



At the Court at Windsor Castle

THE 19th DAY OF JULY 2022

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

Her Majesty has allowed amendments to the Charter of the Royal Hospital for Neuro-disability as set out in the Schedule to this Order.

Richard Tilbrook

SCHEDULE

AMENDMENTS TO THE CHARTER OF THE ROYAL HOSPITAL FOR NEURO-DISABILITY

Delete Articles 1 to 27 and **substitute**:

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Incorporation

1. The Corporation, formerly 'The Royal Hospital for Incurables, Putney' and now the 'Royal Hospital for Neuro-disability' was incorporated by Royal Charter with perpetual succession and a Common Seal granted 20 June 1919.
2. The Corporation shall have full power by and in its name to sue and be sued and to take by gift or otherwise and hold, grant, demise or otherwise dispose of real or personal property and generally to do all such lawful acts and things in any part of the world as may be requisite in order to further the objects of the Corporation provided that the Corporation shall apply its property and funds only in promoting its objects, or in a manner that is conducive or incidental to doing so. This shall include the power to (in accordance with all other relevant statutory regulations and requirements):
 - a) Raise funds;
 - b) Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- c) Sell, lease or otherwise dispose of all or any part of the property belonging to the charity;
- d) 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 or as security for a grant or the discharge of an obligation;
- e) Set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- f) Deposit or invest funds, employ a professional investment manager and arrange for the investments or other property of the Corporation to be held in the name of a nominee;
- g) Co-operate with other corporations, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- h) Establish or support any charitable trusts, associations or institutions;
- i) Acquire, merge with or enter into any partnership or joint venture arrangement with any other charity;
- j) Employ and remunerate such staff (including providing reasonable pension) as are necessary for carrying out the work of the Corporation;
- k) Provide indemnity insurance for staff and members of the Board of Governors ('the Board') and other individuals as considered reasonable.

3. The property of the Corporation shall consist of all such real and personal property as now belongs to or is held in trust for the Corporation and of all such further sums of money and property whether real or personal as may subject to the provisions of this Charter from time to time be given granted conveyed or transferred to and for the benefit of the Corporation.

4. Any further sums of money or other property that may be given to the Corporation on trust or for any stated lawful special purpose in connection with the Corporation may be accepted and held by the Corporation as Trustees and applied to any stated special purpose accordingly.

5. The Corporation may act as trustees or managers of any trust property legacy endowment bequest or gift for charitable purposes or otherwise in furtherance of the work and welfare of the Corporation or in furtherance of the trusts or the trust property.

Object

6. The object of the Corporation shall be to give permanent relief to such persons as are hopelessly disqualified for the duties of life by disease, accident or deformity; and this shall be carried out on the broad principle of Christian kindness and liberality, in the hope of uniting all the good for the good of all who really need help.

7. The Corporation intends to serve persons who in the view of the Board are eligible for assistance by the Corporation.

Constitution

8. Subject to the provisions of this Charter and to the Bye-laws, the management and control of the Corporation and its affairs shall be vested in the Board, which shall have power to act in all matters in the name of the Corporation and execute and do all such deeds, acts and things as the Corporation itself might do. The Board shall have power to delegate any of their functions, for such purpose and in such manner as Bye-laws may prescribe, to such person or persons and in such manner as they may deem appropriate including, if thought fit, the power to sub-delegate.

9. The Board shall establish Committees that cover the functions of audit, risk, nominations and remuneration of the Board.

10. The Board shall have the power to establish such other Committees as it considers necessary.

The Board

11. At the time that the 2022 revisions to this Charter come into force, the members of the Board of Governors and the commencement dates of their terms of office shall be as set out in Annex 1.

12. The Board shall elect new members. Election as a Board Member shall be for a period of four years and on completion of this, the Board Members may be re-elected at the next subsequent Board Meeting for a further consecutive period of four years. On the completion of eight consecutive years, the Board Member shall go out of office for a minimum period of one year before being permitted to stand for election for a further two four-year consecutive periods. The Board may from time to time in exceptional circumstances resolve to waive this requirement in relation to one or more specified Board Member such that the Board may extend a Board Member's term of office for up to two years.

13. The Board shall reserve the right to remove a Board Member prior to the end of their office in accordance with the Bye-laws.

14. Board Members shall have a right of voting at any meeting of the Board (subject to any conflict of interest as set out in the Bye-laws).

15. The Board shall meet at least three times in each calendar year.

16. A Chair of the Board shall be appointed in accordance with the Bye-laws.

President and Vice Presidents

17. There shall be a President of the Corporation appointed by the Board. There may be one or more Vice Presidents of the Corporation, as appointed by the Board. A vacancy in the office of President shall not affect the existence or title of the Corporation or powers of the Board thereof or of any committee or sub-committee of it.

Bye-laws

18. The Board shall have power from time to time to make Bye-laws and from time to time to revoke or alter any Bye-laws previously made. The Bye-laws may provide for all matters whatsoever in any way connected with the management of the Corporation, its undertaking property and affairs and in particular (but without prejudice to the generality of the foregoing) for all or any of the following matters:-

- a) The carrying out of the promotion of the Object;
- b) The appointment, removal, continuance in office and duties of the Chief Executive, Board Members or any non-executive member of a Committee which reports directly to the Board;
- c) The summoning and holding of, and proceedings at Meetings of the Board, Special General Meetings and any Committee of the Board including the voting at any such Meetings and the rights and duties of persons present at the meeting and the quorum necessary to constitute the meeting;
- d) The management of the Funds and property of the Corporation and the nature and range of investments which may be made or retained of such funds and property.

Provided that the Bye-laws shall not be repugnant to the laws of Our Realm or the provisions and directions of this Our Charter and also that any such Bye-laws and any revocation or alteration of them shall not take effect unless and until it has been sanctioned by a majority of the Board present and voting on the question at a duly convened Board Meeting or Special General Meeting and have been allowed by the lords of Our Privy Council of which allowance a Certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence and provided also that the Notice convening such Board Meeting or Special General Meeting shall have contained a notification that such Bye-law or such revocation or alteration would be taken into consideration at that meeting.

19. The revised Bye-laws allowed by the Lords of the Privy Council by Order and dated this day shall be the Bye-laws for the government and regulation of the affairs of the Corporation until they are revoked or altered in the manner set out in Article 18.

Interpretation

20. In this Our Charter and in the Bye-laws of the Corporation words importing the masculine gender shall include the feminine and words in the singular shall include the plural and words in the plural shall include in the singular. Month shall mean calendar month, person and persons shall include Corporations and Will shall include any Codicil.

Miscellaneous

21. The Board may, with the sanction of two successive Special General Meetings called for the purpose and both being held within one period of three months, surrender this Our Charter subject to the sanction of Us Our Heirs and Successors and upon such

terms as We or they may consider fit and to empower the Board Members to wind up or otherwise deal with the affairs of the Corporation in such manner as the Board shall deem expedient having due regard to the liabilities of the Corporation for the time being existing.

22. The Corporation may by a Resolution in that behalf of which not less than twenty-one days written notice (inclusive both of the day on which notice is served or deemed to be served and of the day for which it is given) has been given prior to such meeting carried by not less than two-thirds of the Board Members voting by such means as is deemed suitable in the Bye-laws at any duly convened Board Meeting or Special General Meeting from time to time amend add or revoke any of the provisions of this Our Charter or any Supplemental Charter which may hereafter be granted to the Corporation and such amendment, addition or revocation shall when allowed by Us, or our Heirs or Successors in Council become effectual provided that such amendment, addition or revocation shall not enable the funds of the Corporation to be applied for non-charitable purposes. This Article shall apply to this, Our Charter and any Supplemental Charter as amended added to or revoked in manner aforesaid.

23. Any Supplemental Charter granted by Us or our Heirs or Successors whether amending repealing or adding to the provision of these presents may be accepted by a Board Meeting or Special General Meeting and shall be valid and binding upon the Corporation, its Board Members and all other persons if accepted by the votes of two-thirds of the Board Members voting at the meeting (in such manner as is deemed suitable in the Bye-laws).

24. And lastly, we do hereby for Our Heirs and Successors grant and declare that these Our letters Patent or the enrolment or exemplification thereof shall be in all things valid and effectual in law according to the true intent and meaning of the same and shall be construed and adjudged in the most favourable and beneficial sense for the best advantage of the Corporation as well in Our Courts as elsewhere not withstanding any recital, misrecital, uncertainty or imperfection in these Our Letters Patent.”