



THE FRIENDS OF KINGSTON HOSPITAL

The Friends Office
Kingston Hospital
Galsworthy Road
Kingston upon Thames,
Surrey KT2 7QB
Telephone: 020 8974 5474

**NOTICE OF EXTRAORDINARY GENERAL MEETING
OF
THE LEAGUE OF FRIENDS OF THE KINGSTON HOSPITAL ("THE FRIENDS")
AN UNINCORPORATED ASSOCIATION AND A REGISTERED CHARITY WITH CHARITY
NUMBER 200683**

**TO BE HELD ON MONDAY 31 JULY 2023 AT MIDDAY
AT
SEMINAR ROOM 3, THE EDUCATION CENTRE, 5th FLOOR, SURGICAL TRAINING
CENTRE, KINGSTON HOSPITAL, GALSWORTHY RD,
KINGSTON UPON THAMES, KT2 7QB**

In accordance with Rules 7(a) and 9 of the Friends' Objects and Rules (the "**constitution**") I am writing to give at least 7 days' notice to members of the Friends of the above meeting on Monday 31 July 2023. This letter is intended to constitute notice for the purposes of Rule 7 (a) and 9 of the Constitution.

At the meeting, we are asking members to discuss and vote on a recommendation by the Committee that the Friends should merge with Kingston Hospital NHS Foundation Trust General Charitable Fund (charity number 1056510) ("**Kingston Hospital Charity**") and in particular that, in order to facilitate the merger, the Constitution should be amended.

The formal resolution that will be put to the meeting is as follows:

It is resolved that the Objects and Rules of The League of Friends of the Kingston Hospital be altered by adopting the revised Objects and Rules (as attached to the notice of the meeting and marked "A") in substitution for, and to the exclusion of, the existing Objects and Rules.

Please note that, as described below, the effect of the changes to the Constitution will be that the current members will cease to be members of the Friends.

Reasons for the proposed merger

There are several reasons that we are recommending that the Friends merges with Kingston Hospital Charity .

Firstly, the numbers of 'The Friends' has reduced considerably in the last few years. We now only have five members whom we can consider in any way 'active', and they comprise the current committee. The number of inactive members (who pay an annual subscription, but are not 'active' in any other way) has now dropped to below forty. This means that we are now no longer able to run events such as raffles, and bric-a-brac sales, which used to comprise a significant proportion of our income.

The Friends of Kingston Hospital was founded in 1954 to raise funds in support of Kingston Hospital. With volunteer help we provide extra equipment and facilities for patients, staff and visitors.

Chairman: Serge Lourie **Hon. Treasurer:** Barry Couling **Hon. Secretary:** Margaret Bourner **Hon. Membership Secretary:** Doris Hogg
Registered Charity No. 200683

Secondly, the re-launch of Kingston Hospital Charity in 2017, which is now much better resourced, has meant that there are two similar organisations both raising funds for the benefit of Kingston Hospital. This has sometimes caused confusion to those wishing to make charitable donations.

Finally, Kingston Hospital Charity is a professionally run organisation, and in the current financial climate is better able to respond to major fundraising schemes, that our loyal, but rapidly-aging, group of members cannot match.

Merger process

It is intended that the merger will be achieved by appointing the corporate trustee of Kingston Hospital Charity (being Kingston Hospital NHS Foundation Trust) as the sole corporate trustee of the Friends in place of the current Committee members.

The purpose of the meeting is to consider and (if thought fit) pass the proposed resolution to amend the constitution of the Friends, to facilitate the merger. In particular, the copy of the constitution attached and marked "A" would be adopted as the new constitution of the Friends. The proposed amendments are illustrated in the copy of the constitution attached and marked "B" (the provisions underlined would be inserted and the provisions struck through would be removed).

The key proposed changes to the constitution are summarised below:

- Inclusion of a new power to appoint a sole corporate trustee of the Friends, and provision for the current Committee members to retire in favour of a sole corporate trustee.
- The membership of the Friends is changed so that instead of the current individual members there would only be two members going forward: the Chair of the Charitable Funds Committee and the Chief Nurse for the time being of Kingston Hospital NHS Foundation Trust. All existing members of the Friends would no longer be members.
- Various other amendments to ensure that the Friends can be effectively operated by the new corporate trustee and new members following the merger.

If the existing members of the Friends pass the resolution to amend the constitution, the intention is for the Committee members to then use the new power to appoint a sole corporate trustee, to appoint Kingston Hospital NHS Foundation Trust in place of the Committee.

The Friends would still be a separate charity following the merger, but with Kingston Hospital NHS Foundation Trust as its sole corporate trustee. The intention is that the Friends will be linked to Kingston Hospital Charity on the register of charities.

Attendance at the Extraordinary General Meeting

We very much hope current paid-up members of the Friends will join the Committee at this Extraordinary General Meeting, and vote on the proposal.

If you wish to express a viewpoint and cannot attend the meeting in person, please write to our Secretary, Margaret Bourner at The Friends of Kingston Hospital, Galsworthy Road, Kingston upon Thames, KT2 7QB and your letter will be read out at the meeting.

However, our constitution does not allow for proxy voting so if you wish to vote on the proposal you will need to attend the meeting.

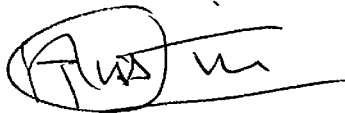
Membership subscriptions

If the resolution is passed, the existing members will cease to be members of the Friends. If you currently pay a subscription to the Friends by Standing Order and wish to continue this payment as a donation to the Friends, you do not need to do anything, as our current bank details will remain unchanged. Similarly anyone who has been kind enough to make the Friends a beneficiary under the terms of their will need not make any amendments as the Friends charity will continue to exist.

Finally, I should add that Kingston Hospital Radio, which for many years has been a service of The Friends, now operates independently. Since Covid precautions meant that the old bedside headsets had to be removed, the station now broadcasts on the Internet, which means that it can now be heard by everyone world-wide 24/7, and no longer just by inpatients at Kingston Hospital.

With many thanks for your support over the years,

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Geoff Austin', written over a circular stamp or mark.

Geoff Austin, Chairman

A handwritten signature in black ink, appearing to read 'Margaret Bourner', written in a cursive style.

Margaret Bourner, Honorary Secretary

Date of notice: 30 June 2023

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OBJECTS AND RULES OF THE LEAGUE OF FRIENDS OF THE KINGSTON HOSPITAL

1. The Society shall be called "The League of Friends of the Kingston Hospital".

PRELIMINARY

2. In these Rules –
 - (a) the expression "the League" means the Association constituted by these Rules;
 - (b) the expression "these rules" includes any amendment or alteration thereof for the time being in force; and
 - (c) the expressions "trustee" and "trustees" mean the person or persons having the general control and management of the administration of the League.

OBJECTS

3. The objects of the League are as follows:-
 - (a) To encourage, foster and maintain the interest of the public in the patients and the support of the work of the Kingston Hospital by means of voluntary service.
 - (b) To provide opportunities for voluntary organisations to assist, by voluntary effort, the activities of the hospital in the National Health Service.
 - (c) To provide funds for the purpose of supplementing in such manner as the League thinks fit the resources of the hospital service. For example:
 - (i) to provide amenities and additional comforts for patients and staff;
 - (ii) to make grants to patients and staff in need of assistance;
 - (iii) to provide funds for convalescence or special treatment not provided by the National Health Service or other organisation;
 - (iv) to provide equipment in order to increase the facilities of the hospital;
 - (v) to help in any other way to secure the speedy and permanent recovery of the patients.
 - (d) To recruit and assist in the recruitment of voluntary workers in and for the hospital.
 - (e) To provide a link between the Kingston Hospital and the community which they serve.

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- (f) To co-operate with all other bodies for the benefit of the hospital service.
- (g) To encourage inter-communication and co-operation with other Leagues of Friends of Hospitals or with other similar bodies.
- (h) To promote entertainments, concerts, lectures or any other scheme, as the Committee may think fit, to secure funds for the objects of the League.
- (i) To do all other such things as are incidental or conducive to the attainment of the above objects or any one of them.

POWERS

- 4. The League has the power to do anything within the law which promotes or helps to promote its objects.

MEMBERSHIP

- 5.
 - (a) The Chair of the Charitable Funds Committee and the Chief Nurse for the time being of Kingston Hospital NHS Foundation Trust (each an "office holder") shall automatically, by virtue of holding that office, be members of the League.
 - (b) If either of the officer holders is unwilling or unable to act as a member, the trustees may admit another willing individual as a member of the League in their place and may replace that individual from time to time.
 - (c) The trustees may remove a member of the League at any time by serving written notice on the member.
 - (d) No person other than the individuals referred to in Rules 5(a) and 5(b) shall be a member of the League.

SUBSCRIPTIONS

- 6. There shall be no subscription payable by members of the League.

TRUSTEES

- 7.
 - (a) The League shall have at least two individual trustees or a sole corporate trustee (whether or not it is a trust corporation).
 - (b) The trustees may appoint new and additional trustees (including a sole corporate trustee, whether or not it is a trust corporation) and trustees may retire and be discharged in the manner set out in (d) and (e) below.

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- (c) The business of the League shall be conducted and managed by the trustees who may exercise all such powers of the League and do on behalf of the League all such acts as may be exercised and done by the League and as are not by these Rules required to be exercised or done by the League in General Meeting.
- (d) The appointment of new and additional trustees (including the appointment of a sole corporate trustee, whether or not a trust corporation) shall be made by deed.
- (e) A trustee may at any time (including on appointment of a new trustee or trustees in accordance with (b) above) retire by deed, provided at least two individual trustees or a sole corporate trustee (whether or not a trust corporation) holds office when such retirement takes effect.
- (f) Where the League has a sole corporate trustee, notwithstanding anything to the contrary in these Rules:
 - (i) All the powers and discretions conferred on the trustees by these Rules or by law or otherwise shall be exercised by the sole corporate trustee acting alone and the provisions of these Rules shall be read and construed as if a reference to the trustees were a reference to the sole corporate trustee;
 - (ii) The sole corporate trustee may exercise its powers and discretions by resolution at a meeting of the governing body of the sole corporate trustee which may be called and held by the governing body of the sole corporate trustee in accordance with the provisions of its constitution relating to meetings of the governing body or otherwise by written resolution of the sole corporate trustee signed on its behalf by a person duly authorised, without a meeting; and
 - (iii) The sole corporate trustee shall make and keep minutes of the meetings of the sole corporate trustee in relation to the affairs of the League and books and accounts separate from those of the sole corporate trustee.
- (g) The trustees may delegate any of their powers or the implementation of any of their decisions to any committee(s) or individual(s) as they think fit. Any such committee(s) or person(s) shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it by the trustees.
- (h) A technical defect in the appointment of the trustees or a procedural defect, of which the trustees are unaware at the time, does not invalidate decisions taken by the trustees.

GENERAL MEETINGS

8.

- (a) There shall be no requirement to hold an Annual General Meeting.

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- (b) The trustees may call a General Meeting of the members at any time by serving at least 7 days' written notice on the members.
- (c) The quorum at a General Meeting is two members.
- (d) Every issue at a General Meeting is determined by a simple majority of votes cast by the members present.

PROPERTY

9.

- (a) The monies and property of the League not immediately required for the purposes of the League may be held by or vested in such person or persons as the trustees may from time to time determine, and the trustees may appoint two or more persons, whether members of the League or not, to hold any such monies or property upon trust for the League.
- (b) Cheques drawn on behalf of the League shall be signed by such person or persons as the trustees may from time to time direct.

ALTERATION TO CONSTITUTION

10. The League may at a General Meeting alter, add to or delete all or any of the objects of the League, and alter the rules and constitution, provided that no alteration in the objects of the League shall be made which would authorise the application of the property of the League for objects which are not charitable.

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OBJECTS AND RULES OF THE LEAGUE OF FRIENDS OF THE KINGSTON HOSPITAL

1. The Society shall be called "The League of Friends of the Kingston Hospital".

PRELIMINARY

2. In these Rules –

- (a) the expression "the League" means the Association constituted by these Rules;
- ~~(b) the expression "the Committee" means the Committee for the time being of the League as hereinafter constituted;~~
- ~~(c) the expression "the Secretary" means the Honorary Secretary for the time being of the League;~~
- ~~(b) the expression "these rules" includes any amendment or alteration thereof for the time being in force, and~~
- ~~(d)(c) the expressions "trustee" and "trustees" mean the person or persons having the general control and management of the administration of the League.~~

OBJECTS

3. The objects of the League are as follows:-

- ~~(i)(a)~~ To encourage, foster and maintain the interest of the public in the patients and the support of the work of the Kingston Hospital by means of voluntary service.
- ~~(ii)(b)~~ To provide opportunities for voluntary organisations to assist, by voluntary effort, the activities of the hospital in the National Health Service.
- ~~(iii)(c)~~ To provide funds for the purpose of supplementing in such manner as the League thinks fit the resources of the hospital service. For example:
 - ~~(A)(i)~~ to provide amenities and additional comforts for patients and staff;
 - ~~(B)(ii)~~ to make grants to patients and staff in need of assistance;
 - ~~(C)(iii)~~ to provide funds for convalescence or special treatment not provided by the National Health Service or other organisation;
 - ~~(D)(iv)~~ to provide equipment in order to increase the facilities of the hospital;
 - ~~(E)(v)~~ to help in any other way to secure the speedy and permanent recovery of the patients.

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- ~~(iv)~~(d) To recruit and assist in the recruitment of voluntary workers in and for the hospital.
- ~~(v)~~(e) To provide a link between the Kingston Hospital and the community which they serve.
- ~~(vi)~~(f) To co-operate with all other bodies for the benefit of the hospital service.
- ~~(vii)~~(g) To encourage inter-communication and co-operation with other Leagues of Friends of Hospitals or with other similar bodies.
- ~~(viii)~~(h) To promote entertainments, concerts, lectures or any other scheme, as the Committee may think fit, to secure funds for the objects of the League.
- ~~(ix)~~(i) To do all other such things as are incidental or conducive to the attainment of the above objects or any one of them.

POWERS

4. ~~The League has the power to do anything within the law which promotes or helps to promote its objects.~~

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MEMBERSHIP

5. _____

- ~~(a) The subscribers to these Rules and such other persons as the Committee shall admit to membership Chair of the Charitable Funds Committee and the Chief Nurse for the time being of Kingston Hospital NHS Foundation Trust (each an "office holder") shall automatically, by virtue of holding that office, be members of the League.~~
- ~~(b) If either of the officer holders is unwilling or unable to act as a member, the trustees may admit another willing individual as a member of the League in their place and may replace that individual from time to time.~~
- ~~(c) The trustees may remove a member of the League at any time by serving written notice on the member.~~
- 4.(d) No person other than the individuals referred to in Rules 5(a) and 5(b) shall be a member of the League.

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SUBSCRIPTIONS

- 5.6. ~~There shall be a minimum annual subscription of 2s.6d. payable on the [?] of January in each year no subscription payable by members of the League.~~

OFFICERS AND COMMITTEE TRUSTEES

6.7. _____

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- (a) The League shall have at least two individual trustees or a sole corporate trustee (whether or not it is a trust corporation).
- (b) There shall be a Committee and the The trustees may appoint new and additional trustees (including a sole corporate trustee, whether or not it is a trust corporation) and trustees may retire and be discharged in the manner set out in (d) and (e) below.
- (c) the-The business of the League shall be conducted and managed by the Committee-trustees, who may exercise all such powers of the League and do on behalf of the League all such acts as may be exercised and done by the League and as are not by these Rules required to be exercised or done by the League in General Meeting.
- (d) The appointment of new and additional trustees (including the appointment of a sole corporate trustee, whether or not a trust corporation) shall be made by deed.
- (e) A trustee may at any time (including on appointment of a new trustee or trustees in accordance with (b) above) retire by deed, provided at least two individual trustees or a sole corporate trustee (whether or not a trust corporation) holds office when such retirement takes effect.
- (f) Where the League has a sole corporate trustee, notwithstanding anything to the contrary in these Rules:
- (i) All the powers and discretions conferred on the trustees by these Rules or by law or otherwise shall be exercised by the sole corporate trustee acting alone and the provisions of these Rules shall be read and construed as if a reference to the trustees were a reference to the sole corporate trustee;
- (ii) The sole corporate trustee may exercise its powers and discretions by resolution at a meeting of the governing body of the sole corporate trustee which may be called and held by the governing body of the sole corporate trustee in accordance with the provisions of its constitution relating to meetings of the governing body or otherwise by written resolution of the sole corporate trustee signed on its behalf by a person duly authorised, without a meeting; and
- (iii) The sole corporate trustee shall make and keep minutes of the meetings of the sole corporate trustee in relation to the affairs of the League and books and accounts separate from those of the sole corporate trustee.
- (ii) The Committee shall consist of a Chairman, Honorary Secretary, Honorary Treasurer, who shall be appointed at the Annual General Meeting, and twelve other members.
- A quorum for meetings of the Committee shall be one third of its total membership including ex-officio officers.

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~~(iii) At every Annual General Meeting one third of the said 12 members of the Committee shall retire from office.~~

~~(iv) Retiring members of the Committee shall be eligible for re-election.~~

~~(v)(g) The Committee trustees may delegate any of their powers or the implementation of any of their decisions to any Sub-Committee(s) or individual(s) consisting of such member or members of their body as they think fit. Any Sub-Committee so formed such committee(s) or person(s) shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it by the Committee trustees.~~

~~(vi) The Committee shall have power to so opt.~~

~~(b) The Chairman, Honorary Secretary and Honorary Treasurer are ex-officio members of all Sub-Committees.~~

~~(h) A technical defect in the appointment of the trustees or a procedural defect of which the trustees are unaware at the time, does not invalidate decisions taken by the trustees.~~

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ANNUAL GENERAL MEETINGS

7.8.

~~(a) There shall be no requirement to hold an Annual General Meeting shall be held in the month of February in each year and the Honorary Secretary shall give seven days notice of same. The Committee shall prepare a report of the League's activities together with a financial statement up to the previous 31st December for submission to the Annual General Meeting.~~

~~(b) At the Annual General Meeting an Auditor shall be appointed for the ensuing year but such person shall not be a member of the Committee or any of its Sub-Committees.~~

~~(b) The trustees may call a General Meeting of the members at any time by serving at least 7 days' written notice on the members.~~

~~(c) The quorum at a General Meeting is two members.~~

~~(d) Every issue at a General Meeting is determined by a simple majority of votes cast by the members present.~~

PROPERTY

8.9.

~~(i)(a) The monies and property of the League not immediately required for the purposes of the League may be held by or vested in such person or persons as the~~

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~~Committee-trustees~~ may from time to time determine, and the ~~trustees Committee~~ may appoint two or more persons, whether members of the League or not, to hold any such monies or property upon trust for the League.

~~(#)(b)~~ Cheques drawn on behalf of the League shall be signed by such person or persons as the ~~trustees Committee~~ may from time to time direct.

ALTERATION TO CONSTITUTION

~~9-10.~~ The League may ~~by a majority of not less than two-thirds of the members present at a~~ Annual General Meeting ~~or Extraordinary General Meeting~~ alter, add to or delete all or any of the objects of the League, and alter the rules and constitution, provided that ~~notice of intention to propose such alteration, addition or deletion and the details thereof are served upon each member with the notice required to be given by Rules 7(a) hereof, and provided also that~~ no alteration in the objects of the League shall be made which would authorise the application of the property of the League for objects which are not charitable.