Boards, Mainland NHS Boards and Special Health Boards

“NHS Territorial Board” means island NHS Boards and mainland NHS Boards;

“North Regional Group” means the constituency group so defined by Council in standing orders from time to time;

“office” means the registered office of the company;

"Scottish Children's and Young People's Palliative Care Executive" means the constituency group so defined by Council in standing orders from time to time;

“Scottish Hospices Forum” means the constituency group so defined by Council in standing orders from time to time;

“secretary” means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;

“Specialist Palliative Care Group” means the constituency group so defined by Council in standing orders from time to time;

“Special Health Boards” means such special health boards as may be determined by the Secretary of State from time to time under the National Health Service (Scotland) Act 1978;

“South East Regional Group” means the constituency group so defined by Council in standing orders from time to time;

“United Kingdom” means Great Britain and Northern Ireland; and

“West Regional Group” means the constituency group so defined by Council in standing orders from time to time;

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

A reference to one gender includes a reference to the other gender.

The Regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 as that Schedule was in force on the date of incorporation of the company (hereinafter "Table C") shall apply to the company save to the extent that they are excluded by, or are inconsistent with, these articles.

OBJECTS ETC.

- 2 The Scottish Partnership for Palliative Care is an umbrella and representative organisation which, through a collaborative approach, supports and contributes to the development and strategic direction of palliative care in Scotland. The company's objects are to promote equitable access throughout Scotland to high quality palliative care for all patients and families on the basis of need not diagnosis.

In furtherance of these objects but not otherwise the company may:

- (a) establish links of communication among, and co-ordinate the activities of, all of those bodies in Scotland involved with the provision of palliative care services for the purposes of enabling such bodies to function more effectively and encourage the development of such services in Scotland.
- (b) encourage, facilitate and develop the participation of the voluntary sector, individual groups and organisations in the provision of palliative care services in Scotland;
- (c) promote and encourage for the benefit and improvement of the services provided by such bodies, planning, co-ordination and consultation between such bodies and the government and other public bodies;
- (d) promote and encourage education and research to improve the quality of palliative care in Scotland including the promotion of surveys and investigations and where considered appropriate to make the results available to the public;
- (e) promote and present, conferences, exhibitions, meetings, lectures, classes, seminars and training courses insofar as are conducive to the advancement of the objects of the company;
- (f) promote and encourage the development of monitoring and audit of palliative care in Scotland for the purpose of improving the quality of services available;
- (g) employ such persons as are required to implement the objects of the company and to pay such salaries and wages as are reasonable and proper and engage professional and technical advisers and consultants to assist with the work of the company and for such fees as are reasonable and proper;

- (h) enter into agreements with all persons, institutions, societies and companies, public and local authorities, whose service are necessary or desirable for the carrying out of the objects of the company;
- (i) enter into agreements with national, international and local authorities and bodies for the furtherance of the company's objects;
- (j) purchase or otherwise acquire plant, machinery, equipment, furniture, fixtures, fittings and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the company;
- (k) establish, subsidise, promote, co-operate, amalgamate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assets to any charitable association, society or other body, corporate or unincorporated, established for charitable purposes only and, for the purpose of promoting any object of the company, to co-operate with manufacturers, dealers or other traders and with the press and other sources of publicity;
- (l) purchase, take on lease or in exchange, hire or otherwise acquire and to hold, sell, lease or otherwise dispose of any heritable or moveable, real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the company's objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the company;
- (m) provide and arrange facilities for travel, accommodation and catering for persons involved in the company's activities;
- (n) sell, let, hire out, mortgage, dispose of or otherwise turn to account all or any of the property owned by, leased to or hired by the company with a view to the promotion of its objects;
- (o) borrow or raise money for the purpose of the company on such terms and on such security or guarantees as may be thought fit;
- (p) establish and administer a guarantee fund or charitable trust in connection with, or furtherance of, the company's objects;
- (q) establish and administer a pension fund or superannuation for and on behalf of the officers and servants, past and present of the company and their families and dependants;

- (r) invest the monies of the company 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 by law;
- (s) establish and support or aid in the establishment and support of any charitable associations or institutions having for their objects the promotion or encouragement of the provision of medical care and to subscribe or guarantee monies for such purposes;
- (t) pay out the funds of the company the costs, charges and expenses of and incidental to the formation, registration and establishment of the company;
- (u) do all such other things as are incidental to the attainment of the objects of the company or any of them.

INCOME AND PROPERTY

- 3 The income and property of the company wheresoever derived shall be applied solely towards the promotion of the objects of the company as set forth in these articles and no portion thereof shall be applied or transferred directly or indirectly as a dividend, bonus or otherwise howsoever by way of profit to the members of the company, provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the company or to any member of the company for services actually rendered nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for property or premises leased by any member to the company, but so that no Council member or member of the governing body of the company shall be appointed to any salaried office of the company or any office of the company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the company to any Council member or member of the governing body of the company except the repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for property or premises leased to the company.

LIABILITY ETC.

- 4 The liability of the members is limited.
- 5 Every full member organisation of the company undertakes to contribute to the assets of the company in the event of its being wound up while it is a full member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before it ceased to be a full member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1.
- 6 If upon the winding up or dissolution of the company 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 company but shall be given or transferred to some other charitable institution

or institutions having objects similar to the objects of the company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the company under or by virtue of article 3 hereof, such charitable institution or institutions to be determined by the full member organisations of the company at or before the time of dissolution and if and so far as effect cannot be given to the foregoing provisions then to some other charitable object.

- 7 True accounts shall be kept of the sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

MEMBERSHIP

ELIGIBILITY FOR MEMBERSHIP

- 8 The members of the company shall be such organisations as are admitted to membership in accordance with these articles.
- 9 There shall be two classes of membership, being full membership and associate membership. The rights and responsibilities attaching to full membership and associate membership are set out in these articles.
- 10 Full membership of the company shall be open to:
- 10.1 NHS territorial Boards;
 - 10.2 Scottish adult voluntary hospices providing specialist palliative care services;
 - 10.3 Scottish national charities or local support groups providing care and/or support for people with progressive conditions and their families/carers; and
 - 10.4 Associations representing professional groups involved in the delivery of palliative care services in Scotland;
- provided that all such organisations, bodies or associations as referred to in this article are, in the opinion of Council, committed to furthering the provision of palliative care services in Scotland.
- Each of the above organisations which join the company is referred to as a "full member organisation" of the company.
- 11 Associate membership of the company shall be open to:

- 11.1 care homes and care home organisations;
- 11.2 social care agencies;
- 11.3 nursing care agencies;
- 11.4 Special Health Boards;
- 11.5 umbrella representative and/or regulatory bodies with an interest in furthering the provision of palliative care services in Scotland;
- 11.6 academic institutions; and
- 11.7 any other organisation which Council may deem appropriate;

provided that all such organisations, bodies or associations as referred to in this article are, in the opinion of Council, committed to furthering the provision of palliative care services in Scotland.

each of the above organisations which join the company is referred to as an “associate member organisation” of the company.

- 12 No organisation shall be admitted a member of the company unless approved by Council.

STRUCTURE & GOVERNANCE

- 13 Each full member organisation must nominate one or more persons as its representative(s) to act as a formal link with the company and to exercise their organisation’s vote(s) in Council elections and at general meetings (referred to as a “nominated representative”). The number of nominated representatives a full member organisation may appoint depends on the type of organisation. Details are set out in these articles under “Responsibilities of members”.
- 14 Council is the governing body of the company. Council members are elected from the company’s constituency groups (as defined below). Council functions as the directors of the company and the company’s charity trustees.
- 15 The full member organisations of the company are represented on regional and national groups (referred to as “constituency groups”) as follows:
 - 15.1 Regional groups:
 - North Regional Group
 - South East Regional Group
 - West Regional Group.
 - 15.2 National groups:

- National Charities Group
- Scottish Hospices Forum
- Specialist Palliative Care Group
- Scottish Children's and Young People's Palliative Care Executive

16 Each constituency group elects two representatives (except the West Regional Group which elects four and the Scottish Children's and Young People's Palliative Care Executive which elects one) to act as Council members in accordance with article 41. Details of Council proceedings are set out in these articles.

APPLICATIONS FOR MEMBERSHIP

17 Any organisation wishing to become a member shall deliver to the company a letter of application for membership providing evidence that it is committed to furthering the provision of palliative care services in Scotland. Applicants for full membership should also submit a copy of their most recent annual accounts.

WITHDRAWAL FROM MEMBERSHIP

18 A member may at any time withdraw from the company by giving notice in writing to the company.

19 Membership shall not be transferable and shall cease upon a member being wound up, provided that in the event of a member which is subject to a merger or reorganisation, that member's membership may be transferred to the organisation with which it has merged or been reorganised subject to the approval of Council.

20 Council shall have the right to terminate the membership of any member whose conduct Council considers to be unsatisfactory or to have brought or be likely to bring the company into disrepute, provided that the member concerned shall have a right to be heard by Council before any final decision is made.

FULL MEMBER ORGANISATIONS:

21 Full member organisations shall have the right to:

21.1 appoint nominated representative(s) who are, on appointment, entitled to:

21.1.1 attend meetings of constituency groups;

21.1.2 receive notice of, attend and vote at general meetings;

21.1.3 stand for election to Council;

21.1.4 vote in elections to Council;

- 21.2 receive a copy of the annual directors' report and financial statement;
 - 21.3 receive copies of the company's publications and information communications;
 - 21.4 participate in formal consultations by the company; and
 - 21.5 participate in informal consultations by the company.
- 22 Each full member organisation shall appoint one or more nominated representative(s) as follows:
- 22.1 each mainland NHS Board with the exception of NHS Greater Glasgow and Clyde shall appoint four nominated representatives;
 - 22.2 NHS Greater Glasgow and Clyde shall appoint six nominated representatives,
 - 22.3 each island NHS Board shall appoint two nominated representatives; and
 - 22.4 all other full member organisations shall each appoint one nominated representative;
- 23 Each full member organisation shall notify the company in writing of the name and contact details of its nominated representative and any subsequent changes.
- 24 A nominated representative shall automatically cease to be a nominated representative if the member which appointed him ceases to be a full member organisation of the company.
- 25 The company shall maintain a register of the nominated representative(s) for each full member organisation.
- 26 All members shall pay an annual subscription fee. Subscription fees shall be determined by Council on an annual basis. Subscription fees may vary according to type of membership.
- 27 Subscription fees shall be payable annually in such manner as Council may determine and by such date as Council may determine (the "due date").
- 28 Members who have not resigned their membership by the due date shall be liable to pay the annual subscription fee for the year for which payment is outstanding.

ASSOCIATE MEMBER ORGANISATIONS:

- 29 Associate member organisations shall have the right to:
- 29.1 receive a hard copy of all the company's publications on issue;
 - 29.2 receive electronic information regarding palliative care issues and forthcoming palliative care events (as circulated to full member organisations);
 - 29.3 participate in informal consultations by the company.

- 30 Associate member organisations shall not have the right to:
- 30.1 appoint nominated representatives;
 - 30.2 attend or participate in meetings of constituency groups, unless by invitation of Council/the constituency group;
 - 30.3 participate in formal consultations by the company;
 - 30.4 participate in elections of Council members; or
 - 30.5 receive notice of or vote at general meetings.
- 31 All members shall pay an annual subscription fee. Subscription fees shall be determined by Council on an annual basis. Subscription fees may vary according to type of membership.
- 32 Subscription fees shall be payable annually in such manner as Council may determine and by such date as Council may determine (the “due date”).
- 33 Members who have not resigned their membership by the due date shall be liable to pay the annual subscription fee for the year for which payment is outstanding.

CONSTITUENCY GROUPS

- 34 Council shall appoint constituency groups. Each constituency group will deal with a different aspect (whether by topic or geographical location) of palliative care as determined by Council.
- 35 Council shall appoint each full member organisation of the company as a member of one or more constituency group according to that member’s area of expertise or geographical location. A full member organisation shall be represented by one of its nominated representatives (or by his or her proxy) at the constituency group(s) to which it has been allocated.
- 36 A full member organisation may, subject to the approval of Council, join a constituency group other than, or in addition to, the constituency group(s) to which Council has appointed that full member organisation.
- 37 Each constituency group shall adopt standing orders to govern its proceedings and conduct of business (including elections to Council). Such standing orders and any amendments thereto shall be submitted to Council for approval. Council, following consultation with the relevant group and acting reasonably, may make changes to the submitted standing orders as it considers appropriate.
- 38 Each full member organisation shall abide by the standing orders adopted for each constituency group to which it belongs. In the event of any inconsistency between these articles and any standing orders, the provisions of these articles shall prevail.

- 39 Each constituency group will meet at least twice per calendar year.
- 40 Council may co-opt partnerships, groups or organisations (who are not members) to membership of the Scottish Children's and Young People's Palliative Care Executive (but not to membership of the company unless they are eligible to join) on such terms as Council thinks fit (including term) and may terminate such co-option at any time upon written notice. While co-opted to group membership a co-optee shall be entitled to one vote in relation to any election held for the purposes of article 41.3 and a representative of a co-optee may be elected as a Council member pursuant to article 41.3. Each co-optee shall abide by the standing orders adopted for the Scottish Children's and Young People's Palliative Care Executive and approved by Council pursuant to article 37. In the event of any inconsistency between these articles and any standing orders, the provisions of these articles shall prevail.

ELECTIONS TO COUNCIL

- 41 Unless Council determines otherwise and in addition to such other Council members as Council may appoint under these articles:-
- 41.1 the full member organisations of the South East Regional Group and the North Regional Group shall each be entitled to elect up to two nominated representatives to act as Council members;
- 41.2 the full member organisations of the West Regional Group shall each be entitled to elect up to four nominated representatives to act as Council members; and
- 41.3 the full member organisations of the national constituency groups shall each be entitled to elect up to two nominated representatives (except the Scottish Children's and Young People's Palliative Care Group which shall elect one) to act as Council members.
- 41.4 Elections to Council as set out above shall result from elections held in each constituency group following the election process set out in that constituency group's standing orders.

COUNCIL

Term:

- 42 Every Council member shall be appointed for a term of three years. A Council member who has served one term of three years shall be eligible to stand for re-election immediately on his first retiral but on any subsequent retiral shall not be eligible for re-election until the expiry of two years from the date of his subsequent retiral.

Co-option:

- 43 In addition to the process for election of Council members under article 41 above, Council shall have the power to co-opt a maximum of two persons who in the opinion of Council have an interest in the objects of the company and have expertise which is of benefit to the company. A co-opted Council member need not be a nominated representative of a full member organisation of the

company. The period of co-option shall be determined by Council but shall not be longer than 3 years and upon the expiry of such period the co-opted Council member shall automatically vacate office as a Council member. A co-opted Council member may be eligible for re-appointment immediately after vacating office unless he has served a total of six consecutive years, in which case he shall not be eligible for re-appointment until the expiry of two years from the date of his most recent vacation of office. Co-opted Council members shall have the same voting rights as the Council members appointed under article 39 and shall be appointed as directors of the company for the duration of their co-option.

- 44 A co-opted Council member shall be eligible for election as an office bearer (as defined below).

Number of Council Members:

- 45 Unless otherwise determined by ordinary resolution, the number of Council members shall not be more than 15, unless Council members have been co-opted in accordance with article 36 in which case there shall not be more than 17.

Council's Authority:

- 46 Subject to the provisions of the Charities and Trustee Investment (Scotland) Act 2005, the memorandum and the articles and any directions given by special resolution, the business of the company shall be managed by Council who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of Council which would have been valid if that alteration had not been made or that direction had not been given.

Honorary Appointments:

- 47 Council may, by a majority vote, appoint a person or persons (who need not be a member representative) to be a President or Presidents and/or Vice-President or Vice-Presidents of the company (each an "honorary appointee").
- 48 The appointment of an honorary appointee shall be for a term of three years but there shall be no limit to the number of times that an honorary appointee may be re-appointed.

Delegation to sub-groups:

- 48.1 Council may delegate any of its powers to any sub-group consisting of two or more Council members.
- 49 Any such sub-group must report back to Council on its progress in such manner and format as deemed appropriate by Council.

Vacation of Office:

- 50 The office of a Council member shall be vacated if:

- 50.1 he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- 50.2 he is sequestrated or makes any arrangement or composition with his creditors generally; or
- 50.3 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- 50.4 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- 50.5 he resigns his office by notice to the company; or
- 50.6 the full member organisation of which he is the nominated representative ceases to be a member of the company; or
- 50.7 the co-opted group member which he represents ceases to be co-opted under article 40; or
- 50.8 for more than six consecutive months he has been absent without good reason from meetings of Council held during that period and Council resolves that his office be vacated; or
- 50.9 he is prohibited by law from being a charity trustee.

Remuneration:

- 51 Council members shall not be entitled to remuneration in respect of their services to the company.

Expenses:

- 52 Council members may, on production of valid receipts, be reimbursed for necessary travelling expenses properly incurred by them in connection with their attendance at meetings of Council or committees of Council or general meetings or otherwise in connection with the discharge of their duties in accordance with the company's travel and expenses policy as amended from time to time.

Proceedings of Council:

- 53 Subject to the provisions of these articles, Council may regulate its proceedings as it thinks fit, provided that Council shall meet at least four times in each calendar year. A Council member may, and the secretary at the request of a Council member shall, call a meeting of Council. It shall not be necessary to give notice of a meeting to a Council member who is absent from the United Kingdom.

54 Questions arising at a meeting 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.

55 The quorum for the transaction of the business of Council may be fixed by Council and unless so fixed at any other number shall be six.

56 A Council member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

57 A Council member shall not be entitled to vote at a meeting of Council or of a committee of Council on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company, notwithstanding that he may have declared his interest in that matter.

For the purposes of this article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification of the Act not in force when this article becomes binding on the company), connected with a Council member shall be treated as an interest of the Council member.

58 The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a Council member from voting at a meeting of Council or of a committee of Council.

59 If a question arises at a meeting of Council or of a committee of Council as to the right of a Council member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Council member other than himself shall be final and conclusive.

60 The continuing Council members or a sole continuing Council member may act notwithstanding any vacancies in their number, but, if the number of Council members is less than the number fixed as the quorum, the continuing Council members may act only for the purpose of filling vacancies or of calling a general meeting.

61 All acts done by a meeting of Council, or of a committee of Council, or by a person acting as a Council member shall, notwithstanding that it may afterwards be discovered that there was a defect in the appointment of any Council member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council member and had been entitled to vote.

Office Bearers:

62 Council may appoint any of its members to the following roles:

62.1 Chairman of Council;

62.2 Deputy Chairman of Council; and

62.3 Treasurer;

Those so appointed will be termed "office bearers".

63 Council may delegate any of its powers to any office bearer of the company appointed under article 62 and/or any person occupying, from time to time, the role of chief executive of the company. The office bearers and any chief executive appointed shall be responsible for the day to day management and operations of the company.

64 Council may by resolution of Council, at any time, remove any office bearer from office.

65 Subject to article 64, each office bearer shall remain in office as an office bearer for such period as he remains a Council member.

66 Unless he is unwilling to do so, the chairman shall preside at every meeting of Council at which he is present. If the Council member holding the office of chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the deputy chairman shall preside at that meeting. If the deputy chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, or there is no Council member appointed to the role of chairman or deputy chairman the Council members present may appoint one of their number to be chairman of the meeting.

Minutes:

67 Council shall cause minutes to be kept for the purpose:

67.1 of all appointments of officers made by Council; and

67.2 of all proceedings at meetings of the company, and of Council, and of committees of Council, including the names of the Council members present at each such meeting.

Indemnity:

68 Subject to the provisions of the Act and to the provisions of the Charities and Trustee Investment (Scotland) Act 2005, but without prejudice to any indemnity to which a Council member may otherwise be entitled, every Council member or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

GENERAL MEETINGS

69 Council may call general meetings (being meetings of the members of the company) and, on the requisition of members pursuant to the provisions of the Act, shall promptly proceed to convene a general meeting in accordance with the provisions of the Act.

70 Once in each calendar year the company may, but is not required to, hold a general meeting which is designated as an annual general meeting.

Notice of general meetings:

71 General meetings shall be called by at least fourteen clear days' notice but may be called by shorter notice if is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

The notice shall be given to all full member organisations and to the Council members and auditors of the company. Notice given to full member organisations of the company shall be addressed to the full member organisation's nominated representative(s) at his place of business/work.

72 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

73 A notice calling a general meeting which is designated as an annual general meeting shall clearly state that the meeting is an annual general meeting.

Proceedings at General Meetings:

74 Each full member organisation shall only be entitled to be represented at any general meeting by its nominated representative(s) (or an appropriate proxy appointed pursuant to article 78).

75 No business shall be transacted at any meeting unless a quorum is present. Unless there is only one member of the company, one quarter of the members (represented by their nominated representative(s)) entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall be a quorum.

76 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as Council may determine.

77 The Chairman of Council or in his absence the Deputy Chairman, or in the absence of both the Chairman and the Deputy Chairman, some other Council member nominated by Council shall preside as chairman of the meeting, but if the Chairman, the Deputy Chairman nor such other Council member (if any) be present within fifteen minutes after the time appointed for holding the

meeting and willing to act, the Council members present shall elect one of their number to be chairman and, if there is only one Council member present and willing to act, he shall be chairman.

78 If no Council member is willing to act as chairman, or if no Council member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

79 Notwithstanding that he may not be a nominated representative a Council member shall be entitled to attend and speak at any general meeting.

80 The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

81 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

81.1 by the chairman; or

81.2 by at least two members having the right to vote at the meeting; or

81.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

82 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

83 A poll shall be taken as the chairman directs.

84 A poll demanded shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

Votes of Members:

- 85 Each nominated representative shall be entitled to appoint a proxy to attend a general meeting in his place. In order to do so the nominated representative must give notice to the company in writing at least 24 hours before the general meeting is due to start, of the fact it is appointing a proxy and the name of that proxy.
- 86 Each nominated representative (or proxy for a nominated representative) present at any general meeting, will, on behalf of his appointer, be entitled to cast one vote in respect of any matter to be voted on at any general meeting of the company, whether that vote be by poll or by show of hands.
- 87 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

GENERAL

Accounts:

- 88 No member shall have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by Council or by ordinary resolution of the company.

Notices:

- 89 Any notice to be given to or by any member pursuant to the articles (other than a notice calling a meeting of the Council) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

In this article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 90 The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the company by the member. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

In this article "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 91 A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 92 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

Secretary:

- 93 Subject to the provisions of the Act, if Council wish to appoint a secretary, the secretary shall be appointed by Council for such term, at such remuneration and upon such conditions as they may think fit. Council may at any time remove any secretary from office.

Company No: SC133003

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION^{*}

of

SCOTTISH PARTNERSHIP FOR PALLIATIVE CARE

- 1 The company's name is "Scottish Partnership for Palliative Care".
- 2 The company's registered office is to be situated in Scotland.

^{*} by Special Resolution dated 11 October 2012 the remainder of the Memorandum is contained in the Articles of Association of the company.