Company No: **3866129**
Charity No: **1077265/1**

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

of

ST. JOHN AMBULANCE

Incorporated the 21st day of October 1999

As amended by special resolutions dated 30th March 2001, 12th April 2007, 28th May 2009, 19 April 2011, 13 September 2011, 9 December 2014, 11 September 2015 and 9 January 2018

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

of

ST. JOHN AMBULANCE

1. The Company's name is ST. JOHN AMBULANCE (and in this document it is called the "Charity").

2. The Charity's Registered Office is to be situated in England and Wales.

3. The Charity's objects ("Objects") are the relief of sickness and the protection and preservation of public health.

4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:-

   4.1 to instruct members of the public in the principles and practice of First Aid, Nursing, Hygiene and other allied or ancillary subjects;

   4.2 to prepare, publish and distribute text-books and other training aids to facilitate such instruction and the organisation of examinations and tests for the purpose of issuing certificates of proficiency in such subject;

   4.3 to organise, train and equip men, women and young persons to undertake, on a voluntary basis either as individuals or as organised groups, First Aid, Nursing and allied activities, in the streets, public places, hospitals, homes, places of work or elsewhere as occasion may require for the relief, transport, comfort or welfare of those in need;

   4.4 to instruct boys and girls in First Aid, Nursing and other subjects conducive to the education of good citizens;

   4.5 to provide trained personnel to give assistance to Central or Local Government Departments or to the Armed Forces at times of emergency in peace or in war;

   4.6 to support and promote the work of the Museum and Library of the Order of St John as an educational and training facility for members of the public in the history, principles and practice of First Aid;

   4.7 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;

4.8 to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

4.9 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

4.10 subject to Clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as the "trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;

4.11 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

4.12 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

4.13 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;

4.14 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993);

4.15 to purchase, form or invest in trading companies alone or jointly with others;

4.16 to invest the money of the Charity not immediately required for the Objects in or on such investments, securities or property as may be thought fit and with all the powers of a beneficial owner, and subject as provided below;

4.17 subject to clause 4.16 of this Memorandum of Association (the Memorandum) to invest and deal with the monies of the Charity not immediately required for its purposes on such terms as the board of directors of the Charity (the Board) may think fit in any private limited company in which the Charity holds shares;

4.18 to delegate the management of investments to a financial expert but only on terms:

4.18.1 that the investment policy is set down in writing for the financial expert (meaning a person who is reasonably believed by the Board to be qualified to give advice in relation to investments by reason of his ability in and practical experience of financial and other matters relating to investments) by the Board;

4.18.2 that transactions are reported promptly to the Board;

4.18.3 that the performance of the investments is reviewed regularly with the Board;

4.18.4 that the Board shall be entitled to cancel the delegation arrangement at any time;

4.18.5 that the investment policy and the delegation arrangement are reviewed at least once a year;

4.18.6 that all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board on receipt; and

4.18.7 that the financial expert must not do anything outside the powers of the Board;

4.19 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Board or of a financial expert acting under their instructions and to pay any reasonable fee required; and

4.20 to do all such other lawful things as are necessary to the achievement of the Objects.

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money's worth from the Charity. Provided that nothing in this document shall, subject to Clause 6 below, prevent any payment in good faith by the Charity:-

5.1 of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf; provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

5.2 of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;

5.3 of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

5.4 of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;

5.5 of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;

5.6 to any trustee of reasonable out-of-pocket expenses.

6. 6.1 Except with the prior written approval of the Charity Commission for England and Wales no member, trustee, officer or servant of the Charity may:-

6.1.1 receive any benefit in money or in kind from the Charity other than reimbursement of expenses actually incurred; or

6.1.2 have a financial interest in the supply of goods or services to or by the Charity; or

6.1.3 acquire or hold any interest in any property of the Charity (except as a trustee for the Charity).

6.2 For the purposes of Clause 6.1.2 above, a person shall have a financial interest in the supply of goods or services to the Charity if:-

6.2.1 he, his spouse and any infant children between them:-

6.2.1.1. own or are beneficially entitled to more than five per cent of the ordinary share capital of the supplying company; or

6.2.1.2 if the supply is otherwise than by a company, are entitled to more than five per cent of the profits before tax of the supplying business; and

6.2.2 sales of goods or services to the Charity in any period of twelve months by that company or business exceed five per cent of its total turnover for that period.

7. The liability of the members is limited.

8. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

9. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to The Priory of England and the Islands which is registered on the Central Register of Charities under number 1077265. In the event that The Priory of England and the Islands does not exist at the time of dissolution, then any property shall be transferred to The Most Venerable Order of the Hospital of St. John of Jerusalem which is registered on the General Register of Charities under number 235979.

WE the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Name, Address and Description of Subscribers

Baroness Audrey Emerton
St. John's Gate
Clerkenwell
London EC1M 4DA

William Michael Thomas Fowle
St John's Gate
Clerkenwell
London EC1M 4DA

Dated the 20th day of October 1999

Witness to the above Signatures:-

B. Kershaw
Chief Nurse and Social Care Officer
1 Grosvenor Crescent
London

L. Davis
Secretary to Chief Commander
1 Grosvenor Crescent
London

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

of

ST. JOHN AMBULANCE

INTERPRETATION

1. In these Articles:-

"Charity"	means the company regulated by these Articles;
"the Act"	means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force;
"the 1986 Act"	means the Financial Services Act 1986 and any statutory modification or re-enactment thereof for the time being in force;
"Articles"	means these Articles of Association of the Charity;
"Associate Member"	means a non-statutory member of the Charity;
"the Chief Executive"	means the Chief Executive of the Charity;
"clear days"	in relation to the period of a notice means the 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 Commissioners"	means the Charity Commissioners for England and Wales;

"the Director of Finance"	means the Director of Finance of the Charity;
"executed"	includes any mode of execution;
"Independent Trustee"	means a trustee designated as such on his appointment or on the adoption of these Articles;
"Investment Manager"	means a person appointed as such pursuant to Article 46 hereof;
"Member"	means a formal member of the Charity, other than an Associate Member;
"the memorandum"	means the memorandum of association of the Charity;
"Office"	means the registered office of the Charity;
"the Prior"	means the Prior of The Priory;
"The Priory"	means The Priory of England and the Islands of The Most Venerable Order of the Hospital of St John of Jerusalem, which is registered on the Central Register of Charities under number 1077265;
"Priory Chapter"	means the body defined as such within the Priory Rules;
"Priory Council"	means the body defined as such within the Priory Rules;
"Priory Rules"	means the rules regulating the Priory made 23rd October 1999 (as amended from time to time);
"Region"	means a geographical area defined as such by the Trustees from time to time;
"Regional director"	means the senior Executive Officer within a St John Ambulance Region;
"Regional Management Team"	means the Management Team in a particular St John Ambulance Region, led by a Regional Director;
"the seal"	means the common seal of the Charity;
"secretary"	means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including as joint, assistant or deputy secretary;

"the three Senior Principal Priory Officers of the Priory"	means the Dean, the Chancellor, and the Chief Volunteer of the Priory;
"trustees"	means the directors of the Charity (and "trustee" has a corresponding meaning);
"the United Kingdom"	means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERSHIP

2. 2.1 The number of members with which the Charity proposes to be registered is unlimited.

2.2 The Charity must maintain a register of members in accordance with the Act.

2.3 Membership of the Charity is open to any two authorised representatives of the Priory, approved by the Priory for this purpose, who:-

2.3.1. apply to the Charity in the form required by the trustees;

2.3.2. are approved by the trustees; and

2.3.3. sign the register of members or consent in writing to become a member.

2.4 Membership is terminated if the member concerned:-

2.4.1 gives written notice of resignation to the Charity;

2.4.2 dies or (in the case of an organisation) ceases to exist;

2.4.3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due); or

2.4.4 ceases to be an authorised representative of the Priory for the purpose of being a member of the Charity.

2.5 Membership of the Charity is not transferable.

2.6 The trustees may establish different classes of non-statutory membership of the Charity and prescribe their respective privileges and duties and set the amounts of any subscriptions and such members shall be Associate Members.

GENERAL MEETINGS

3. The Charity will not hold Annual General Meetings unless at any time the trustees decide otherwise.

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

5. An annual general meeting shall be called by at least twenty-one clear days' notice. All extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-

   5.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and

   5.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

6. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

   The notice shall be given to all the members and to the trustees and auditors.

   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.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any meeting unless a quorum is present. The whole number nearest to and not less than one third of the total number of the persons for the time being entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of an organisation which is a member, shall constitute a quorum.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.

9. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman. If there is only one trustee present and willing to act, he shall be chairman.

10. If no trustee is willing to act as chairman, or if no trustee 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.

11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

12. 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 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.

13. 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:-

    13.1 by the chairman; or

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

    13.3 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.

14. 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.

15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman may direct 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 is 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.

19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

20. Subject to Article 17, every member shall have one vote.

21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

22. 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.

23. A vote given or poll demanded by the duly authorised representative of an organisation which is a member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

24. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

TRUSTEES

25. The number of trustees shall be not less than eight and subject to a maximum of 20.

26. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. The trustees at the date these Articles were last amended shall be:-

    26.1 The Prior and the three Senior Principal Priory Officers of the Priory; and the following Appointed Trustees

    26.2 up to three individuals selected on a national basis, and appointed, by the Priory Council;

    26.3 up to three individuals deemed independent, and appointed, by the Priory Council;

    26.4 such other individuals as may be appointed, from time to time, by the Priory Council.

POWERS OF TRUSTEES

27. Subject to the provisions of the Act, the memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the Articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the trustees by the Articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the trustees shall have the following powers, namely:-

    28.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity;

    28.2 to enter into contracts on behalf of the Charity.

APPOINTMENT AND RETIREMENT OF TRUSTEES

29.1 The Appointed Trustees shall serve in office for an initial three year period (cross referenced to the relevant St John's Day), and may serve for one further three year period (or in the case of the Independent Trustees for up to two further three year periods). After this time such trustees may only remain in office, and on a rolling one year basis, if the Priory Council considers that their continuation as a trustee is in the manifest best interests of the Charity.

29.2 Subject to the provisions of the Articles, the Priory Council may by resolution notice of which shall be given forthwith to the Charity:-

    29.2.1 appoint any person as a trustee; and

    29.2.2 remove any appointed person from office as a trustee.

30. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following meeting of the Priory Council. If not re-appointed at such meeting of the Priory Council, he shall vacate office at the conclusion thereof.

DISQUALIFICATION AND REMOVAL OF TRUSTEE

31. A trustee shall cease to hold office if he:-

    31.1 ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

31.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

31.3 resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect);

31.4 is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated; or

31.5 is removed from office under the provisions of Article 29.2 above.

TRUSTEES' EXPENSES

32. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

TRUSTEES' APPOINTMENTS

33. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee.

34. Except to the extent permitted by Clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

PROCEEDINGS OF TRUSTEES

35. Subject to the provisions of the Articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. 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.

36. The quorum for a meeting of the trustees shall be not less than five.

37. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

38. The Prior of the Priory shall be the chairman of the Board of Trustees and shall chair meetings of the trustees. If there is no trustee holding that office, or if the trustee holding it is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.

39. The trustees may delegate any of their powers in accordance with Article 45 hereof.

40. All acts done by a trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of such trustee or that such trustee was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote, as appropriate.

41. If any trustee becomes aware of a conflict of interest or a potential conflict of interest then he must report this to the Secretary as soon as practicable, and make a declaration to the Board of Trustees at the first available opportunity. The trustees (excluding the declarant) may decide to prohibit the activity giving rise to the conflict, or may, at their entire discretion, sanction the same (applying any conditions they consider appropriate).

42. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees, shall be as valid and effective as if it has been passed at a meeting of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

43. Any bank account in which any part of the assets of the Charity is deposited shall be operated in accordance with regulations made by the trustees and shall indicate the name of the Charity.

COMMITTEES

44. 44.1 The trustees may appoint one or more committees ("Committees").

44.2 Such Committees may be advisory Committees ("Advisory Committees").

44.3 Committees shall comprise such persons who may, but subject to paragraph 44.4 below do not need to, be trustees as the trustees may determine.

44.4 All Committees other than Advisory Committees shall include one or more trustees among their number.

44.5 The trustees, where they consider it in the interests of the Charity to do so, may constitute a Committee to be formed pursuant to these Articles to act with a committee constituted by the Priory Chapter or the Priory Council as a joint committee of the Charity and The Priory ("Joint Committee").

44.6 The trustees shall determine the powers and terms of reference and may determine the procedures of Committees, failing which the Committees shall determine their own procedures. Without prejudice to the foregoing, the trustees may cooperate with the Priory Chapter or as the case may be the Priory Council in determining the procedures of any Joint Committee and the trustees may make regulations setting out the procedure for the consideration and adoption by the Charity of any advice or policy proposed by any Joint Committee.

44.7 The majority of members of any Committee appointed under this Article shall be resident and normally resident in the United Kingdom.

DELEGATION

45. 45.1 The trustees may subject to paragraph 45.2 below delegate any of their powers:-

45.1.1 to any one trustees; or

45.1.2 to any Committee appointed in accordance with Article 44 other than an Advisory Committee; or

45.1.3 subject to the provisions of Article 48 to the Chief Executive (but any delegation of powers to the Chief Executive shall not extend to his terms of employment or to any matter related thereto); or

45.1.4 subject to the provisions of Article 49 to the Director of Finance; or

45.1.5 subject to the provisions of Article 50 to the Company Secretary; or

45.1.6 subject to the provisions of Article 46 to one or more Investment Managers.

Any such delegation of powers may be subject to any conditions the trustees may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

45.2 The performance of any powers delegated pursuant to the authority contained in this Article shall be reported promptly to the trustees.

45.3 Without prejudice to the generality of the foregoing or any other powers of the trustees, the trustees may in relation to: (a) any Disposition of Land which is subject to the restrictions in Part 7 of the Charities Act 2011 (or any statutory modification, consolidation or re-enactment thereof for the time being in force) (the Charities Act 2011); (b) Commencing or Defending Litigation and settling related claims; (c) providing Indemnities and Legal Undertakings; and (d) granting ex gratia payments (up to and including £5000), confer on the following:

45.3.1 any two or more Trustees; or

45.3.2 any two of a Trustee, the Chief Executive, the Company Secretary, and the Senior Legal Advisor

authority to take decisions and/or to execute where necessary in the names and on behalf of the trustees documents for giving effect to transactions to which the trustees are a party, such that any decision and/or any document executed

in pursuance of such authority shall be of the same effect as if decided and/or executed by the whole body of trustees.

45.4 Any authority under article 45.3:

45.4.1 may be general or limited in such manner as the trustees think fit;

45.4.2 may be conferred by resolution of the trustees;

45.4.3 may be altered or revoked at any time by resolution of the trustees;

45.4.4 shall, subject to any restriction in the authority, and until it is revoked, have effect, regardless of any change in the trustees, as a continuing authority given by the trustees and exercisable by those upon whom such authority has been conferred.

45.5 Where authority is conferred on one or more persons (whether in pursuance of article 45.3 or otherwise) in respect of any transaction(s) for which a certificate is required from the trustees (in their capacity as such) under Part 7 of the Charities Act 2011, the trustees may also authorise such person(s) to give any such certificate(s) as representatives of and on behalf of the trustees as a body.

45.6 The exercise of any of the delegations described in Articles 45.3 to 45.5 shall be reported to the following trustee meeting

INVESTMENTS

46. 46.1 The trustees may appoint as an Investment Manager a person whom they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either:-

46.1.1 an individual of repute with at least 15 years' experience of investment management and who is an authorised person within the meaning of the 1986 Act; or

46.1.2 a company or firm of repute which is an authorised or exempted person within the meaning of the 1986 Act otherwise than by virtue of section 45(1)(j) of the 1986 Act.

46.2 The trustees may delegate to an Investment Manager power at his discretion to buy and sell investments for the Charity in accordance with the investment policy laid down by the trustees. The trustees may only effect such delegation on terms consistent with this Article.

46.3 Where the trustees make any delegation under this Article they shall:-

46.3.1 inform the Investment Manager in writing of the extent of the Charity's investment powers;

46.3.2 lay down a detailed investment policy for the Charity and immediately inform the Investment Manager in writing of that policy and of any changes to it;

46.3.3 ensure that the terms of the delegated authority are clearly set out in writing and notified to the Investment Manager;

46.3.4 ensure that the trustees are kept informed of and review on a regular basis the performance of the investment portfolio managed by the Investment Manager and the exercise by him of his delegated authority;

46.3.5 take all reasonable care to ensure that the Investment Manager complies with the terms of his delegated authority;

46.3.6 review the appointment of the Investment Manager at such intervals not exceeding 24 months as they think fit; and

46.3.7 pay such reasonable and proper remuneration to the Investment Manager and agree such proper terms as to notice and other matters as the trustees shall decide and as are consistent with this Article provided that such remuneration may include any or all of commission fees and expenses earned by the Investment Manager if and only to the extent that such commission fees and expenses are disclosed to the trustees.

46.4 Where the trustees make any delegation under this Article they shall do so on terms that:-

46.4.1 the Investment Manager shall comply with the terms of his delegated authority;

46.4.2 the Investment Manager shall not do anything which the Charity does not have power to do;

46.4.3 the trustees may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this Article; and

46.4.4 the trustees shall give directions to the Investment Manager as to the manner in which he is to report to them all sales and purchases of investments made on their behalf.

46.5 Where the trustees make any delegation under this Article they may also delegate to the Investment Manager power to exercise the voting rights attaching to investments in accordance with the policy on such voting for the time being laid down by the trustees.

46.6 The trustees may:-

46.6.1 make such arrangements as they think fit for any investments of the Charity or income from those investments to be held by a corporate body as custodian trustee or as the Charity's nominee; and

46.6.2 pay reasonable and proper remuneration to any corporate body acting as custodian trustee or as the Charity's nominee in pursuance of this provision.

ST JOHN AMBULANCE REGIONAL DIRECTORS

47. 47.1 Each St John Ambulance Regional Director shall within his Region be responsible to the Chief Executive for the promotion, and implementation of the Charity's policies, whether determined by the Trustees, or by Committees, or by Delegatees under Articles 44 and 45 respectively. In particular, and in furtherance of the foregoing, each St John Ambulance Regional Director shall, within his Region, be responsible to the Chief Executive, and through him to the Trustees, for:-

47.1.1 ensuring the good management of all the affairs of the Charity;

47.1.2 preparing for approval by the Chief Executive a Regional Strategic Implementation Plan for each financial year and monitoring and revising this plan regularly as appropriate and as approved by the Chief Executive;

47.1.3 preparing for approval by the Chief Executive a Regional budget in respect of each financial year and reporting to the Chief Executive on a regular basis on actual performance measured against the budget;

47.1.4 administering the Region's income, expenditure, assets, and liabilities, each in accordance with the approved Regional Budget;

47.1.5 ensuring that proper books and records are kept in relation to all monies and other assets held within the Region for the Charity and reporting to the Chief Executive in relation to the same;

47.1.6 providing information to the trustees, the Chief Executive and/or the Director of Finance and/or the Secretary, as the case may be, as may be required by any or all of them from time to time;

47.2 In performing his duties in accordance with Article 47.1 above, each St John Ambulance Regional Director may manage himself and/or delegate the promotion and implementation of the Charity's policies whether determined by the Trustees, or by Committees, or by the Chief Executive/ other Delegatees under Articles 44 and 45 respectively, to his St John Ambulance Regional Management Team, and shall report as instructed by the Chief Executive in respect of all such matters.

THE CHIEF EXECUTIVE

48. 48.1 The trustees shall, jointly with the Priory Trustees, appoint a Chief Executive (who may be designated by some other title) and may enter into an agreement

or arrangement with any such person for his employment by the Charity. Any such appointment, agreement or arrangement, shall (subject to provisions of paragraphs 48.2 and 48.3) be made upon such terms as the trustees determine and they may remunerate any such person for his services as they think fit provided that no such Chief Executive in receipt of any remuneration or benefit from the company shall be eligible during the term of such appointment, agreement or arrangement to be elected as a trustee. The period, terms and conditions of service of the Chief Executive shall be determined by a contract between the Chief Executive and the Charity.

48.2 A Chief Executive appointed pursuant to this Article may at the invitation of the trustees attend at meetings of the trustees and at all general meetings of the Charity and, at the invitation of the trustees or the members as the case may be, may be heard, but not vote, at such meetings. The Chief Executive shall have a duty to advise the trustees and the Charity on all business to be considered save only in respect of the terms of his own appointment, employment or remuneration.

48.3 The Chief Executive shall be responsible to the trustees for the promotion of their policies and the execution of their decisions whether determined by the trustees or by Committees appointed under Articles 44 and 45 above and shall, subject to regulations made by the trustees, manage the Charity's offices and activities. In particular, and in furtherance of the foregoing, the Chief Executive shall, subject to regulations made by the trustees, be responsible to the trustees for:-

48.3.1 overseeing the duties of the Director of Finance and the Secretary;

48.3.2 overseeing the appointment and continuing employment, or otherwise, of all officers and staff remunerated by the Charity (save for the Director of Finance who shall be appointed by the trustees and the Chief Executive jointly);

48.3.3 organising the performance of work and services provided within and by the Charity;

48.3.4 procuring legal, secretarial and other appropriate professional services for the Charity;

48.3.5 preparing, and submitting to the trustees for approval, a budget in respect of each year for the Charity;

48.3.6 directing and controlling the Charity's advertising and public relations matters, and acting as its principal public representative and spokesman;

48.3.7 directing the Charity's fund raising and associated trading activities;

48.3.8 managing and directing in every respect any subsidiary company or companies formed by the Charity to carry out any activities on its behalf or to its benefit;

48.3.9 appointing, in conjunction with the trustees, officers and staff to represent the Charity in suitable cases on other bodies or organisations engaged in pursuits relevant to the Charity's work;

48.3.10 maintaining contacts between the Charity and any other bodies (including, without limitation, other national and international organisations or affiliates of the Charity, departments of Government, professions and other voluntary and charitable organisations) which are or may be relevant to the Charity's Objects;

48.3.11 executing documents on behalf of the Charity with either a director, or with the Secretary.

48.4 In performing his duties in accordance with Article 48.3 above, the Chief Executive may manage himself and/or delegate the promotion and implementation of the Charity's policies whether determined by the Trustees, or by Committees, under Articles 44 and 45 respectively, to his Senior Management Team (or any member thereof), and shall report as instructed by the Trustees in respect of all such matters.

48.4 If there is no Chief Executive or if the Chief Executive is incapable, for whatever reason, of acting, then the trustees shall nominate an acting Chief Executive, such acting Chief Executive to hold all the powers, duties and rights of the Chief Executive for the duration of that appointment.

THE DIRECTOR OF FINANCE

49. 49.1 The Chief Executive in conjunction with the trustees shall appoint a Director of Finance (who may be designated by some other title) and may enter into an agreement or arrangement with any such person for his employment by the Charity. Any such appointment, agreement or arrangement, shall (subject to provisions of paragraphs 49.2 and 49.3) be made upon such terms as the trustees determine and they may remunerate any such person for his services as they think fit provided that no such Director of Finance in receipt of any remuneration or benefit from the company shall be eligible during the term of such appointment, agreement or arrangement to be elected as a trustee. The period, terms and conditions of service of the Director of Finance shall be determined by a contract between the Director of Finance and the Charity.

49.2 A Director of Finance appointed pursuant to this Article may at the invitation of the trustees attend at meetings of the trustees and at all general meetings of the Charity and, at the invitation of the trustees or the members as the case may be, may be heard, but not vote, at such meetings. The Director of Finance shall have a duty to advise the trustees and the Charity on all business to be considered within the terms of his responsibilities as defined in paragraph 49.3 below save only in respect of the terms of his own appointment, employment or remuneration.

49.3 The Director of Finance shall, subject to regulations made by the trustees, be responsible to the trustees and to the Chief Executive for the control and management of the financial affairs of the Charity. In particular, and in furtherance of the foregoing, the Director of Finance shall, subject to

regulations made by the trustees, be responsible to the trustees and the Chief Executive for:-

49.3.1 managing the finance department of the Charity;

49.3.2 arranging for the production of the annual audited accounts of the Charity for approval by the trustees;

49.3.3 assisting the Chief Executive with the preparation of a budget for the Charity's national headquarters' income and expenditure in respect of each financial year and with the preparation of a budget for the Charity, liaising with the St John Ambulance Regional Directors;

49.3.4 reviewing regular returns from St John Ambulance Regional Directors of actual performance measured against budget and reporting thereon to the trustees;

49.3.5 administering the headquarters income of the Charity and expending its headquarters funds;

49.3.6 administering and optimising the use of the Charity's funds;

49.3.7 ensuring that all and only tax liabilities properly due and payable by the Charity are correctly computed and discharged;

49.3.8 leading the design, development and implementation of appropriate financial strategies and policies for the Charity;

49.3.9 keeping proper books and records and general Charities Act compliance in financial matters;

49.3.10 carrying out the financial policies of the trustees, liaising in this respect with the St John Ambulance Regional Directors, reporting regularly to the trustees and the Chief Executive and keeping the trustees and the Chief Executive fully informed at all times as to the financial status of the Charity;

49.3.11 liaising with the St John Ambulance Regional Directors and any other bodies (including, without limitation, other national and international organisations or affiliates of the Charity, departments of Government, professions and other voluntary and charitable organisations) which are or may be relevant to the financial concerns of the Charity.

49.4 The Director of Finance shall report to the Chief Executive.

49.5 If there is no Director of Finance or if the Director of Finance is incapable, for whatever reason, of acting, then the Board shall nominate an acting Director of Finance, such acting Director of Finance to hold all the powers, duties and rights of the Director of Finance for the duration of that appointment.

SECRETARY

50. Subject to the provisions of the Act, the Secretary who shall be appointed by the trustees for such term, at such remuneration (if not a trustee), with such powers, and

upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

51. The trustees shall keep minutes in books kept for the purpose of recording:-

51.1 all appointments of officers made by the trustees; and

51.2 all proceedings at meetings of the Charity and of the trustees and of Committees (other than Advisory Committees) including the names of the trustees present at each such meeting.

THE SEAL

52. The seal shall only be used with the authority of the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and then by the secretary or by a second trustee.

ACCOUNTS

53. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

ANNUAL REPORT

54. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

55. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

56. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

57. The Charity may give any notice to a member either personally or by sending it by posting in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him 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 Charity.

58. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

59. Proof that an envelope containing a notice was properly addressed, prepaid and posted 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.

INDEMNITY

60. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity 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 and, in the case of any trustee or other officer of the Charity only, where he successfully resists any potential claim that might be made against him even if no legal proceedings have been instigated in relation to the affairs of the Charity.

TRUSTEE INDEMNITY INSURANCE

61. 61.1 The Charity may at its expense procure the provision of indemnity insurance to cover the liability of the trustees and officers of the Charity 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 of which they may be guilty in relation to the Charity;

61.2 Any such insurance shall not extend to:-

61.2.1 any claim arising from any act or omission which the trustees or officers of the Charity knew to be a breach of trust or breach of duty or which was committed by the trustees or officers of the Charity in reckless disregard of whether it was a breach of trust or breach of duty or not; or

61.2.2 the costs of an unsuccessful defence to a criminal prosecution brought against the trustees or officers of the Charity.

REGULATIONS

62. The trustees may from time to time make such regulations as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity.

Name, Address and Description of Subscribers

Baroness Audrey Emerton
St. John's Gate
Clerkenwell
London EC1M 4DA

William Michael Thomas Fowle
St John's Gate
Clerkenwell
London EC1M 4DA

Dated the 20th day of October 1999

Witness to the above signatures:

B. Kershaw
Chief Nurse and Social Care Officer
1 Grosvenor Crescent
London

L. Davis
Secretary to Chief Commander
1 Grosvenor Crescent
London

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

of the Members of

ST. JOHN AMBULANCE

("the Company")

Registered company number: 03866129

Passed on 9 January 2018

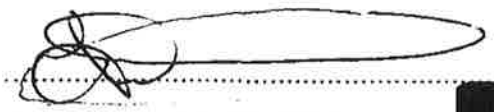
The following Written Resolution of the Members was passed as a Special Resolution of the Company on 9 January 2018:

"**IT IS RESOLVED** that Article 25, and the wording in 26.1 of Article 26, of the Articles of Association of St. John Ambulance be replaced with the following:

"25. The number of trustees shall be not less than eight and subject to a maximum of 20."

"26.1 The Prior and the three Senior Principal Priory Officers of the Priory; and the following Appointed Trustees"."

Signed for and on behalf of the Company by:



Dr Gary Maydon, Secretary

WEDNESDAY

A6XUJPUW

A14 17/01/2018 #366

COMPANIES HOUSE