

## THE COMPANIES ACTS 1948 TO 1980



Please do not  
write in this  
binding margin

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\*Insert full name  
of company

# Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

# 41a

For official use

Company number

For official use

1850502/1

Name of company

ST. RICHARDS HOSPICE AT HOME Limited\*

I, DAVID JOHN SPORGER HALLMARK  
of 4 AND 5 SANSOME PLACE  
WORCESTER

† Please indicate  
whether you are a  
Solicitor of the  
Supreme Court (or  
in Scotland 'a  
Solicitor') engaged  
in the formation of  
the company, or  
a person named as  
director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

do solemnly and sincerely declare that I am

a solicitor of the Supreme Court engaged in the formation†

~~a person named as director/secretary of the company in the statement delivered under section  
21 of the Companies Act 1976†~~

of ST. RICHARDS HOSPICE AT HOME Limited\*

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the  
registration of the said company and of matters precedent 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 WORCESTER COUNTY MAGISTRATE  
COURT IN THE COUNTY OF  
WORCESTER

the 23 day of August  
One thousand nine hundred and EIGHTY FOUR

before me R. TUNING  
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having  
the powers conferred on a Commissioner for Oaths

Presentor's name, address and  
reference (if any):

For official use

New companies section

Post room



## The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)



159-64

THE COMPANIES ACTS 1948 to 1981  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

1850502/2

OF

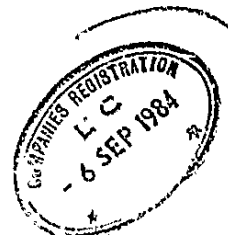
ST. RICHARDS HOSPICE AT HOME

1. The name of the Company (hereinafter called "the Association") is St. Richards Hospice at Home.
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
  - (1) To promote the relief of suffering (so far as such purpose is charitable) in such ways as the Association shall from time to time think fit, and in particular (but without prejudice to the generality of such object):-
    - (A) To promote by the establishment of domiciliary care the relief of persons of either sex (without regard to race or creed) who are suffering (at any age) from any chronic or terminal illness or from any disability or disease attributable to old age or from other physical or mental infirmity disability or disease and to establish maintain and manage a Hospice Hospital or Residential Home and all ancillary services for such persons.
    - (B) By conducting or promoting or encouraging research into the care and treatment of persons suffering from any such illness, disability, disease or infirmity as aforesaid and particularly into the care and treatment of persons suffering from cancer or terminal illness and to disseminate the results thereof.
    - (C) By promoting or encouraging or assisting in the teaching or training of doctors, nurses, physiotherapists and other persons engaged in any branch of medicine, surgery, nursing or allied services, and in the teaching or training of students in any branch of medicine, surgery, nursing or allied services.

1

Presented by:-

THE LONDON LAW AGENCY LTD.  
TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON EC4Y 0HP



20 / MH/WORC / CURTIS / 66

(D) By providing or assisting or encouraging the provision of spiritual help and guidance for any persons resident (either as patients or otherwise) or working in any such home or homes as aforesaid.

(2) For the purpose of furthering the attainment of all or any of the above-mentioned charitable objects (hereinafter called "the principal objects of the Association") but not for any other purpose and so far as the objects hereinafter mentioned are conducive or ancillary to the furtherance of the principal objects of the Association (but not further or otherwise):-

(A) To purchase take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, repair, renovate, equip, decorate, maintain and alter any buildings or erections necessary or convenient for use as such home or homes as aforesaid or for any use in connection with the establishment or conduct of any such home or homes (including use as a church or chapel for the use of any person or persons resident or working in any such home) or otherwise for the work of the Association.

(B) To establish and conduct clinics, out-patients' departments, surgeries, dispensaries and convalescent homes.

(C) To engage and pay such doctors, surgeons, nursing or domestic staff, lecturers, chaplains, physiotherapists, occupational therapists, radiologists, dieticians, dentists, chiropodists, pharmacists, social workers and others whom the Association may think fit for the promotion of its objects.

(D) To make such regulations as to the admission of persons to any home, clinic or out-patients' department established by or conducted under the directions of the Association as aforesaid, and as to the residence of any persons in any such home as aforesaid as the Association may think fit, and so that such regulations may provide, either generally or in any particular case or cases for such admission or residence to be either free of charge or subject to such payment as the Association may think fit.

(E) To provide or arrange for such medical or other attention as the Association may think fit for patients in any such home, clinic or out-patients' department as aforesaid or for patients in their own homes.

(F) To provide such medical supplies, equipment and apparatus, drugs, amenities, comforts and other things conducive to the material or spiritual welfare of any persons resident or working in or attending any such home, clinic or out-patients' department as aforesaid or any persons being treated or attended in their own homes as the Association may think fit. ✓

- (G) To provide or arrange for a building or premises to be used by the Association as a place of worship and to provide facilities for Christian worship for those of other faiths.
- (H) To establish and conduct schools, training colleges and other places of learning and laboratories and other research establishments.
- (I) To arrange lectures and conduct training courses and to publish pamphlets, books, journals and other publications relating to the work of the Association.
- (J) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Association, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Association.
- (K) To establish pension or superannuation schemes for, and to pay pensions to any person formerly employed by the Association, and generally to provide as the Association shall think fit for the welfare of any employees or former employees of the Association.
- (L) To sell, let, mortgage dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (M) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to any of the principal objects of the Association.
- (N) To borrow subject to such consents (if any) as may be required by law or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (O) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit, subject nevertheless to such conditions (if any) and such consent (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (P) 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 or calculated to further any of the principal objects of the Association.
- (Q) To do all such other things as are incidental or conducive to the attainment of the principal objects of the Association or any of them.

Provided that:-

(i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Association 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, restrictions or condition which if an object of the Association would make it a Trade Union.

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association, and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association;
- (b) of interest on money lent by any member of the Association or of its Council of Management or Governing Body at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Council of Management or Governing Body,

- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body,
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Council of Management or Governing Body, may also be a member holding not more than 1/100th part of the capital of that company; and
- (e) to any member of its Council of Management or Governing Body of reasonable out of pocket expenses". ✓

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall make the Association a company to which Section 25 of the Companies Act 1981 does not apply. ✓

6. The liability of the members is limited. ✓

7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he 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, such amount as may be required not exceeding £1.00.

8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having exclusively charitable objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof other such institution to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object. ✓ Div

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

Clare H. Norton (Mrs)	14 Chamberlain Road, Worcester.	Nurse ✓ Clare H. Norton
Mr. Stuart C. Haywood	3 The Orchard Lee, Droitwich, Worcs.	Academic ✓ S. Haywood
Mrs. Kathleen Haywood	3 The Orchard Lea, Droitwich, Worcs.	Nurse ✓ K. Haywood
Mr. Paul Houghton	Yardway Hallow, Worcs.	Doctor P. Houghton
Mr. Derek Spooner	149 Finstall Road Bromsgrove, Worcs.	Hospital Administrator D. P. Spooner
Mr. Robert Young	Ravenshill Farm, Tibberton, Droitwich	Farmer Robert R. Young
Mrs. Jeannie Young	Ravenshill Farm, Tibberton, Droitwich.	Nurse Jeannie Young
Mrs. Doreen Guy	147 Malvern Road, Worcester, WR2 4LN	Doctor Doreen Guy
Mrs. Margery Harrison	39 Nine Foot Way Droitwich.	Voluntary Counsellor, Cruse Margery Harrison
Mrs. Susan Daniels	1 Lyttleton Road, Droitwich	Nurse S. Daniels
Rev'd Elsie Martin	38 Lyttleton Road, Droitwich	Minister of Religion ✓ Elsie re. Martin
Mrs. Jacqueline Heal	2 The Oaklands Droitwich	Nurse Jacqueline Heal
Mr. Jack Render	31 Calgary Drive, Lower Wick, Worcester	Piano Technician J. Render
Mrs. Jennifer N. Bulman	40 Worcester Road, Droitwich	Doctor J. N. Bulman

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

Clare H. Norton (Mrs)	14 Chamberlain Road, Worcester.	Nurse ✓ <i>Clare H. Norton</i>
Mr. Stuart C. Haywood	3 The Orchard Lee, Droitwich, Worcs.	Academic ✓ <i>St Haywood</i>
Mrs. Kathleen Haywood	3 The Orchard Lea, Droitwich, Worcs.	Nurse ✓ <i>K. Haywood</i>
Mr. Paul Houghton	Yardway Hallow, Worcs.	Doctor <i>P. Houghton?</i>
Mr. Derek Spooner	149 Finstall Road Bromsgrove, Worcs.	Hospital Administrator <i>Derek Spooner</i>
Mr. Robert Young	Ravenshill Farm, Tibberton, Droitwich	Farmer <i>Robert R Young</i>
Mrs. Jeannie Young	Ravenshill Farm, Tibberton, Droitwich.	Nurse <i>Jeannie Young</i>
Mrs. Doreen Guy	147 Malvern Road, Worcester, WR2 4LN	Doctor <i>Doreen Guy</i>
Mrs. Margery Harrison	39 Nine Foot Way Droitwich.	Voluntary Counsellor, Cruse <i>Margery Harrison</i>
Mrs. Susan Daniels	1 Lyttleton Road, Droitwich	Nurse <i>S. Daniels</i>
Rev'd Elsie Martin	38 Lyttleton Road, Droitwich	Minister of Religion ✓ <i>Elsie M. Martin</i>
Mrs. Jacqueline Heal	2 The Oaklands Droitwich	Nurse <i>Jacqueline Heal</i>
Mr. Jack Render	31 Calgary Drive, Lower Wick, Worcester	Piano Technician <i>Jack Render</i>
Mrs. Jennifer N. Bulman	40 Worcester Road, Droitwich	Doctor ✓ <i>J.N. Bulman</i>



---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

David J.S. Hallmark

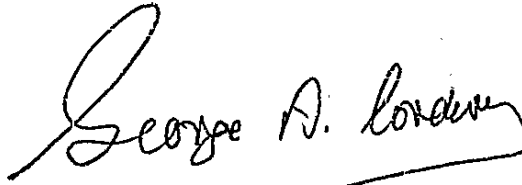
4 & 5 Sansome Place,  
Worcester

Solicitor ✓  

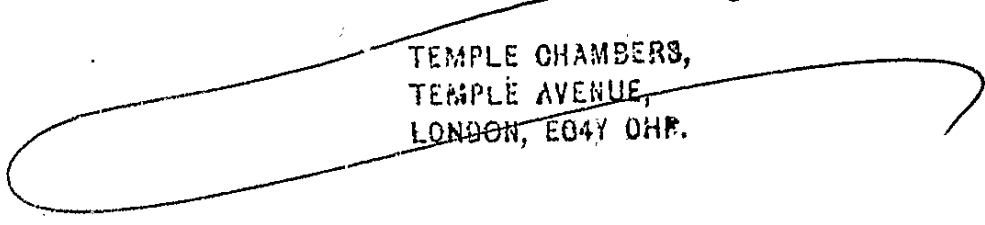

---

Dated the 17th day of August 1984 ✓

WITNESSED TO THE ABOVE SIGNATURES:—



TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON, EC4Y 0HP.



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

1850502/3

---

ARTICLES OF ASSOCIATION

OF

ST. RICHARDS HOSPICE AT HOME

---

GENERAL

1. In these presents 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 Act, 1948 ✓ as amended by the Companies Acts 1948 to 1981 (defined by Section 119(2) of the Companies Act 1981) ✓
These presents ..	These Articles of Association, and the regulations of the ✓ Association from time to time in force.
The Association ..	The above-named Association.
The Council .. ..	The Council of Governors for the time being of the Association.
The Office .. ..	The registered office of the Association.
The Seal .. ..	The common seal of the Association.
Month .. ..	Calendar month.
In writing .. ..	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Presented by:-

THE LONDON LAW AGENCY LTD. 1  
TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON EC4Y 0HP

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association shall from time to time be registered is unlimited.

3. The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

#### GENERAL MEETINGS

6. The Association 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 Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General meetings.

8. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

9. 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 Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them 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.

10. 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

11. 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 Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

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

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The Chairman (if any) of the Council 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 choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

15. The Chairman may, with the consent of any 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 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.

16. 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, 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 Association 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.

17. Subject to the provisions of Article 18, 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.

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

19. 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.

20. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

#### VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote. ✓

22. No member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting. ✓

23. 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, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. No person not being an individual member of the Association entitled to vote under Article 22 shall be appointed a proxy. ✓

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

25. 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 proposed 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.

26. 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.

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

ST. RICHARDS HOSPICE AT HOME

"I  
"of  
"a member of the above-named Association  
"hereby appoint  
"of  
"and failing him,  
"of  
"to vote for me and on my behalf at the  
"(Annual or Extraordinary, or Adjourned,  
"as the case may be) General Meeting of  
"the Association 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 join in demanding a poll

COUNCIL OF GOVERNORS

28. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than five nor more than fifteen.

29. The first members of the Council shall be the subscribers to the Memorandum of Association or a majority of them.

30. The Council may from time to time and at any time appoint any member of the Association as a member of the Council either to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election.

31. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council

POWERS OF THE COUNCIL AND DERIVATIVE  
POWERS OF THE MANAGEMENT COMMITTEE

32. The Council of Governors may appoint a Management Committee. The Management Committee shall derive its powers from the Council of Governors which shall delegate authority for the day to day running and administration of the Hospice. The Council of Governors may draw up regulations from time to time to regulate the functions to be performed by the Management Committee. ✓

33. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of any statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

SECRETARY

34. Subject to Section 21(5) of the Companies Act 1976 the Secretary shall be appointed by the Council for such time and at such remuneration and upon such conditions as they see fit, and any Secretary so appointed may be removed by them. The Council may from time to time by resolution appoint them and an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. ✓

THE SEAL

35. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

36. (1) The Office of a member of the Council shall be vacated:-
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - (B) If he becomes of unsound mind.
  - (C) If he ceases to be a member of the Association.
  - (D) If by notice in writing to the Association he resigns his office.
  - (E) If he ceases to hold office by reason of any order made under the Companies Acts 1948 to 1981.
  - (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (2) Section 185 of the Act shall not apply to the Association.

PROCEEDINGS OF THE COUNCIL

37. Subject as hereinafter provided the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Unless otherwise determined every meeting of the Council shall be held at the office or at such other place in the United Kingdom as the Chairman (if any) for the time being of the Council or (if there is no such Chairman) the Secretary shall direct.
38. On the request of a member of the Council the Secretary shall, at any time summon a meeting of the Council by notice (stating the time and place of such a meeting) served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting. Any accidental omission or defect in any such notice or any accidental failure to give such notice to any member of the Council entitled thereto shall not invalidate any of the proceedings of such meeting so long as a quorum is present thereat.
39. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council 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 five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
40. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.



41. The Council may delegate any of their powers either to the Management Committee or to other sub-committees consisting of such member or members (if any) of the Council as they think fit, and the committee think fit, and the committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

42. All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

43. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

#### HONORARY OFFICERS

44. The Council may from time to time appoint such Patrons and Vice Patrons and such Presidents and Vice Presidents and other honorary officers as the Council may think fit of the Association or of any charitable institution, purpose or appeal from time to time conducted or undertaken by the Association, and any person may be so appointed whether or not he is also a member of the Association or of the Council. No remuneration (except by way of repayment of out-of-pocket expenses, if any) shall be paid to any person so appointed in respect of any such honorary office. Save as aforesaid every such appointment shall be for such period and on such terms as the Council shall think fit.

#### TREASURER

45. The Council shall from time to time appoint one of its members to be the Treasurer of the Association. The Treasurer shall undertake such functions in respect of the Association as the Council shall from time to time appoint. No remuneration (except by way of repayment of reasonable out-of-pocket expenses, if any) shall be paid to the Treasurer in respect of his office. Any person appointed to be the Treasurer shall automatically vacate such office on his ceasing to be a member of the Council unless he is thereupon immediately re-elected or deemed to be re-elected a member of the Council. Save as aforesaid every such appointment shall be for such period and on such terms as the Council shall think fit.

### ACCOUNTS

46. The Council shall cause accounting records to be kept with Section 12 of the Companies Act 1976

47. The accounting records shall be kept at the registered office of the Association or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Council think fit, and shall always be open to the inspection of the officers of the Association.

48. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

49. The Council shall from time to time in accordance with Sections 150 and 157 of the Act and Sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

### AUDIT

50. Once at least in every year the accounts of the Associations 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.

51. Auditors shall be appointed and their duties regulated in accordance with Sections 161 of the Act, Sections 14 and 23A of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976 and Sections 7 and 12 of the Companies Act 1981. the members of the Council being treated as the Directors mentioned in those Sections.

### NOTICES

52. A notice may be served by the Association upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at his registered address as appearing in the register of members.

53. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association 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 Association.

54. 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 pre-paid letter.

#### DISSOLUTION

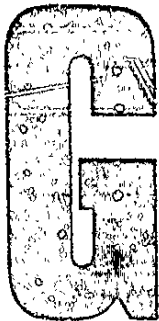
55. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles. ✓

# NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Clare H. Norton (Mrs)	14 Chamberlain Road, Worcester,	Nurse <i>Clare H. Norton</i>
Mr. Stuart C. Haywood	3 The Orchard Lee, Droitwich, Worcs.	Academic <i>Stuart C. Haywood</i>
Mrs. Kathleen Haywood	3 The Orchard Lea, Droitwich, Worcs.	Nurse <i>K. Haywood</i>
Mr. Paul Houghton	Yardway Hallow, Worcs.	Doctor <i>P. Houghton</i>
Mr. Derek Spooner	149 Finstall Road Bromsgrove, Worcs.	Hospital Administrator <i>Derek Spooner</i>
Mr. Robert Young	Ravenshill Farm, Tibberton, Droitwich	Farmer <i>Robert Young</i>
Mrs. Jeannie Young	Ravenshill Farm, Tibberton, Droitwich.	Nurse <i>Jeannie Young</i>
Mrs. Doreen Guy	147 Malvern Road, Worcester, WR2 4LN	Doctor <i>Doreen Guy</i>
Mrs. Margery Harrison	39 Nine Foot Way Droitwich.	Voluntary Counsellor, Cruse <i>Margery Harrison</i>
Mrs. Susan Daniels	1 Lyttleton Road, Droitwich	Nurse <i>S. Daniels</i>
Rev'd Elsie Martin	38 Lyttleton Road, Droitwich	Minister of Religion <i>Elsie Martin</i>
Mrs. Jacqueline Heal	2 The Oaklands Droitwich	Nurse <i>Jacqueline Heal</i>
Mr. Jack Render	31 Calgary Drive, Lower Wick, Worcester	Piano Technician <i>Jack Render</i>
Mrs. Jennifer N. Bulman	40 Worcester Road, Droitwich	Doctor <i>J. N. Bulman</i>
Mr. David J.S. Hallmark	4 & 5 Sansome Place, Worcester	Solicitor <i>David J.S. Hallmark</i>

Dated the 17TH DAY OF AUGUST 1984  
WITNESS TO THE ABOVE SIGNATURES:-

*Serge D. London*  
TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON. EC4Y 0HP.



Please do not  
write in this  
binding margin

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\*delete if  
inappropriate

# THE COMPANIES ACTS 1948 TO 1981

## Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Form No. 1

1

To the Registrar of Companies

For official use

1550502/4

Name of Company

ST. RICHARDS HOSPICE AT HOME

limited

The intended situation of the registered office of the company on incorporation is as stated below

4 and 5 SANSOME PLACE  
WORCESTER

If the memorandum is delivered by an agent for the subscribers  
of the memorandum, please mark 'X' in the box opposite and  
insert the agent's name and address below



THE LONDON LAW AGENCY LIMITED  
TEMPLE CHAMBERS  
TEMPLE AVENUE LONDON

Number of continuation sheets attached (see note 1)



Presentor's name, address and  
reference (if any):

Presented by:-

THE LONDON LAW AGENCY LTD.  
TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON EC4Y 0HP

For official use  
General Section

Post room



The London Law Agency Limited

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this binding margin



### Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

† enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	JENNIFER NANCY BULMAN	Business occupation	DOCTOR
Previous name(s) (note 3)	THOMAS	Nationality	BRITISH ✓
Address (note 4)	40 DROITWICH ROAD WORCESTER	Date of birth (where applicable)(note 6)	N/A
Other directorships †			
— NONE —			
I hereby consent to act as director of the company named on page 1			
Signature		Date 19 <sup>th</sup> JULY 1984	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)(note 6)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date — JULY 1984	

Name (note 3)	SUSAN ELIZABETH DANIELS	Business occupation	NURSE
Previous name(s) (note 3)	STANLEY	Nationality	BRITISH ✓
Address (note 4)	1 LITTLETON ROAD DROITWICH	Date of birth (where applicable)(note 6)	N/A
Other directorships †			
— NONE —			
I hereby consent to act as director of the company named on page 1			
Signature		Date 19 <sup>th</sup> JULY 1984	


Please do not  
write in this  
binding margin



**Important**

The particulars to be given are those referred to in section 21 (2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:-

Name (notes 3 and 7)	DAVID JOHN SPENCER	HALLMARK
Previous name(s) (note 3)		
Address (notes 4 and 7)	A and 5 SANGSIME PLACE WORCESTER	
I hereby consent to act as secretary of the company named on page 1		
Signature		Date 20.7.84.

Name (notes 3 and 7)		
Previous name(s) (note 3)		
Address (notes 4 and 7)		
I hereby consent to act as secretary of the company named on page 1		
Signature	Date	

\*as required by  
section 21(3) of the  
Companies Act  
1976

Signed by or on behalf of the subscribers of the memorandum\*  
THE LONDON LAW AGENCY LTD.

Signature

DIRECTOR

[Subscriber] [Agent]†

Date

17.8.84

†delete as  
appropriate

Agents for and on behalf of the Company  
THE LONDON LAW AGENCY LTD.

Signature

[Subscriber] [Agent]†

Date

17.8.84

Please do not  
write in this  
binding margin

# THE COMPANIES ACTS 1948 TO 1981

## Statement of first directors and secretary and intended situation of registered office (continuation)

Please complete  
legibly, preferably  
in black type, or  
bold block lettering.

Continuation sheet No. 1  
to Form No. 1

For official use

1350502

Name of company

ST. RICHARDS HOSPICE AT HOME

limited\*

\*delete if  
inappropriate

Particulars of the first directors (continued) (note 2).

Name (note 3) <u>CLARE HENDERSON NORTON</u> <u>(CLARE HENDERSON)</u>	Business occupation <u>NURSE</u>
Previous name(s) (note 3) <u>TAYLOR</u>	Nationality <u>BRITISH</u> ✓
Address (note 4) <u>14 CHAMBERLAIN ROAD</u> <u>WORCESTER</u>	Date of birth (where applicable) (note 6) <u>N/A</u>
Other directorships † <u>NONE</u>	
I hereby consent to act as director of the company named on page 1	
Signature <u>CLARE H. NORTON</u>	Date <u>23rd JULY 1984</u>

† enter particulars  
of other director-  
ships held or  
previously held  
(see note 5). If  
this space is  
insufficient  
continue overleaf.

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date



The London Law Agency Limited

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

Complete reverse



Please do not  
write in this  
binding margin

# THE COMPANIES ACTS 1948 TO 1981

## Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No. 2  
to Form No. 1  
For official use

1850 502

Please complete  
legibly, preferably  
in black type, or  
bold block lettering.

Name of company

ST. RICHARDS HOSPICE AT HOME ✓

~~Limited~~\*

\*delete if  
inappropriate

Particulars of the first directors (continued) (note 2).

Name (note 3)	STUART COLLINGWOOD HAYWOOD	Business occupation	ACAMEDIC
Previous name(s) (note 3)		Nationality	BRITISH ✓
Address (note 4)	3 THE ORCHARD LEE DROITWICH WORCESTERSHIRE	Date of birth (where applicable) (note 6)	N/A
Other directorships †	NONE ✓		
I hereby consent to act as director of the company named on page 1			
Signature		SE Haywood	
		Date 19 JULY 1984	

† enter particulars  
of other director-  
ships held or  
previously held  
(see note 5). If  
this space is  
insufficient  
continue overleaf.

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date	



The London Law Agency Limited

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel. 01-353 9471 (10 lines)

Complete reverse

page

Please do not  
write in this  
binding margin

# THE COMPANIES ACTS 1948 TO 1981

## Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No. 3  
to Form No. 1

For official use

1850502

Please complete  
legibly, preferably  
in black type, or  
bold block lettering.

Name of company

ST. RICHARDS HOSPICE AT HOME

limited\*

\*delete if  
inappropriate

Particulars of the first directors (continued) (note 2).

Name (note 3)	PAUL HOUGHTON	Business occupation	Doctor
Previous name(s) (note 3)		Nationality	British
Address (note 4)	YARDWAY HALLOW WORCESTERSHIRE	Date of birth (where applicable) (note 6)	N/A
Other directorships †	NONE		
I hereby consent to act as director of the company named on page 1			
Signature		Date 19th JULY 1984	

† enter particulars  
of other director-  
ships held or  
previously held  
(see note 5). If  
this space is  
insufficient  
continue overleaf.

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date	



The London Law Agency Limited

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

Complete reverse

Please do not  
write in this  
binding margin

# THE COMPANIES ACTS 1948 TO 1981

## Statement of first directors and secretary and intended situation of registered office (continuation)

Please complete  
legibly, preferably  
in block type, or  
bold block lettering.

Continuation sheet No. **A**  
to Form No. 1  
For official use

**1850502**

Name of company

**ST. RICHARDS HOSPICE AT HOME**

**Limited\***

\*delete if  
inappropriate

Particulars of the first directors (continued) (note 2).

Name (note 3)	<b>ROBERT YOUNG</b>	Business occupation	<b>FARMER</b>
Previous name(s) (note 3)		Nationality	<b>BRITISH</b> ✓
Address (note 4)	<b>RAVENSHILL FARM TIBBERTON DROITWICH WORCESTERSHIRE</b>	Date of birth (where applicable) (note 6)	<b>N/A</b>
Other directorships †	<b>NONE</b>		
I hereby consent to act as director of the company named on page 1			
Signature	<b>Robert JR Young</b>	Date	<b>19<sup>th</sup> JULY 1984</b>

† enter particulars  
of other director-  
ships held or  
previously held  
(see note 5). If  
this space is  
insufficient  
continue overleaf.

Name (note 3)	<b>JEANNIE ROSEMARY YOUNG</b>	Business occupation	<b>NURSE</b>
Previous name(s) (note 3)	<b>HAINES</b>	Nationality	<b>BRITISH</b> ✓
Address (note 4)	<b>RAVENSHILL FARM TIBBERTON DROITWICH WORCESTERSHIRE</b>	Date of birth (where applicable) (note 6)	<b>N/A</b>
Other directorships †	<b>NONE</b>		
I hereby consent to act as director of the company named on page 1			
Signature	<b>Jeannie Young</b>	Date	<b>19<sup>th</sup> JULY 1984</b>



**The London Law Agency Limited**

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

Complete reverse

Please do not  
write in this  
binding margin

# THE COMPANIES ACTS 1948 TO 1981

## Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No. 5  
to Form No. 1

For official use

1850502

Please complete  
legibly, preferably  
in black type, or  
bold block lettering.

Name of company

ST. RICHARDS HOSPICE AT HOME

Limited\*

\*delete if  
inappropriate

Particulars of the first directors (continued) (note 2).

Name (note 3)	DOREEN GUY	Business occupation	Doctor
Previous name(s) (note 3)	PATERSON	Nationality	BRITISH ✓
Address (note 4)	147 MALVERN ROAD WORCESTER	Date of birth (where applicable) (note 6)	N/A
Other directorships †			
NONE ✓			
I hereby consent to act as director of the company named on page 1			
Signature		Date	
DOREEN GUY		19 <sup>th</sup> JULY 1984	

† enter particulars  
of other director-  
ships held or  
previously held  
(see note 5). If  
this space is  
insufficient  
continue overleaf.

Name (note 3)		Business occupation	IRISH
Previous name(s) (note 3)		Nationality	
Address (note 4)	21 ST. JAMES DRIVE DUBLIN 13	Date of birth (where applicable)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date	
		JULY 1984	



The London Law Agency Limited

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

Complete reverse

Please do not  
write in this  
binding margin



# THE COMPANIES ACTS 1948 TO 1981

## Statement of first directors and secretary and intended situation of registered office (continuation)

Please complete  
legibly, preferably  
in black type, or  
bold block lettering.

Continuation sheet No. 6  
to Form No. 1

For official use

1850502

Name of company

ST. RICHARDS HOSPICE AT HOME

LIMITED

\*delete if  
inappropriate

Particulars of the first directors (continued) (note 2).

Name (note 3)	<u>ELSIE MARIE MARTIN</u>	Business occupation	<u>MINISTER OF RELIGION</u>
Previous name(s) (note 3)		Nationality	<u>BRITISH</u> ✓
Address (note 4)	<u>38 LYTTLETON ROAD</u> <u>DROITWICH</u> <u>WORCESTERSHIRE</u>	Date of birth (where applicable) (note 6)	<u>N/A</u>
Other directorships †	<u>NONE</u> ✓		
I hereby consent to act as director of the company named on page 1			
Signature		<u>Elsie M. Martin.</u>	Date <u>19th JUNE 1984</u>

† enter particulars  
of other director-  
ships held or  
previously held  
(see note 5). If  
this space is  
insufficient  
continue overleaf.

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	<u>N/A</u>
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date <u>July 1984</u>	



The London Law Agency Limited

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

Complete reverse

Please do not  
write in this  
binding margin



# THE COMPANIES ACTS 1948 TO 1981

## Statement of first directors and secretary and intended situation of registered office (continuation)

Please complete  
legibly, preferably  
in black type, or  
bold block lettering.

Continuation sheet No. 7  
to Form No. 1

For official use

1850502

Name of company

ST. RICHARDS HOSPICE AT HOME

~~limited~~

\*delete if  
inappropriate

Particulars of the first directors (continued) (note 2).

Name (note 3)	DEREK PERCIVAL SPOONER	Business occupation	HOSPITAL ADMINISTRATOR
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	149 FINSTALL ROAD BROMSGROVE WORCESTERSHIRE B60 3DD	Date of birth (where applicable) (note 6)	NA
Other directorships †	St. Mary's Hospice, Raddlebarn Road, Selly Park, Birmingham Compton Hall (Macmillan Home) Tettenhall Road, Wolverhampton.		
I hereby consent to act as director of the company named on page 1			
Signature		Date 30 JULY 1984	

† enter particulars  
of other director-  
ships held or  
previously held  
(see note 5). If  
this space is  
insufficient  
continue overleaf.

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date	



The London Law Agency Limited

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (50 lines)

Complete reverse

# 61

Please do not  
write in this  
binding margin

**For official use**

**Company number**

Г	-	У	-	Т	-	У
Г		У		Т		У
Г	-	У	-	Т	-	У

**This declaration should accompany the application for the registration of the company.**

ST. RICHARDS HOSPICE AT HOME

1. DAVID JOHN SPENCER HALLMARK ✓  
of 4 and 5 SANSOME PLACE WORLESTON

being a SOLICITOR

of THE SUPREME COURT OF ST. RICHARDS HOSPICE AT HOME\*

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 WORCESTER COUNTY  
MAJESTRATES COURT IN THE  
COUNTY OF WORCESTER

the 23 day of APRIL

One thousand nine hundred and EIGHTY FOUR

before me 1/27/2019

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.~~

**Signature of Declarant**

Presentor's name, address and  
reference (if any):

For official use

## New companies section

Post room



**The London Law Agency Limited**

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

**Company Registration Agents, Centers and Publishers**

**Tel: 01-353 9471 (10 lines)**

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1850502

I hereby certify that

ST. RICHARDS HOSPICE AT HOME

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

24TH SEPTEMBER 1984

*C R Williams*  
MRS. C. R. WILLIAMS

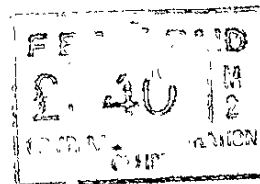
an authorised officer



1850502/6

THE COMPANIES ACT 1948 - 1981

COMPANY LIMITED BY GUARANTEE



SPECIAL RESOLUTION

of

ST. RICHARD'S HOSPICE AT HOME

At an Extraordinary General Meeting of the above named Company duly convened and held at 9 Castle Street, Worcester, on 29th October 1985, the following Special Resolutions were duly passed.

1. That the Memorandum and Articles of Association be amended to the effect that the name be changed to St. Richard's Hospice Foundation.

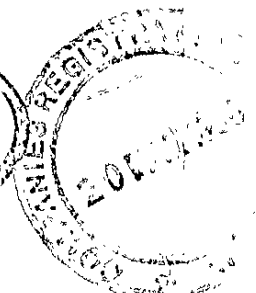
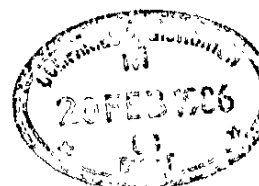
2. That the Articles of Association be amended to the effect that Article 28 be substituted for the following :

28. "Until otherwise determined by a General Meeting, the number of the members of the Council shall be not less than five or more than twenty".

Signed .....

DAVID J.S. HALLMARK

Secretary



MW £ 40  
b71575

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1850502 / 7

I hereby certify that

ST. RICHARDS HOSPICE AT HOME

having by special resolution changed its name, is now

incorporated under the name of

ST. RICHARD'S HOSPICE FOUNDATION

Given under my hand at the Companies Registration Office,  
Cardiff the

2ND APRIL 1986

  
MRS. C. R. WILLIAMS

an authorised officer

COMPANY NUMBER 1850502

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM & ARTICLES OF ASSOCIATION OF:

ST. RICHARDS HOSPICE ~~AT HOME~~ FOUNDATION.

*note resolution sent to you prior to change name  
and increase number of Governors.*

Incorporated the 24th day of September, 1984.



The London Law Agency Limited

Company Registration Agents : Law Agents : Printers and Publishers

Temple Chambers, Temple Avenue, London, EC4Y 0HP Tel: 01-353 8471 (10 lines)

THE COMPANIES ACTS 1948 to 1981  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

---

MEMORANDUM OF ASSOCIATION

OF  
ST. RICHARDS HOSPICE ~~AT HOME~~ FOUNDATION

---

1. The name of the Company (hereinafter called "the Association") is St. Richards Hospice ~~at Home~~ FOUNDATION.
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
  - (1) To promote the relief of suffering (so far as such purpose is charitable) in such ways as the Association shall from time to time think fit, and in particular (but without prejudice to the generality of such object):-
    - (A) To promote by the establishment of domiciliary care the relief of persons of either sex (without regard to race or creed) who are suffering (at any age) from any chronic or terminal illness or from any disability or disease attributable to old age or from other physical or mental infirmity disability or disease and to establish maintain and manage a Hospice Hospital or Residential Home and all ancillary services for such persons.
    - (B) By conducting or promoting or encouraging research into the care and treatment of persons suffering from any such illness, disability, disease or infirmity as aforesaid and particularly into the care and treatment of persons suffering from cancer or terminal illness and to disseminate the results thereof.
    - (C) By promoting or encouraging or assisting in the teaching or training of doctors, nurses, physiotherapists and other persons engaged in any branch of medicine, surgery, nursing or allied services, and in the teaching or training of students in any branch of medicine, surgery, nursing or allied services.

(D) By providing or assisting or encouraging the provision of spiritual help and guidance for any persons resident (either as patients or otherwise) or working in any such home or homes as aforesaid.

(2) For the purpose of furthering the attainment of all or any of the above-mentioned charitable objects (hereinafter called "the principal objects of the Association") but not for any other purpose and so far as the objects hereinafter mentioned are conducive or ancillary to the furtherance of the principal objects of the Association (but not further or otherwise):-

(A) To purchase take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, repair, renovate, equip, decorate, maintain and alter any buildings or erections necessary or convenient for use as such home or homes as aforesaid or for any use in connection with the establishment or conduct of any such home or homes (including use as a church or chapel for the use of any person or persons resident or working in any such home) or otherwise for the work of the Association.

(B) To establish and conduct clinics, out-patients' departments, surgeries, dispensaries and convalescent homes.

(C) To engage and pay such doctors, surgeons, nursing or domestic staff, lecturers, chaplains, physiotherapists, occupational therapists, radiologists, dieticians, dentists, chiropodists, pharmacists, social workers and others whom the Association may think fit for the promotion of its objects.

(D) To make such regulations as to the admission of persons to any home, clinic or out-patients' department established by or conducted under the directions of the Association as aforesaid, and as to the residence of any persons in any such home as aforesaid as the Association may think fit, and so that such regulations may provide, either generally or in any particular case or cases for such admission or residence to be either free of charge or subject to such payment as the Association may think fit.

(E) To provide or arrange for such medical or other attention as the Association may think fit for patients in any such home, clinic or out-patients' department as aforesaid or for patients in their own homes.

(F) To provide such medical supplies, equipment and apparatus, drugs, amenities, comforts and other things conducive to the material or spiritual welfare of any persons resident or working in or attending any such home, clinic or out-patients' department as aforesaid or any persons being treated or attended in their own homes as the Association may think fit.

(G) To provide or arrange for a building or premises to be used by the Association as a place of worship and to provide facilities for Christian worship for those of other faiths.

(H) To establish and conduct schools, training colleges and other places of learning and laboratories and other research establishments.

(I) To arrange lectures and conduct training courses and to publish pamphlets, books, journals and other publications relating to the work of the Association.

(J) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Association, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Association.

(K) To establish pension or superannuation schemes for, and to pay pensions to any person formerly employed by the Association, and generally to provide as the Association shall think fit for the welfare of any employees or former employees of the Association.

(L) To sell, let, mortgage dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.

(M) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to any of the principal objects of the Association.

(N) To borrow subject to such consents (if any) as may be required by law or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

(O) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit, subject nevertheless to such conditions (if any) and such consent (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(P) 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 or calculated to further any of the principal objects of the Association.

(Q) To do all such other things as are incidental or conducive to the attainment of the principal objects of the Association or any of them.

Provided that:-

(i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Association 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, restrictions or condition which if an object of the Association would make it a Trade Union.

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association, and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association;
- (b) of interest on money lent by any member of the Association or of its Council of Management or Governing Body at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Council of Management or Governing Body.

- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body,
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Council of Management or Governing Body, may also be a member holding not more than 1/100th part of the capital of that company; and
- (e) to any member of its Council of Management or Governing Body of reasonable out of pocket expenses".

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall make the Association a company to which Section 25 of the Companies Act 1981 does not apply.

6. The liability of the members is limited.

7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he 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, such amount as may be required not exceeding £1.00.

8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having exclusively charitable objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof other such institution to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.



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

---

Clare H. Norton (Mrs)	14 Chamberlain Road, Worcester.	Nurse
Mr. Stuart C. Haywood	3 The Orchard Lee, Droitwich, Worcs.	Academic
Mrs. Kathleen Haywood	3 The Orchard Lea, Droitwich, Worcs.	Nurse
Mr. Paul Houghton	Yardway Hallow, Worcs.	Doctor
Mr. Derek Spooner	149 Finstall Road Bromsgrove, Worcs.	Hospital Administrator
Mr. Robert Young	Ravenshill Farm, Tibberton, Droitwich	Farmer
Mrs. Jeannie Young	Ravenshill Farm, Tibberton, Droitwich.	Nurse
Mrs. Doreen Guy	147 Malvern Road, Worcester, WR2 4LN	Doctor

Mrs. Margery Harrison	39 Nine Foot Way Droitwich.	Voluntary Counsellor, Cruse
Mrs. Susan Daniels	1 Lyttleton Road, Droitwich	Nurse
Rev'd Elsie Martin	38 Lyttleton Road, Droitwich	Minister of Religion
Mrs. Jacqueline Heal	2 The Oaklands Droitwich	Nurse
Mr. Jack Render	31 Calgary Drive, Lower Wick, Worcester	Piano Technician
Mrs. Jennifer N. Bulman	40 Worcester Road, Droitwich	Doctor
David J.S. Hallmark	4 & 5 Sansome Place, Worcester	Solicitor

---

Dated the 17th day of August, 1984.

Witness to the above Signatures:-

GEORGE A. CORDEROY  
Temple Chambers,  
Temple Avenue,  
London,  
EC4,

THE COMPANIES ACTS 1948 to 1981  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

OF  
ST. RICHARDS HOSPICE *Foundation*  
~~AT FORT~~

---

GENERAL

1. In these presents 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 Act, 1948 as amended by the Companies Acts 1948 to 1981 (defined by Section 119(2) of the Companies Act 1981)
These presents ..	These Articles of Association, and the regulations of the Association from time to time in force.
The Association ..	The above-named Association.
The Council .. ..	The Council of Governors for the time being of the Association.
The Office .. ..	The registered office of the Association.
The Seal .. ..	The common seal of the Association.
Month .. ..	Calendar month.
In writing .. ..	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association shall from time to time be registered is unlimited.

3. The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

#### GENERAL MEETINGS

6. The Association 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 Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General meetings.

8. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

9. 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 Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them 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.

10. 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

11. 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 Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

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

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The Chairman (if any) of the Council 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 choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

15. The Chairman may, with the consent of any 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 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.

16. 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, 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 Association 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.

17. Subject to the provisions of Article 18, 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.

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

19. 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.

20. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

#### VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.

22. No member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

23. 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, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. No person not being an individual member of the Association entitled to vote under Article 22 shall be appointed a proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

25. 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 proposed 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.

26. 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.

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

ST. RICHARDS HOSPICE ~~AT HOME~~ FOUNDATION

"I

"of

"a member of the above-named Association

"hereby appoint

"of

"and failing him,

"of

"to vote for me and on my behalf at the

"(Annual or Extraordinary, or Adjourned,

"as the case may be) General Meeting of

"the Association 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 join in demanding a poll

COUNCIL OF GOVERNORS

28. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than five nor more than ~~forty~~ twenty.

29. The first members of the Council shall be the subscribers to the Memorandum of Association or a majority of them.

30. The Council may from time to time and at any time appoint any member of the Association as a member of the Council either to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election.

31. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council

POWERS OF THE COUNCIL AND DERIVATIVE  
POWERS OF THE MANAGEMENT COMMITTEE

32. The Council of Governors may appoint a Management Committee. The Management Committee shall derive its powers from the Council of Governors which shall delegate authority for the day to day running and administration of the Hospice. The Council of Governors may draw up regulations from time to time to regulate the functions to be performed by the Management Committee.

33. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of any statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

SECRETARY

34. Subject to Section 21(5) of the Companies Act 1976 the Secretary shall be appointed by the Council for such time and at such remuneration and upon such conditions as they see fit, and any Secretary so appointed may be removed by them. The Council may from time to time by resolution appoint them and an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

35. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.



DISQUALIFICATION OF MEMBERS OF THE COUNCIL

36. (1) The Office of a member of the Council shall be vacated:-
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - (B) If he becomes of unsound mind.
  - (C) If he ceases to be a member of the Association.
  - (D) If by notice in writing to the Association he resigns his office.
  - (E) If he ceases to hold office by reason of any order made under the Companies Acts 1948 to 1981.
  - (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (2) Section 185 of the Act shall not apply to the Association.

PROCEEDINGS OF THE COUNCIL

37. Subject as hereinafter provided the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Unless otherwise determined every meeting of the Council shall be held at the office or at such other place in the United Kingdom as the Chairman (if any) for the time being of the Council or (if there is no such Chairman) the Secretary shall direct.

38. On the request of a member of the Council the Secretary shall, at any time summon a meeting of the Council by notice (stating the time and place of such a meeting) served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting. Any accidental omission or defect in any such notice or any accidental failure to give such notice to any member of the Council entitled thereto shall not invalidate any of the proceedings of such meeting so long as a quorum is present thereat.

39. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council 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 five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

40. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

41. The Council may delegate any of their powers either to the Management Committee or to other sub-committees consisting of such member or members (if any) of the Council as they think fit, and the committee think fit, and the committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

42. All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

43. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts there stated.

#### HONORARY OFFICERS

44. The Council may from time to time appoint such Patrons and Vice Patrons and such Presidents and Vice Presidents and other honorary officers as the Council may think fit of the Association or of any charitable institution, purpose or appeal from time to time conducted or undertaken by the Association, and any person may be so appointed whether or not he is also a member of the Association or of the Council. No remuneration (except by way of repayment of out-of-pocket expenses, if any) shall be paid to any person so appointed in respect of any such honorary office. Save as aforesaid every such appointment shall be for such period and on such terms as the Council shall think fit.

#### TREASURER

45. The Council shall from time to time appoint one of its members to be the Treasurer of the Association. The Treasurer shall undertake such functions in respect of the Association as the Council shall from time to time appoint. No remuneration (except by way of repayment of reasonable out-of-pocket expenses, if any) shall be paid to the Treasurer in respect of his office. Any person appointed to be the Treasurer shall automatically vacate such office on his ceasing to be a member of the Council unless he is thereupon immediately re-elected or deemed to be re-elected a member of the Council. Save as aforesaid every such appointment shall be for such period and on such terms as the Council shall think fit.

### ACCOUNTS

46. The Council shall cause accounting records to be kept with Section 12 of the Companies Act 1976

47. The accounting records shall be kept at the registered office of the Association or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Council think fit, and shall always be open to the inspection of the officers of the Association.

48. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Council or by the Association in General Meeting.

49. The Council shall from time to time in accordance with Sections 150 and 157 of the Act and Sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

### AUDIT

50. Once at least in every year the accounts of the Associations 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.

51. Auditors shall be appointed and their duties regulated in accordance with Sections 161 of the Act, Sections 14 and 23A of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976 and Sections 7 and 12 of the Companies Act 1981. the members of the Council being treated as the Directors mentioned in those Sections.

### NOTICES

52. A notice may be served by the Association upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at his registered address as appearing in the register of members.

53. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association 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 Association.

54. 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 pre-paid letter.

#### DISSOLUTION

55. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

Clare H. Norton (Mrs)	14 Chamberlain Road, Worcester.	Nurse
Mr. Stuart C. Haywood	3 The Orchard Lee, Droitwich, Worcs.	Academic
Mrs. Kathleen Haywood	3 The Orchard Lea, Droitwich, Worcs.	Nurse
Mr. Paul Houghton	Yardway Hallow, Worcs.	Doctor
Mr. Derek Spooner	149 Finstall Road Bromsgrove, Worcs.	Hospital Administrator
Mr. Robert Young	Ravenshill Farm, Tibberton, Droitwich	Farmer
Mrs. Jeannfe Young	Ravenshill Farm, Tibberton, Droitwich.	Nurse
Mrs. Doreen Guy	147 Malvern Road, Worcester, WR2 4LN	Doctor

Mrs. Margery Harrison	39 Nine Foot Way Droitwich.	Voluntary Counsellor, Cruse
Mrs. Susan Daniels	1 Lyttleton Road, Droitwich	Nurse
Rev'd Elsie Martin	38 Lyttleton Road, Droitwich	Minister of Religion
Mrs. Jacqueline Heal	2 The Oaklands Droitwich	Nurse
Mr. Jack Render	31 Calgary Drive, Lower Wick, Worcester	Piano Technician
Mrs. Jennifer N. Bulman	40 Worcester Road, Droitwich	Doctor
David J.S. Hallmark	4 & 5 Sansome Place, Worcester	Solicitor

---

Dated the 17th day of August, 1984.

Witness to the above Signatures:-

GEORGE A. CORDEROY  
Temple Chambers,  
Temple Avenue,  
London,  
EC4;

G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

[0109]

1850502

Name of company

\* ST. RICHARDS NOSPICE FOUNDATION

\* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 0 0 9

Note  
Please read notes 1 to 4 overleaf before completing this form

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 0 0 9 1 9 8 6

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of

, company number

the accounting reference date of which is

Signed

*[Signature]*

[Director][Secretary]† Date

10<sup>th</sup> June 1986

Presentor's name address and reference (if any):

H. D. YEO  
20 SANSOME WALK  
WORCESTER

For official Use  
General Section





Department of Trade and Industry  
COMPANIES REGISTRATION OFFICE  
Companies House Crown Way  
CARDIFF CF4 3UZ

Tel: Cardiff (0222) 380038

ST. RICHARD'S HOSPICE  
FOUNDATION  
4/5 SANSOME PLACE  
WORCESTER  
WR1 1UQ

Please address any reply to the Registrar  
quoting reference DEF6 1850502

Gazette Date <sup>27</sup> SEPTEMBER 1988

COMPANIES ACT 1985

ST. RICHARD'S HOSPICE  
FOUNDATION

In pursuance of section 652 of the Companies Act 1985 the Registrar of Companies gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

E L BEAL (Mrs)  
for Registrar

1471

FILE COPY

HD602



## STRIKING OFF ACTION DISCONTINUED

1850502 ST. RICHARD'S HOSPICE FOUNDATION

Cause has been shown why the above company should not be struck off the register and accordingly the Registrar is taking no further action under section 652 of the Companies Act 1985 pursuant to the Notice dated 22 9 88

*Tracey Vaughan*  
for Registrar