

1216194 //

Form No. 41  
(No registration fee payable)

Number of }  
Company }

## THE COMPANIES ACTS 1948 to 1967

### Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company .

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the  
Name of the  
Company

GUY'S HOSPITAL NOMINEES LIMITED

Presented by

Presentor's Reference DB/KA

PARKER GARRETT & CO.

ST. MICHAEL'S RECTORY,

CORNHILL, LONDON, EC3V 9DU

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU, a subsidiary of The Solicitors' Law Stationery Society, Limited.  
F21221 3.5.73

Companies 6C

★ ★ ★ ★

[P.T.O.]

APPROVED

I, DAVID CHARLES GIRDLESTONE BROWN

of PARKER GARRETT & CO. ST. MICHAEL'S RECTORY,

CORNHILL, LONDON, EC3V 9DU

(a) Here Insert:  
A Solicitor of the  
Supreme Court (or  
in Scotland a  
Solicitor) engaged  
in the formation  
or  
A person named  
in the Articles of  
Association as a  
Director or  
Secretary.

Do solemnly and sincerely declare that I am (°) A Solicitor of the

Supreme Court engaged in the formation of

of Guy's Hospital Nominees

~~Limited~~ XXXX

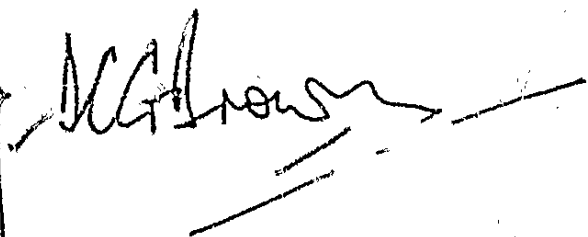
and that all the requirements of the Companies Act 1948 in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 50 Cornhill

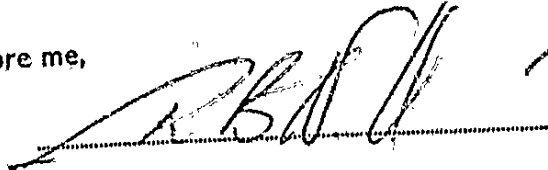
In the City of London

the 21 day of June

one thousand nine hundred and 75



Before me,



A Commissioner for Oaths (b)

(b) Or  
Notary Public or  
Justice of the  
Peace as the case  
may be.

1216194 /2

1

THE COMPANIES ACTS, 1948 to 1967

JAN-41-93 31/5 • 050.00

UNLIMITED COMPANY NOT HAVING A SHARE CAPITAL

# Memorandum of Association

OF

## GUY'S HOSPITAL NOMINEES

1. The name of the Company is "GUY'S HOSPITAL NOMINEES".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:—
  - (A) To undertake and execute the office of nominees for the purpose of holding and dealing with any real or personal property or security of any kind for and on behalf of and at the discretion of the Special Trustees of Guy's Hospital (hereinafter referred to as "the Special Trustees") including the acquisition of real and personal property, erection of new buildings, improvement and repair of existing buildings, granting of leases and licences, granting of mortgages, disposal of property and the doing of all such other things as are incidental or conducive to the attainment of the above objects or any of them.
  - (B) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

	DESCRIPTION	SIGNATURE
AUBREY EDWIN ORCHARD - Lisle 29 ST. GEORGE STREET, HANOVER SQUARE, LONDON W1A 3BG. ✓	Chartered Surveyor ✓	<i>A. E. Orchard - Lisle</i>
PETER STEVENS WINFIELD 29 ST. GEORGE STREET, HANOVER SQUARE, LONDON W1A 3BG. ✓	Chartered Surveyor	<i>Peter S. Winfield</i>
EDWIN ALBERT ROWE 70 WILLETT WAY, ROTHERHITHE NEW ROAD LONDON SE16 3ALD. ✓	REFRACTOR ENGINEER	<i>E. A. Rowe</i>
DAVID NORTHEY RICHARDSON GEORGE HOUSE, 75/85 BOROUGH HIGH ST. LONDON SE1 1NT. ✓	Hop Merchant.	<i>David Northey Richardson</i>
JAMES CALDWELL HOUSTON, GUY'S HOSPITAL MEDICAL AND DENTAL SCHOOLS, ST. THOMAS STREET, LONDON SE1 9RT ✓	PHYSICIAN AND MEDICAL DENTAL SCHOOL DEAN	<i>J. C. Houston</i>

DATED this 2<sup>nd</sup> day of JUNE, 1975.

WITNESS to the above signatures:—

	WITNESS	ADDRESS	OCCUPATION
A. E. ORCHARD - Lisle	<i>A. E. Jewell</i>	32 The Grange Rd Kewpton - upm. - Thames. Surrey	Secretary
P. S. WINFIELD	<i>M. J. Varré</i>	97 Queens Drive, London N4	Secretary
E. A. ROWE	<i>Kallen M. Camp</i>	9 Mount Bloar, Sevenoaks	Administrative Assistant
D. N. RICHARDSON	<i>D. N. Medlam</i>	Kilworth Hill N <sup>th</sup> Mutton - under - Sedge Glos	Chartered Accountant
J. C. HOUSTON	<i>J. C. Isaac</i>	14 Oaklands Road, Bromley.	Secretary

THE COMPANIES ACTS, 1948. TO 1967

UNLIMITED COMPANY NOT HAVING A SHARE CAPITAL

# Articles of Association

## OF

### GUY'S HOSPITAL NOMINEES ✓

#### INTERPRETATION

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof if not inconsistent with the subject or context:—

WORDS	MEANINGS
The Act... ..	The Companies Acts, 1948 to 1967 and every statutory modification and re-enactment thereof for the time being in force.
These presents...	These Articles of Association and the Regulations of the Company from time to time in force.
The Company ...	The above-named Company.
The Office ...	The Registered Office of the Company.
The Seal ...	The Common Seal of the Company.
The United Kingdom ...	Great Britain and Northern Ireland.
In writing ...	Written or produced by any substitute for writing or partly one and partly another.
The Trustees ...	The Special Trustees of Guy's Hospital.

Words importing the singular number include the plural number and vice versa.

Save as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context bear the same meanings in these presents.

2. The Company is established for the purposes expressed in the Memorandum of Association.

3. The Company is a private company and accordingly:—

- (a) The right to transfer shares (if any) is restricted in manner hereinafter prescribed;
- (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) limited to fifty PROVIDED THAT where two or more persons hold one or more shares (if any) in the Company jointly they shall for the purpose of this regulation be treated as a single member;
- (c) Any invitation to the public to subscribe for any shares (if any) or debentures of the Company is prohibited;
- (d) The Company shall not have power to issue share warrants to bearer.

#### MEMBERS

4. For the purposes of registration the number of members of the Company is declared not to exceed five but the Directors may from time to time register an increase of members.

5. The members of the Company shall be the subscribers to the Memorandum of Association and such person or persons who, whether upon the termination of membership of any of such subscribers for whatever reason or otherwise, may be appointed Trustee or Trustees and whose name or names shall immediately thereafter be entered as a member or members in the Register of Members.

6. The rights and privileges of members shall not be transierable or transmittable.

7. Any member who shall cease to be one of the Trustees shall *ipso facto* cease to be a member of the Company.

## GENERAL MEETINGS

8. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Directors and shall specify the Meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation.

9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10. The Directors may whenever they think fit convene an Extraordinary General Meeting and, without prejudice to the provisions of Section 132 of the Act, a majority of the members of the Company may also whenever they think fit require the Secretary to convene an Extraordinary General Meeting and notify the Directors thereof.

11. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

12. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

## PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Directors and of the Auditors and the appointment of, and the fixing of the remuneration of, the Auditors.

14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise three members personally present shall be a quorum.

15. If within half-an-hour from the time appointed for the holding of a meeting a quorum is not present, the meeting shall be dissolved.

16. The Chairman (if any) of the Directors shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall elect some other Director to preside.

17. The Chairman may, with the consent of any meeting at which quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

19. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the



poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

22. 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 a poll has been demanded.

### VOTES OF MEMBERS

23. Every member shall have one vote.

24. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member.

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.

26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

28. Any instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit:—

"I  
 "of  
 "a member of  
 "hereby appoint  
 "of  
 "and failing him,  
 "of  
 "to vote for me and on my behalf of the (Annual or Extraordinary  
 "or Adjourned, as the case may be) General Meeting of the Company  
 "to be held on the                      day of                      , and at every  
 adjournment thereof.

"AS WITNESS my hand this                      day of                      19 ."

The instrument appointing a proxy shall be deemed to confer authority to demand or rejoin in demanding a poll.

#### DIRECTORS

29. The members of the Company shall also be the Directors of the Company.

30. The subscribers of the Memorandum of Association shall be the first Directors of the Company.

31. The appointment of a member as Director shall be effective as from the day that he is appointed as one of the Trustees and his name is registered in the Register of Members as a member of the Company. He shall cease to be a Director upon his ceasing to be a member of the Company.

#### POWERS OF THE DIRECTORS

32. The Company may at a General Meeting authorize any two Directors for the time being of the Company to act as an Executive Committee of the Directors for the purpose of performing day-to-day administrative functions of the Company.

33. The Directors may exercise all the powers of the Company to borrow money, and to Mortgage or Charge its undertaking, property and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

## PROCEEDINGS OF THE DIRECTORS

34. Meetings of the Directors shall be held at such times and places as a majority of them shall from time to time direct and in addition a Director may and on the request of a Director the Secretary shall at any time summon a meeting of the Directors. The Secretary shall give notice of all meetings of the Directors to all the Directors save that a Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

35. The Directors may adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be two.

36. The Directors shall from time to time elect the Chairman who shall be entitled to preside at all meetings of the Directors at which he shall be present and may determine for what period he is to hold office but if no such Chairman be elected or if at any meeting the Chairman be not present within half-an-hour after the time appointed for holding the Meeting and willing to preside the Directors present shall choose one of their number to be Chairman of the Meeting.

37. Except in so far as they may be specifically authorised by the Company in General Meeting, the Directors may not delegate any of their powers.

38. The Directors shall cause proper Minutes to be made and kept of all appointments, actions and proceedings of all Meetings of the Company and of the Directors.

## THE SEAL

39. The Seal of the Company shall not be affixed to any instrument except by the authority of a Resolution of the Directors and in the presence of any two Directors for the time being, (or any one Director and the Secretary) and the said two Directors (or said Director and Secretary) shall sign every instrument to which the Seal shall be so affixed as aforesaid.

## ACCOUNTS

40. The Directors shall cause proper books of accounts to be kept with regard to all transactions affecting any of the Company's assets.

41. The provisions of the Act with regard to maintenance and inspection of the books of accounts shall apply.

42. The provisions of the Act with regard to presentation of accounts to the Company in General Meeting shall apply.

#### AUDIT

43. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

44. Auditors shall be appointed and their duties regulated in accordance with Sections 159—162 of the Act.

#### NOTICES

45. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the Register of Members.

46. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Company.

47. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

## NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

	DESCRIPTION	SIGNATURE
AUGREY EDWIN ORCHARD-LISLE 29 ST. GEORGE STREET, HANOVER SQUARE, LONDON W1A 3BG.	Chartered Surveyor	<i>A. E. Orchard-Lisle</i>
PETER STEVENS WINFIELD 29 ST. GEORGE STREET, HANOVER SQUARE, LONDON W1A 3BG.	Chartered Surveyor	<i>Peter S. Winfield</i>
EDWIN ALBERT ROWE 70 WILLETT WAY, ROTHERHAM THE NEW ROAD LONDON SE16 3AW.	REPAIRATORY ENGINEER	<i>E. A. Rowe</i>
DAVID NORTHLEY RICHARDSON GEORGE HOUSE, 75/85 BOROUGH HIGH ST. LONDON SE1 1NT.	Top Merchant.	<i>D. N. Richardson</i>
JAMES CALDWELL HOUSTON. GUY'S HOSPITAL MEDICAL AND DENTAL SCHOOLS, ST. THOMAS STREET. LONDON SE1 9RT	PHYSICIAN AND MEDICAL & DENTAL SCHOOL DEAN	<i>J. C. Houston</i>

DATED this 2<sup>nd</sup> day of JUNE, 1975.

WITNESS to the above signatures:—

	WITNESS	ADDRESS	OCCUPATION
A. E. ORCHARD-LISLE	<i>E. J. Farrell</i>	32 Uxbridge Rd, Kingston-on-Thames, Surrey.	Thames Secretary
P. S. WINFIELD	<i>M. G. Varne</i>	97 Queens Drive London N4	Secretary
E. A. ROWE	<i>Walter M. Camp</i>	9 Mount Bloss, Seymourabo	Administrative Assistant
D. N. RICHARDSON	<i>D. N. Richardson</i>	Kilgill Mill N. Wotton - under - Edge Glos	Chartered Accountant
J. C. HOUSTON	<i>P. M. Isaac</i>	14 Oatlands Road, Bromley	Secretary



## CERTIFICATE OF INCORPORATION

No. 1216194

I hereby certify that

**GUY'S HOSPITAL NOMINEES**

is this day incorporated under the Companies Acts 1913 to 1967, and that the Company is unlimited.

Given under my hand at London the **16TH JUNE 1975**

*N Taylor*  
N. TAYLOR

Assistant Registrar of Companies

CERTIFIED A TRUE COPY  
OF THE ORIGINAL

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

GUY'S HOSPITAL NOMINEES

Passed this 28th day of January 1991

AT THE FIFTEENTH ANNUAL GENERAL MEETING of the company held at Guy's Hospital in the London Borough of Southwark on Monday the twenty-eighth day of January 1991 the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

THAT the Articles of the Company be amended by the deletion of paragraphs 43 and 44 and the substitution of:-

"In accordance with section 250 of the Companies Act 1985 the company shall not be obliged to appoint auditors."

*Richard Hawk*  
CHAIRMAN

