

G

COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

For official use

Name of company

* SOUTH EAST ESSEX CHRISTIAN HOSPICE (FAIR HAVENS)

* Insert full
name of Company

I, SIMON JAMES HENRY JONES

of 15/17 High Street

Rayleigh Essex SS6 7ET

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†

~~XXXXXX~~

~~XXXXXX~~† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 7 High Street, Rayleigh,
Essex

Declarant to sign below

the twelfth day of March

One thousand nine hundred and twenty three

before me K. M. McGARRY

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

Simon Jones

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

WATERLOW INFORMATION SERVICES LTD
CLASSIC HOUSE
174-180 OLD STREET
LONDON EC1V 9BP
TELEPHONE: 071-250 3350
FAX: 071-608 0867, 490 0797
DX: 274 LON/CHANCERY LANE

For official Use

New Companies Section

Post room

G

COMPANIES FORM No. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

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

For official use

Company number

--	--	--	--

2805007

Name of company

* SOUTH EAST ESSEX CHRISTIAN HOSPICE (FAIR HAVENS)

Note

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

* insert full name of company

I, SIMON JAMES HENRY JONES

of 15/17 High Street
Rayleigh Essex SS6 7ET

† delete as appropriate

a (Solicitor engaged in the formation of the above-named company) ~~XXXXXXXXXXXXXXXXXXXX~~
~~XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX~~ do
solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the
above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the
Statutory Declarations Act 1835.

Declared at 81a High Street
Rayleigh Essex

Declarant to sign below

the 3rd day of March
One thousand nine hundred and ninety three
before me [Signature]

Simon Jones

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

D. M. H. H. H.
Solicitor

Presenter's name address and
WATERLOW INFORMATION SERVICES LTD
174-180 OLD STREET
LONDON EC1V 9BP
TELEPHONE: 071-250 3350
FAX: 071-608 0867/496 0797
DX: 274 LON/CHANCEPY LANE

For official Use

New Companies Section

Post room

StanleyDavis(CompanyServices)Limited

Incorporated in England and Wales

174-180 Old Street, London, EC1V 9BP
Telephone 071-250 3350 Telex 2145-DATIS G
LONDON Fax No 071

TFS 1234 30151 fax



C O M P A N I E S H O U S E

10

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

This form should be completed in black.

Company name (in full)

CN

2805007

For official use

SOUTH EAST ESSEX CHRISTIAN HOSPICE (FAIR HAVENS)

Registered office of the company on
incorporation.

RO

126 Chalkwell Avenue

Post town WESTCLIFF ON SEA

County/Region Essex

Postcode SS0 8HN

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☒ X

Name WATERLOW COMPANY SERVICES

RA

Classic House, 174/180 Old Street

Post town

County/Region LONDON

Postcode EC1V 9BP

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

S J H JONES

F D Todman & Sons 15/17 High Street

Rayleigh Essex

Postcode SS6 7ET

Telephone 0268 774073

Extension 125

Company Secretary (See notes 1 - 5)

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS Mr. Kenneth Crowe

AD 19 Avenue Terrace

Post town Westcliff-on-Sea

County/Region Essex

Postcode SS0 7PL Country Great Britain

I consent to act as secretary of the company named on page 1

Signed Kenneth S. Crowe Date 5.11.92

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title**

CHAIRMAN Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

*** Voluntary details****Consent signature**

CD Reverend Alan Francis Davies Dip. Th.

AD 'The Manse' 102 Hobleythick Lane

Post town Westcliff-on-Sea

County/Region Essex

Postcode SS0 0RJ Country Great Britain

DO 5 1 34 **NA** British

OC Minister of Religion (Baptist)

OD

I consent to act as director of the company named on page 1

Signed

Date

5.11.92.

Directors (continued)

(See notes 1 - 5)

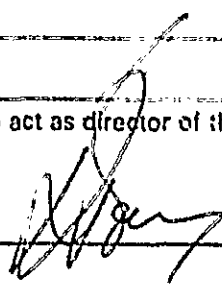
Name ☐ *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

*** Voluntary details****Consent signature**

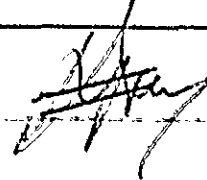
<input type="checkbox"/> CD	Mr.
Dennis Rupert Bensen	
Bear	
<input type="checkbox"/> AD	26 Appledore
Post town <u>Shoeburyness</u>	
County/Region <u>Essex</u>	
Postcode <u>SS3 8UW</u>	Country <u>Great Britain</u>
<input type="checkbox"/> DO 2 1 1 8 3 3	Nationality <input type="checkbox"/> NA British
<input type="checkbox"/> OC	Manager (Redundant at present)
<input type="checkbox"/> OD	
I consent to act as director of the company named on page 1	
Signed 	Date <u>5.11.92</u>

Delete if the form
is signed by the
subscribers.

	
Signature of agent on behalf of all subscribers	Date <u>5-11-92</u>

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed 	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Directors (continued)
(See notes 1-5)

Name ☐ CD ☐ Mr. ☐ Mrs. ☐ Ms. ☐ Dr. ☐ Other

*Style/Title

Forenames James

Surname Gibbs

*Honours etc

Previous forenames

Previous surname

Address

AD 20 Branscombe Gardens

Post town Thorpe Bay

County/Region Essex

Postcode SS1 3PT

Country Great Britain

Nationality NA British

Business occupation Retired Headmaster

Other directorships

* Voluntary details

Consent signature

I consent to act as director of the company named on page 1

Signed *J Gibbs* Date 5.11.92

C Gibbs

Directors (continued)

(See notes 1-5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

<input type="checkbox"/> CD	MRS.		
ANNE ELIZABETH			
WHITE			
Lowe			
<input type="checkbox"/> AD	18 Westbourne Close		
Post town Hockley			
County/Region Essex			
Postcode SS5 5EA		Country Great Britain	
<input type="checkbox"/> DO	<input type="checkbox"/> 4	<input type="checkbox"/> 7	<input type="checkbox"/> 3
		Nationality NA British	
<input type="checkbox"/> OC	Housewife		
<input type="checkbox"/> OD			
I consent to act as director of the company named on page 1			
Signed <i>A. Silbirtz</i>			Date 5.11.92

Directors (continued)

(See notes 1-5)

Name
*Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

*** Voluntary details**

Consent signature

CD	DR.
MICHAEL HILLIER	
STUART	
—	
—	
—	
AD	229, MAIN ROAD
HAWKWELL	
Post town HOCKLEY	
County/Region ESSEX	
Postcode SS5 4EQ	
Country ENGLAND	
DO	212016318
Nationality NA BRITISH	
OC	MEDICAL PRACTITIONER
OD	NIL
I consent to act as director of the company named on page 1	
Signed MDA Stuart	
Date 5/11/92	

Stuart

Directors (continued)
(See notes 1-5)

Name * Style/Title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

*** Voluntary details**

Consent signature

<input type="checkbox"/> CD	Mr
Regional Ramm &	
Ramm	
J.P. ACIS ASCA	
None	
None	
<input type="checkbox"/> AD	17 Carlingford Drive
Post town WESTCLIFF ON SEA	
County/Region ESSEX	
Postcode SS0 0SD	
Country England	
<input type="checkbox"/> DO	23/07/42
Nationality NA British	
<input type="checkbox"/> OC	Commercial Manager
<input type="checkbox"/> OD	None
I consent to act as director of the company named on page 1	
Signed <i>Reginald Ramm</i> Date 10/11/92	

Ramm

Directors (continued)

(See rule 1-5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details


Consent signature

<input type="checkbox"/> CD	Mr.
	John
	Powell
<input type="checkbox"/> AD	69 Castledon Road
	Post town Wickford
	County/Region Essex
	Postcode SS12 0FF Country Great Britain
<input type="checkbox"/> DO	24 15 318 Nationality NA British
<input type="checkbox"/> OC	Managing Director
<input type="checkbox"/> OD	Sentra Training Services Prospects (Business Technology Training) National Training Federation Fair Havens Trading Company
I consent to act as director of the company named on page 1	
Signed	Date 5.11.92

Directors (continued)

(See notes 1 - 5)

Name***Style/Title****Forenames****Surname*****Honours etc****Previous forenames****Previous surname****Address****Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.****Date of birth****Business occupation****Other directorships***** Voluntary details****Consent signature**

<input type="checkbox"/> CD	Mr.		
Michael Stuart			
Parker			
<input type="checkbox"/> AD	80 Hazlemere Road		
Post town		Benfleet	
County/Region		Essex	
Postcode		SS7 4AG	
Country		Great Britain	
<input type="checkbox"/> DO	15	1	3
Nationality		British	
<input type="checkbox"/> OC	Oil Company Supply Co-ordinator		
<input type="checkbox"/> OD			
I consent to act as director of the company named on page 1			
Signed		Date	
		5.11.92	

Directors (continued)

(Sections 1-5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

<input type="checkbox"/> CD	Mr.	
	Peter Robert	
	Main	
<input type="checkbox"/> AD	35 Woodlands Park	
	Post town	Leigh-on-Sea
	County/Region	Essex
	Postcode	SS9 3TP
	Country	Great Britain
<input type="checkbox"/> DO	14	16
	3	2
	Nationality	NA British
<input type="checkbox"/> OC	Chartered Accountant (Retired)	
<input type="checkbox"/> OD	Fair Havens Trading Company Ltd.	
I consent to act as director of the company named on page 1		
Signed	Date	
	S-11-92	

Directors (continued)

(See notes 1-5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
in the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

<input type="checkbox"/> CD	Mrs.	
Betty		
Long		
Tattersfield		
<input type="checkbox"/> AD	22 Marine Close	
Post town Leigh-on-Sea		
County/Region Essex		
Postcode SS9 2RD		
Country Great Britain		
<input type="checkbox"/> DO	12	19 316
Nationality NA British		
<input type="checkbox"/> OC	Retired. National Health Service Nursing Manager	
<input type="checkbox"/> OD		
I consent to act as director of the company named on page 1		
Signed <i>B. Long</i> Date 5-11-92		

Directors (continued)*(See notes 1-5)***Name*****Style/Title****Forenames****Surname*****Honours etc****Previous forenames****Previous surname****Address****Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.****Date of birth****Business occupation****Other directorships***** Voluntary details****Consent signature**

<input type="checkbox"/> CD	Mrs.				
Margaret					
Herbert					
<input type="checkbox"/> AD	12 Willow Close				
Post town		Hockley			
County/Region		Essex			
Postcode		SS5 5DH		Country Great Britain	
<input type="checkbox"/> DO	1	1	0	3	2
				Nationality	British
<input type="checkbox"/> OC	Retired Hairdresser				
<input type="checkbox"/> OD					
I consent to act as director of the company named on page 1					
Signed <i>M Herbert</i>				Date 5.11.92	

(See notes 1-5)

Style/Title

အမည်

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature:

Mrs. Christine Britt
 10 Dynevor Gardens
 Post town Leigh-on-Sea
 County/Region Essex
 Postcode SS9 2RG Country Great Britain
 DO 18 13 416 Nationality NA British
 OC Housewife Part-time Secretary
 OP

I consent to act as director of the company named on page 1
 Signed *C. A. Britt* Date 5.11.92

Directors (continued)
(See notes 1 - 5)

Name ☐ **CD** ☐ **AD** ☐ **DO** ☐ **OC** ☐ **OD** ☐ **Other**

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

*** Voluntary details**

Consent signature

<input type="checkbox"/> CD	Mr.
<input type="checkbox"/> AD	190 Mountdale Gardens
<input type="checkbox"/> DO	1 1 3 18 2 19
<input type="checkbox"/> OC	Retired Architect
<input type="checkbox"/> OD	
I consent to act as director of the company named on page 1	
Signed <i>J Breavington</i> Date 5.11.92	

MEMORANDUM AND ARTICLES OF ASSOCIATION of a company
limited by guarantee and having charitable status

MEMORANDUM OF ASSOCIATION
COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION of SOUTH EAST ESSEX CHRISTIAN
HOSPICE (Fair Havens).



2805007

1. Name

The name of the Association ('the Company') is SOUTH EAST
ESSEX CHRISTIAN HOSPICE (Fair Havens)

2. Registered office

The registered office of the Company will be situated in England.

3. Objects and powers

The Company is established as a Christian Organisation to promote by the establishment and provision of residential care and/or domiciliary care and/or day care, the relief of persons (hereinafter referred to as "Patients") of either sex (without regard to race or creed) who are suffering from any chronic or terminal illness or from any disability or disease attributable to old age or from any other physical or mental infirmity, disability or disease in such ways as the Council of Management shall from time to time think fit. In furtherance of such objects, but not further or otherwise, the Company shall have power:

- 3.1 to establish, provide, extend, and maintain one or more residential hospices, nursing homes or day centres and/or to establish, provide, extend and maintain for nursing and auxiliary care of Patients in their own homes suffering from any particular type or types of chronic or terminal illness, disability, disease, or infirmity and to provide medical, nursing or other treatment or attention in an hospice, nursing home, day centre or in the patient's own home, wherever may be appropriate;
- 3.2 to meet the emotional, spiritual, social and physical needs of the patient - and to extend that provision to the patients families and/or carers if required. Further to provide appropriate support for families and/or carers after the death of the patient, if required;
- 3.3 to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes or other media associated with the above objects;
- 3.4 to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;

530449

- 3.5 to foster and undertake research into any aspect of the objects of the Company and its works and to disseminate the results of any such research;
- 3.6 to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- 3.7 to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- 3.8 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- 3.9 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- 3.10 to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit provided that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;
- 3.11 to establish or assist in the establishment of a non-charitable trading company which may covenant its profits to the Company;
- 3.12 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- 3.13 to invest the money of the Company not immediately required for its objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as provided below;
- 3.14 to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- 3.15 to establish and support any charitable association or body and subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- 3.16 to employ and pay any persons or persons to supervise, organise, carry on the work of and advise the Company;
- 3.17 to insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;

- 3.18 subject to the provision of clause 4 hereof to pay reasonable annual sums or premiums for or towards the provisions of pensions for officers or servants for the time being of the Company or their dependants;
- 3.19 to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association.
- 3.20 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- 3.21 to establish where necessary local branches which may be autonomous or not);
- 3.22 to do all such other lawful things as shall further the above objects or any of them;

PROVIDED that:

- 3.23 in case the Company shall take or hold any property which may be subject to any trusts, the Company shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts;
- 3.24 the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- 3.25 in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 the Company shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as if such Council of Management would have been if no corporation had been effected, and authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Council of Management but it shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. Application of income and property

The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend,

bonus or otherwise howsoever by the way of profit, to members of the Company and no member of its Council of Management shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing shall prevent any payments in good faith by the Company:

- 4.1 of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Council of Management for any service rendered to the Company;
- 4.2 of interest on money lent by any member of the Company or of its Council of Management at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by that Council of Management or 3% whichever is the greater;
- 4.3 of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management;
- 4.4 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management may be a member holding not more than one one-hundredth part of the capital of that company, and to any member of its Council of Management, of reasonable out-of-pocket expenses.

5. Limited Liability

The Liability of the members is limited.

6. Contributions to assets of the Company

Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he/she is a member, or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding one pound sterling.

7. Surplus assets

If on the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to the extent at least as great as is imposed on the Company under or by virtue of clause 4, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object. We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

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

Names, Addresses and Descriptions

of Subscribers
Mr. Dennis Bear, 26 Appledore, Thorpe Bay, Essex SS3 8UW.
Manager
Mr. John Breavington, 190 Mountdale Gardens, Leigh-on-Sea, Essex
Retired Architect SS9 4AA.
Mrs. Christine Britt, 10 Dynevor Gdns., Leigh-on-Sea, Essex
Housewife/part-time Secretary SS9 2RG.
Rev. Alan Davies, 'The Manse', 102 Hobleythick Lane, Westcliff-on-
Minister of Religion (Baptist) Sea, Essex SS0 DRJ.
Mr. James Gibbs, 20 Branscombe Gdns., Thorpe Bay, Essex SS1 3PT.
Retired Headmaster
Mrs. Margaret Herbert, 12 Willow Close, Hockley, Essex SS5 5DH.
Retired Hairdresser
Mrs. Betty Long, Tattersfield, 22 Marine Close, Leigh-on-Sea, Essex
Retired National Health Service Nursing Manager SS9 2RD.
Mr. Peter Main, 35 Woodlands Park, Leigh-on-Sea, Essex SS9 3TP.
Retired Chartered Accountant
Mr. Michael Parker, 80 Hazlemere Road, Benfleet, Essex SS7 4AG.
Oil Company Supply Co-ordinator
Mr. John Powell, 69 Castledon Road, Wickford, Essex SS12 0EF.
Managing Director
Mr. Reginald Ramm, 17 Carlingford Drive, Westcliff-on-Sea, Essex
Commercial Manager SS0 OSD.
Dr. Michael Stuart, 229 Main Road, Hawkwell, Hockley, Essex
Medical Practitioner SS5 4EQ.
Mrs. Anne Elizabeth White, 18 Westbourne Close, Hockley, Essex
Housewife SS5 5EA.

Dated the

5th of November 1992.

WITNESS to the above Signatures:-

Wm J. Crane

ARTICLES OF ASSOCIATION
COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF SOUTH EAST ESSEX CHRISTIAN
HOSPICE (Fair Havens).

1. Definitions and interpretation

In these articles:

- 1.1 'the Act' means the Companies Act 1985;
- 1.2 'Council' means the Council of Management of the Company.
- 1.3 'the seal' means the common seal of the Company;
- 1.4 'Secretary' means any person appointed to perform the duties of the secretary of the Company;
- 1.5 'the United Kingdom' means Great Britain and Northern Ireland;
- 1.6 Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- 1.7 Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these articles become binding on the Company.

2. Objects

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

3. Members

- 3.1 The number of members with which the Company proposes to be registered is 100 but the Council may from time to time register an increase of members;
- 3.2 The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Company; all such members appreciating and supporting the Christian faith.
- 3.3 An application for membership may be approved or rejected by the Council. The Council shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made. Unless the members of the Council or the Company in general meeting shall make other provision pursuant to the powers contained in article 21, the Council members may in their absolute discretion permit any member of the Company to

retire provided that after such retirement the number of members of the Company is not less than ten.

4. General Meetings

- 4.1 The Company shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of the one Annual General Meeting of the Company and that of the next provided that so long as the Company holds it's first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings;
- 4.2. The Council may, whenever it thinks 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 the Act. If at any time there are not within United Kingdom sufficient members of the Council to form a quorum, any member of the Council or any 2 members of the Company may convene an Extraordinary General meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

5. Notice of general meetings

- 5.1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing. Other meetings shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner mentioned below or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:
- 5.1:1 in the case of the Annual General Meeting, by all the members entitled to attend and vote; and
- 5.1:2 in the case of any other meeting, by a majority of the members having a right to attend and vote and the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the members.

- 5.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

6. Proceedings at general meetings

- 6.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of members of the Council in the place of those retiring and the appointment of the auditors;
- 6.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; 10 members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine;
- 6.3 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting;
- 6.4 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 on the declaration of the result of the show of hands) demanded:
- 6.4:1 by the chairman; or
- 6.4:2 by at least 2 members present:
- 6.4:3 by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;
- 6.5 Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution;
- 6.6 The demand for a poll may be withdrawn;

- 6.7 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;
- 6.8 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded;
- 6.9 Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at general meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of 2 or more documents in like form each signed by one or more members.

7. Votes of members

- 7.1 Every member shall have one vote;
- 7.2 No member shall be entitled to vote at any general meeting unless all money presently payable by him to the Company has been paid.

8. Council of Management

- 8.1 The number of members shall be not less than 7 nor more than 13. In addition Officers of the Company shall be ex officio members without voting powers. A quorum of 50% of the voting members shall be required before any meeting of the Council is deemed properly constituted. Any changes to the constitution of the Council may be determined by the Company in general meeting.
- 8.2 Members of the Council of Management shall be Christians. They must be able and willing to give time to the efficient administration of the Company and the fulfilment of its objectives. They should be elected on the basis of their relevant experience and skill and in the knowledge that they will take an active part in the running of the Company.
- 8.3. The Council members may be paid all reasonable expenses properly incurred by them in attending and returning from Council meetings or general meetings of the Company or in connection with the business of the Company.

9. Borrowing powers

The Council may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

10. Powers and duties of the Council

- 10.1 The business of the Company shall be managed by the Council who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meetings; but no such regulation shall invalidate any prior act of the Council which would have been valid if that regulation had not been made:
- 10.2 All cheques and other negotiable instruments shall be signed by two members of the Council, or senior members of the management staff, as may be approved by the Council, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time determine;
- 10.3 Regular reports of the Company's income and expenditure shall be submitted to the Council;
- 10.4 The Council shall cause minutes to be made;
 - 10.4:1 of all appointments of officers made by the Council;
 - 10.4:2 of the names of the Council members present at each Council meeting;
 - 10.4:3 of all resolutions and proceedings at all meetings of the Company, and of the Council.

11. Disqualification of council members

- 11.1 The office of Council member shall be vacated if the member:
 - 11.1:1 Ceases to subscribe to the Christian faith or
 - 11.1:2 becomes bankrupt or makes any arrangement of composition with his creditors generally; or
 - 11.1:3 becomes prohibited from being a Council member by reason of any order made under Section 295 of the Act; or
 - 11.1:4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - 11.1:5 resigns his office by written notice to the Company; or

11.1:6 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act;

11.2 A Council member shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted.

12. Election of Council Members

12.1 The duration of appointment of Council Members shall normally be for four years with approximately one quarter retiring each year. (It is recognised that in the first four years of the Company it will be necessary for one quarter to retire in each of those years in order to set up the rotation.)

12.2 A retiring Council member shall be eligible for re-election.

12.3 The Company at the meeting at which a Council member retires in the above manner may fill the vacated office by electing a person to it, and in default the retiring Council member shall, if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost;

12.4 No person other than a Council member retiring at the meeting shall, unless recommended by the Council, be eligible for election to the Council at any general meeting unless, not less than 3 nor more than 21 days before the date set for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person or his willingness to be elected;

12.5 The Company may from time to time by ordinary resolution increase or reduce the number of Council members;

12.6 The Council shall have power at any time to appoint any person to be a Council member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Council members will not at any time exceed any maximum number fixed in accordance with these Articles. Any Council member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election;

12.7 The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Council member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Council member removed under this Article.

13. Proceedings of the Council

- 13.1 The Council may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. A council member may, and the Secretary on the request of a Council member shall, at any time summon a Council meeting. It shall not be necessary to give notice of a Council meeting to any member for the time being absent from the United Kingdom;
- 13.2 The Council may act notwithstanding any vacancy in its body but, if and so long as its number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of members, the Council may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Company, but for no other purpose;
- 13.3 The Council may elect a chairman of its meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the Council members present may choose one of their number to chair the meeting;
- 13.4 The Council may invite a person or persons to attend its meetings and assist in its deliberations but they will not have any power to vote;
- 13.5 The Council may appoint sub-committees, as it deems necessary and shall determine their terms of reference, powers, duration and composition provided that all acts and proceedings of any such sub-committee shall be reported to the Council as soon as possible and provided further that no such sub-committee shall expend funds of the Company otherwise than in accordance with a budget agreed by the Council;
- 13.6 A sub-committee may elect a chairman of its meetings provided he/she is a Council member; if no such chairman is elected, or, if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
- 13.7 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote;
- 13.8 All acts done by any meeting of the Council or of a sub-committee, or by any person acting as a Council member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council member.

- 13.9 A resolution in writing, signed by all the Council members, entitled to receive notice of a Council meeting, shall be as valid and effectual as if it had been passed at a Council meeting duly convened and held, and may consist of several documents in like form each signed by one or more Council members.

14. Secretary

- 14.1 Subject to Section 293 of the Act, the Secretary shall be appointed by the Council for such term at such remuneration and on such conditions as the Council may think fit; and any Secretary so appointed may be removed by it provided that no Council member may occupy the salaried position of Secretary;
- 14.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Council member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Council member and as, or in place of, the Secretary.

15. Ex-officio members

The Council may appoint officers as ex-officio members of the Company.

16. The seal

The Council shall provide for the safe custody of the seal, which shall be used only by the authority of the Council or of a sub-committee authorised by the Council on their behalf, and every instrument to which the seal shall be affixed shall be signed by a Council member and shall be countersigned by the Secretary or by a second Council member or by some other person appointed by the Council for the purpose.

17. Accounts

- 17.1 The Council shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act;
- 17.2 The accounting records shall be kept at the registered office of the Company or, subject to Section 227 of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the officers of the Company;
- 17.3 The Council shall from time to time determine whether and to what extent and what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Council members, and no member (not being Council member) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Council or by the Company in general meeting.

17.4 The Council shall from time to time in accordance with Sections 238 to 242 of the Act 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;

17.5 A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, and the Council report, shall not less than 21 days before the date of the meeting be sent to every member of, and every holder of debentures of the Company provided that this Article shall not require a copy of those document to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

18. Audit

Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 392 of the Act.

19. Notices

19.1 A notice may be given by the Company to any member either personally or by sending it by post or means recognised by the Act to him/her or to his/her registered address, or (if he/she has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him/her to the Company for the giving of notice to him/her. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given at the expiration of 96 hours after the envelope containing it was posted.

19.2 Notice of every general meeting shall be given in any manner authorised by these articles to:

19.2:1 Every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

19.2:2 Every person being a legal representative of a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;

20. Dissolution

Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

21. Rules or byelaws

21.1 The Council may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the membership, and in particular but without prejudice to the generality of the above, it may by such rules or byelaws regulate:

- 21.1:1 the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- 21.1:2 the conduct of members of the Company in relation to one another, and to the Company's employees;
- 21.1:3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- 21.1:4 the procedure at general meetings and meetings of the Council and sub-committees insofar as such procedure is not regulated by these articles;
- 21.1:5 generally all such matters as are commonly the subject matter of Company rules.
- 21.2 The Company in general meetings shall have power to alter or repeal the rules or byelaws and to make additions to them, and the Council shall adopt such means as it deems sufficient to bring to the notice of members of the Company all such rules or byelaws, which so long as they shall be in force, shall be binding on all members of the Company provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

22. Headings

The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.

Names, Addresses and Descriptions
of Subscribers

Mr. Dennis Bear, 26 Appledore, Thorpe Bay, Essex. SS3 8UW
Manager

Mr. John Breavington, 190 Mountdale Gardens, Leigh-on-Sea, Essex
Retired Architect SS9 4AA

Mrs. Christine Britt, 10 Dynevor Gdns., Leigh-on-Sea, Essex. SS9 2RG
Housewife/part-time Secretary

Rev. Alan Davies, 'The Manse', 102 Hobleythick Lane, Westcliff-on-Sea
Minister of Religion (Baptist) Essex SS0 0RJ

Mr. James Gibbs, 20 Branscombe Gdns., Thorpe Bay, Essex SS1 3PT.
Retired Headmaster

Mrs. Margaret Herbert, 12 Willow Close, Hockley, Essex SS5 5DH.
Retired Hairdresser

Mrs. Betty Long, Tattersfield, 22 Marine Close, Leigh-on-Sea, Essex SS9 2RD.
Retired National Health Service Nursing Manager

Mr. Peter Main, 35 Woodlands Park, Leigh-on-Sea, Essex SS9 3TP.
Retired Chartered Accountant

Mr. Michael Parker, 80 Hazlemere Road, Benfleet, Essex SS7 4AG.
Oil Company Supply Co-ordinator

Mr. John Powell, 69 Castledon Road, Wickford, Essex SS12 0EF.
Managing Director

Mr. Reginald Ramm, 17 Carlingford Drive, Westcliff-on-Sea, Essex SS0 0SD.
Commercial Manager

Dr. Michael Stuart, 229 Main Road, Hawkwell, Hockley, Essex SS5 4EQ.
Medical Practitioner

Mrs. Anne Elizabeth White, 18 Westbourne Close, Hockley, Essex SS5 5EA.
Housewife

[Handwritten signatures and initials corresponding to the subscribers listed on the left]

DATED the 5th of November 1992.

WITNESS to the above Signatures:-

Kenneth J. Crane

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2805007

I hereby certify that

**SOUTH EAST ESSEX CHRISTIAN HOSPICE (FAIR
HAVENS)**

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 30 MARCH 1993

F. A. Joseph.

F. A. JOSEPH

an authorised officer

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2805007

Name of company

* South East Essex Christian Hospice (Fair Havens)

* Insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 1 0 3

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

V. E. Cowe

Designation†

Secretary

Date 9.9.93

Presenter's name address
telephone number and reference (if any):

For official use
D.E.B.

Post from

