

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

(Amended by Special Resolutions passed on the 12th day of April 1994,
18th November 1994 and 18th June 2013)

OF

THE FLORENCE NIGHTINGALE FOUNDATION

The Companies Acts 1985 and 2006

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE FLORENCE NIGHTINGALE FOUNDATION

(As amended by Special Resolutions passed on 12th April 1994,
18th November 1994 and 18th June 2013)

1. The name of the Company (hereinafter called “the Foundation”) is “THE FLORENCE NIGHTINGALE FOUNDATION”.
2. The registered office of the Foundation will be situated in England.
3. The Foundation is established as a living memorial to Florence Nightingale and the objects of the Foundation are to advance education, relieve sickness and protect and preserve public health by promoting the training of nurses, midwives and health visitors in nursing and in such other associated fields of study as the Executive Committee of the Foundation shall from time to time decide, and in furtherance of those objects but not further or otherwise the Foundation shall have the following powers:
 - A. To be a living memorial to Florence Nightingale by advancing the study of nursing and by promoting excellence in nursing, midwifery and health visiting practice.
 - B. To raise funds to provide scholarships for nurses, midwives and health visitors to study in the United Kingdom and abroad so that they may promote innovation in practice and extend knowledge and skills to meet changing needs.
 - C. To promote the special contribution made by nurses and midwives to the health and care of people and to encourage international understanding and learning for the benefit of patients.
 - D. To carry on the work heretofore carried on by the Foundation in continuation of the work carried out by the former unincorporated

Committee known as “The National Florence Nightingale Memorial Committee of Great Britain and Northern Ireland” being work of the nature set out in sub-clauses E. to M. hereof.

- E. To provide information and services for scholars of the Foundation studying in the United Kingdom or abroad.
- F. To receive and accept donations, endowments and gifts of money, stocks, shares, securities and any other assets whatsoever.
- G. To purchase, take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which the Foundation may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Foundation subject to such consents as may be required by law.
- H. To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Foundation as may be thought expedient with a view to the promotion of its objects.
- I. To undertake and execute any trusts which may lawfully be undertaken by the Foundation and may be conducive to its objects.
- J. To borrow or raise money for the purposes of the Foundation on such terms and on such security as may be thought fit.
- K. To invest the monies of the Foundation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that monies subject to or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- L. To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Foundation or calculated to further its objects.
- M. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Foundation shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Foundation would make it a Trade Union.

4. No addition, alteration or amendment shall be made to the provisions of clause 3, clause 9 or this clause of the Memorandum of Association without the prior written approval of the Charity Commissioners and no alteration shall be made to any other provision in the Memorandum and Articles of Association which is a provision directing or restricting the manner in which property of the Foundation may be used or applied without the prior written approval of the Charity Commissioners.
5. (1) In addition to any other powers it may have, the charity has the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (g) to acquire, merge with or to enter into any partnership or joint venture arrangements with any other charity formed for any of the Objects;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 6 and provided it complies with the conditions in that clause;

- (j) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and
 - (iii) arrange for the investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (k) to provide indemnity insurance for the Directors or any other officer of the charity in relation to any such liability as is mentioned in sub clause (2) of this clause, but subject to the restrictions specified in sub clause (3) of this clause;
- (l) to pay out of the funds of the charity the costs of forming and registering the charity both as a company as a charity;
- (m) to do all such other lawful things as are necessary for the achievement of the Objects;

(2) The liabilities referred to in sub clause (1) (k) are:

- (a) any liability that by virtue of any rule of law would otherwise attach to a Director of a company in respect of any negligence, default or breach of duty or breach of trust of which he or she may be guilty in relation to the charity;
- (b) the liability to make a contribution to the charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading);

(3) (a) The following liabilities are excluded from sub clause (2) (a):

- (i) fines;
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
- (iii) liabilities to the charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the charity or about

which the person concerned did not care whether it was in the best interest of the charity or not.

(b) There is excluded from subclause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the charity would avoid going into insolvent liquidation.

6. (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A Director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- (b) Subject to the restrictions in subclause 4, a Director may benefit from trustee indemnity insurance cover purchased at the charity's expense.
- (c) A Director may receive an indemnity from the charity in the circumstances specified in Article 31.
- (3) No Director may:
- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (4) of this section, or authorised by the Court or the Charity Commission.

In this section a "financial benefit" means a benefit, direct or indirect, which is either money or has monetary value

- (4) (a) (i) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.

- (ii) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, Sections 185 and 186 of the Charities Act 2011.
 - (iii) A director may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Directors.
 - (iv) A company of which a director is a member may receive fees, remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.
 - (v) A director may receive rent for premises let by the Director to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Director shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (vi) The Directors may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, Section 73F of the Charities Act 1993.
- (b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director; or
 - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

(5) In sub clauses (2)-(5) of this clause 5:

(a) “charity” shall include any company in which the charity:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more Directors to the Board of the Company.

(b) “director” shall include any person the trustee is married, who is the civil partner of the trustee, or with whom the trustee is living as husband or wife or, where the trustee and the other person are of the same sex, in an equivalent relationship, and any child, parent, grandchild, grandparent, brother or sister of the trustee (and any spouse or partner of any such person)

(6) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in this memorandum or the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
- (c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.

7. The liability of the directors is limited.

8. Every director promises, if the charity is dissolved while he or she is a director or within twelve months after he or she ceases to be a director, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the charity incurred before he or she ceases to be a director, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

9. (1) The directors of the charity may at any time before, and in expectation of, its debts and dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects: or
 - (c) to any charity for use for particular purposes that fall within the Objects
- (2) Subject to any such resolution of the Directors of the charity, the Directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the Directors of the charity (except to a Director that is itself a charity) and if no such resolution is passed by the Directors, the net assets of the charity shall be applied for charitable purposes as directed by the court or the Commission.
- (4) Nothing in this Memorandum of Association shall authorise an application of the property of the charity for purposes which are not charitable in accordance with Section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

THE COMPANIES ACTS 1985 and 2006

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

ARTICLES OF ASSOCIATION

OF

THE FLORENCE NIGHTINGALE FOUNDATION

(As amended by special resolutions passed on 12 day of April 1994 and 18th June 2013)

INTERPRETATION

1. In these Articles:

“the 1985 Act” means the Companies Act 1985;

“the 2006 Act” means the Companies Act 2006;

“address” means a postal address or, for the purpose of electronic communication, a fax number, an email or postal address or a text message number in each case registered with the charity;

“the charity” means the company intended to be regulated by these Articles;

“clear days” in relation to the period of a notice means a 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 Commission” means the Charity Commission for England and Wales;

“the Memorandum” means the Memorandum of Association of the charity;

“officers” include the Directors or the Secretary;

“the seal” means the common seal of a charity if it has one;

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

“the Directors” mean the Directors of the charity. The Directors are charity trustees as defined by Section 97 of the Charities Act 1993;

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

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the 1985 Act or the 2006 Act but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

DIRECTORS/CHARITY TRUSTEES

2. (i) A Director must be a natural person aged 16 years or older.
(ii) No one may be appointed a Director if he or she would be disqualified from acting under the provision of Article 13.
3. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall be subject to any maximum of 18.
4. The Directors at date of application shall be those persons notified to Companies House as the Directors of the charity.
5. A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

POWERS OF DIRECTORS

6. (i) The Directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the 1985 Act or the 2006 Act, the Memorandum, these Articles or any special resolution.
(ii) No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
(iii) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

RETIREMENT

7. At each annual general meeting all the Directors are liable for re-election in accordance with the tenure of office policy.

THE APPOINTMENT OF DIRECTORS

8. The charity may by ordinary resolution:
 - appoint a person who is willing to act to be a Director; and
 - determine the rotation in which any additional Directors are to retire.
9. No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
 - (i) he or she is recommended for re-election by the Directors; or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given notice that:
 - (a) is signed by a Director entitled to vote at the meeting;
 - (b) states the Director's intention to propose the appointment of a person as a Director;
 - (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
10. All Directors who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
11.
 - (i) The Directors may appoint a person who is willing to act to be a Director.
 - (ii) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.
12. The appointment of a Director, whether by the charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

DISQUALIFICATIONS AND REMOVAL OF DIRECTORS

13. A Director shall cease to hold office if he or she:
 - (i) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director;
 - (ii) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

- (iii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (iv) resigns as a Director by notice to the charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect): or
- (v) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office is vacated.

DIRECTORS' REMUNERATION

14. The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

PROCEEDINGS OF DIRECTORS

15. (i) The Directors may regulate their proceedings as they think fit, subject to the provision of the Articles.
- (ii) Any Director may call a meeting of the Directors.
- (iii) The Secretary must call a meeting of the Directors if requested to do so by a Director.
- (iv) Questions arising at a meeting shall be decided by a majority of votes.
16. (i) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision was purported to be made.
- (ii) The quorum shall be five or the number nearest to one third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.
- (iii) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
17. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
18. (i) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- (ii) If no one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (iii) The person appointed to chair meetings of the Directors shall have no function or powers except those conferred by these Articles or delegated to him or her by the Directors.

19. (i) A resolution in writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote: and
 - (b) a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- (ii) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

DELEGATION

20. (i) The Directors may delegate any of their powers or function to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- (ii) The Directors may impose conditions when delegating, including the conditions that:
- The relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - No expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Directors
- (iii) The Directors may revoke or alter a delegation.
- (iv) All acts and proceedings of any committee must be fully and promptly reported to the Directors.
21. A Director must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).
22. (i) Subject to paragraph 22(ii), all acts done by a meeting of Directors, or of a Committee of Directors, shall be valid notwithstanding the participation in any vote of a Director;
- who was disqualified from holding office;

- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Director; and
- that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

- (ii) Paragraph 22 (i) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 22 (i), the resolution would have been void, or if the Director has not complied with article 21.

SEAL

23. It the charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

MINUTES

24. The Directors must keep minutes of all:
- (i) appointments of officers made by the Directors;
 - (ii) proceedings at meetings of the charity;
 - (iii) meetings of the Directors and committees of Directors including:
 - the names of the Directors present at the meeting;
 - the decision made at the meetings; and
 - where appropriate the reasons for the decisions.

ACCOUNTS

25. (i) The Directors must prepare for each financial year accounts as required by the 2006 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

- (ii) The Directors must keep accounting records as required by the 2006 Act.

ANNUAL REPORT, RETURN AND REGISTER OF CHARITIES

- 26. (i) The Directors must comply with the requirements of the Charities Act 1993 with regard to:
 - (a) the transmission of its statement of account to the charity;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.
- (ii) The Directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.
- 27. Any notice to be given to or by any person pursuant to the Articles;
 - (i) must be in writing; or
 - (ii) must be given using electronic communications.
- 28. (i) The charity may give any notice to a Director either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the Director at his or her address; or
 - (c) by leaving it at the address of the Director; or
 - (d) by giving it using electronic communications to the Director's address.
- (ii) A Director who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- 29. A Director present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purpose for which it was called.
- 30. (i) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (ii) 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.
- (iii) A notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic communication, 48 hours after it was sent.

INDEMNITY

31. The charity may indemnify any Director against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the 2006 Act.

RULES

32. (i) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary to expedient for the proper conduct and management of the charity.
- (ii) The bye laws may regulate the following matters but are not restricted in law to them:
- (a) the admission of Directors to the charity (including the admission of organisations) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by Directors;
 - (b) the conduct of Directors of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose of purposes;
 - (d) the procedure at meetings and meeting of the Directors in so far as such procedure is not regulate by the Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (iii) The Directors have the power to alter, add to or repeal the rules or bye laws.
- (iv) No rule of bye law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or the Articles.