

COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL
AND HAVING CHARITABLE STATUS



ARTICLES OF ASSOCIATION

- OF -

THE HOSPITAL OF ST JOHN AND ST ELIZABETH

Amended by Special Resolution of the Board 31 March 1998

1. Definitions and interpretation

In these articles:

- 1.1 "the Act" means the Companies Act 1985 as amended by the Companies Act 1989;
- 1.2 "Board" means the board of directors of the Company;
- 1.3 "the Hospice" and "St John's Hospice" means the Hospice which is the present principal charitable work of the Hospital;
- 1.4 "the Hospital" and "the Company" mean the Hospital of St John and St Elizabeth;
- 1.5 "Hospital Director" means the Hospital Director of the Company for the time being;

- 1.6 "Nominating Body" means any person or organisation authorised by article 3.3 to nominate a person or persons to be member(s) of the Company;
- 1.7 "Nominated Director" means any Director of the Company appointed to the Board in accordance with article 8.5;
- 1.8 "the seal" means the common seal of the Company;
- 1.9 "Secretary" means any person appointed to perform the duties of the secretary of the Company;
- 1.10 "the President" means the President of the Company and "Vice-President" means a Vice-President of the Company;
- 1.11 "the United Kingdom" means Great Britain and Northern Ireland;
- 1.12 Expressions referring to writing shall unless the contrary intention appears be construed as including references to printing lithography photography and other modes of representing or reproducing words in a visible form;
- 1.13 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 ten but the Board may from time to time register

an increase of numbers up to a maximum of fifty members. This maximum is to include those who become members

3.1.1 by nomination under article 3.3 below;

3.1.2 by appointment under article 3.5 below;

3.1.3 on becoming Directors and by virtue of article 8.1 below
and

3.1.4 on becoming President and by virtue of article 16.2
below;

but anyone who is a member in more capacities than one shall be counted only once.

3.2 The subscribers to the Memorandum of Association and such other persons as the Board shall admit shall be the first members of the Company.

3.3 Subject to the remaining provisions of this article the following Nominating Bodies shall be authorised to nominate as members of the Company the number of persons set opposite their respective names:

British Association of the Sovereign	
Military Order of Malta	5
Medical Staff of the Hospital	4
Staff of the Hospital	4
Staff and Associates of St John's Hospice	2
Friends of St John's Hospice	2

Other Catholic organisations associated with the Hospital	2
Brampton Trustees	3
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- 3.4 The Board shall have the right for good and sufficient reason not to accept as a member any person nominated by a Nominating Body provided that the Nominating Body shall have a right to be heard before a final decision is made.
- 3.5 Subject to article 3.1 above the Board shall be authorised to appoint as members of the Company five persons from the local community.
- 3.6 Subject to article 3.8 the Board 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.
- 3.7 Unless the Board or the Company in general meeting shall make other provision pursuant to the powers contained in article 21 the Board may in its absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than fifteen.
- 3.8 Any Nominating Body may withdraw any of its nominees at any time and that member shall resign from the Company. Such Nominating Body shall then be authorised to nominate another person in place of the previously nominated person. If membership is determined a Nominating Body shall have power to nominate a replacement by notice in writing to the Company.

3.9 This article 3 is subject to the overriding requirement that of those who become members of the Company there shall at all times be at least 75% of the membership who profess the Roman Catholic faith and

3.9.1 the Board shall have a duty to procure that result and all the powers which it requires in order to do so and in particular

3.9.2 the need to procure that result shall be deemed to be a good and sufficient reason for the purposes of article 3.4 and 3.6 above.

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 one Annual General Meeting of the Company and that of the next provided that so long as the Company holds its 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 Board shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

4.2 The Board may whenever it thinks fit convene an Extraordinary General Meeting. Extraordinary General Meetings shall 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 the United Kingdom sufficient members of the Board to form a quorum of the Board any member of the Board

or at least 10% of the 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 Board.

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 the 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 at 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 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 accounts and the reports of the Board and of the Auditors the election of members of the Board in the place of those retiring by rotation and to fill any other vacancies on the Board and the fixing of the remuneration 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 and a quorum shall not exist unless there are at least 12 members present and at least 75% of the members present are individuals who profess the Roman Catholic faith. 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 Board may determine.
- 6.3 The chairman shall chair every general meeting of the Company. In his absence the vice-chairman shall act as chairman and in his absence the members shall elect one of their number to chair the meeting.
- 6.4 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 an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

6.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.

6.6 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 appointed 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 two or more documents in like form each signed by one or more members.

7. Votes of Members

Every member shall have one vote.

8. Board of Directors

8.1 The first Directors shall be the subscribers to the Memorandum and all Directors shall automatically become members of the Company and shall on ceasing to be Directors cease to members of the Company unless their membership exists also by virtue of article 3 above or article 16.2 below.

8.2 There shall be a minimum of ten Directors and at least 70 per cent of the total numbers of Directors are to profess the Roman Catholic faith.

- 8.3 At least two Directors shall be members of the British Association of the Sovereign Military Order of Malta.
- 8.4 One Director being a member of the British Association of the Sovereign Military Order of Malta shall be given special responsibility by the Board for the Chapel and its contents in addition to his normal duties as a Director and shall be authorised by the Board to report direct to the Roman Catholic Archbishop of Westminster on matters affecting the Chapel and its contents without prejudice to the provisions of the Code of Canon Law of the Roman Catholic Church.
- 8.5 Of the Directors one shall be the nominated representative of the Roman Catholic Archbishop of Westminster and one shall be a medical officer nominated by the medical staff of the Hospital. Such Directors shall be known as the Nominated Directors. The Nominated Directors' term of office shall be one year and they shall be eligible for renomination.
- 8.6 The Director nominated by the medical staff (other than an Alternate Director) may appoint any other Director or any other person approved by resolution of the Directors and willing to act to be an Alternate Director and may remove from office an Alternate Director so appointed by him.
- 8.7 An Alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member to attend and vote at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an Alternate Director. But it shall not be necessary

to give notice of such a meeting to an Alternate Director who is absent from the United Kingdom.

- 8.8 An Alternate Director shall cease to be an Alternate Director if his appointor ceases to be a Director but if a Director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires any appointment of an Alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
- 8.9 Any appointment or removal of an Alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.
- 8.10 Save as otherwise provided in the articles an Alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him.
- 8.11 The Directors may at any time co-opt on to the Board the Hospital Director and may at any time remove the Hospital Director from the Board.
- 8.12 A Director holding office pursuant to the last preceding article shall receive such salary as the Board may determine and such Director shall be a Director for the purposes of and subject to the provisions of section 319 of the Act, but shall not be entitled to vote on any resolution nor to attend any meeting concerning any payment made to him.
- 8.13 The Directors shall be paid all reasonable expenses properly incurred by them in attending and returning from Board

meetings or general meetings of the Company or in connection with the business of the Company.

9. Borrowing Powers

The Board 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 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 Board

10.1 The business of the Company shall be managed by the Board which 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 meeting. Any such requirement may be imposed either by the Act or by these articles or by any regulation made by the Company in general meeting but no such requirement shall invalidate any prior act of the Board which would have been valid if that requirement had not been made.

10.2 All cheques and other negotiable instruments 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 Board shall from time to time determine.

10.3 The Board shall cause minutes to be made

10.3.1 of all appointments of officers made by the Board;

10.3.2 of the names and status of the Directors present at each Board meeting; and

10.3.3 of all resolutions and proceedings at all meetings of the Company and of the Board.

11. Election of Directors

- 11.1 Subject to article 11.2 below a Director (not being the Hospital Director or a Nominated Director) shall hold office for a period of three years.
- 11.2 At every Annual General Meeting one third of the Directors (not being the Hospital Director or Nominated Directors) or the nearest whole number thereto but not exceeding one third shall retire from office. A Director retiring at a meeting shall remain in office until the close of the meeting.
- 11.3 Subject to the provisions of the Act the Directors to retire on each occasion shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-elected on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 11.4 A retiring Director shall be eligible for re-election.
- 11.5 Subject to article 8.2 the Company at the meeting at which a Director retires in the above manner may fill the vacated office by electing either a person recommended to it by the Board or such other person as it shall consider qualified to hold office as a Director of the Company and in default a retiring Director 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.

- 11.6 No person other than a Director retiring at the meeting shall unless recommended by the Board be eligible for election to the Board at any general meeting unless not less than 14 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 three members qualified to attend and vote at the meeting for which such notice is given of their intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.
- 11.7 The Board shall have power at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

12. Disqualification of Directors

- 12.1 The office of Director shall be vacated if the Director
- 12.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally or
 - 12.1.2 becomes prohibited from being a Director by reason of the Act or the Company Directors Disqualification Act 1986 or
 - 12.1.3 has his nomination withdrawn by the relevant Nominating Body or ceases to be a member of the Company or
 - 12.1.4 becomes incapable by reason of mental disorder illness or injury of managing and administering his property and affairs or
 - 12.1.5 resigns his office by written notice to the Company or

- 12.1.6 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 or
 - 12.1.7 being the Hospital Director he ceases to be employed by the Hospital or
 - 12.1.8 is absent from meetings of the Board without leave for six months and the Board resolve that the office be vacated or
 - 12.1.9 is required to vacate his office by the Board in pursuance of its duty to ensure compliance with the requirement imposed by article 8.2 above as to the number of Directors professing the Roman Catholic faith.
- 12.2 A Director 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.
- 12.3 At any Board meeting the Hospital Director shall not be present during any discussion of any matter in which he has a direct or indirect interest and shall not take part in any vote on such matters. For the avoidance of doubt the Hospital Director shall be permitted to be present during any discussion at a Board meeting except one relating to a matter in which he has a personal or financial interest or one involving a company in which he has a shareholding exceeding five per cent.
- 13. Proceedings of the Board**
- 13.1 The Board may meet together for the despatch 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. In case of an equality of votes the chairman shall have a second or casting vote. A Director may and the Secretary on the request of a Director shall at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any member for the time being absent from the United Kingdom.

- 13.2 The quorum necessary for the transaction of the business of the Board shall be six provided that throughout any meeting of the Board there shall remain twice as many Directors professing the Roman Catholic faith as Directors not professing the Roman Catholic faith.
- 13.3 The Board 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 Board 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.
- 13.4 The Board may elect a chairman and a vice-chairman of its meetings both of whom (subject to article 11) shall hold office for a period of three years but if no such chairman or vice-chairman is elected or if at any meeting neither the chairman or vice-chairman is present within 5 minutes after the time appointed for holding the same the Directors present may choose one of their number to chair the meeting. The Hospital Director may not be elected chairman or vice-chairman.
- 13.5 The Board may delegate any of its powers to sub-committees consisting of such persons as it thinks fit. Any committee so formed shall conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the

Board as soon as is reasonably practicable provided that any such committee shall always comprise a majority of elected Directors.

- 13.6 A committee may elect a chairman of its meetings. 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 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 Board or of a committee or by any person acting as a Director 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 any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 13.9 A resolution in writing signed by all the Directors entitled to receive notice of a Board meeting shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held and may consist of several documents in like form each signed by one or more Director.

14. **Secretary**

- 14.1 Subject to section 283 of the Act the Secretary shall be appointed by the Board for such term at such remuneration and on such conditions as the Board thinks fit and any Secretary so

appointed may be removed by it provided that no Director 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 Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

15. The Seal

The Board shall provide for the safe custody of the seal which shall be used only by the authority of the Board or of a committee authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for that purpose.

16. Patron President and Vice-Presidents

A Patron President and Vice-Presidents may be appointed from time to time by the Board in exercise of its sole discretion on such terms as the Board shall think fit.

16.1 The Patron and Vice-Presidents shall not by virtue of their offices be members of the Company.

16.2 The President shall by virtue of his office be a member of the Company.

16.3 Any person or persons holding these offices may be removed at any time at the discretion of the Board.

17. Accounts

17.1 The Board 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 Board thinks fit and shall always be open to the inspection of the officers of the Company.
- 17.3 The Board 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 Company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.
- 17.4 The Board 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 Board's 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 documents 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 to him or to his registered address or (if he has no registered address within the United Kingdom) to the address if any within the United Kingdom supplied by him to the Company for the giving of notice to him. Proof that an envelope containing a notice was properly addressed prepared and posted shall be conclusive evidence that the notice was given. A notice shall unless the contrary is proved be deemed to be given at the expiration of 48 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 personal representative or a trustee in a bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;

19.2.3 the auditor for the time being of the Company and

19.2.4 each Director.

No other person shall be entitled to receive notices of general meetings.

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 Board 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 Company and for the purpose of prescribing classes of and conditions of 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 terms on which such members may resign or have their membership terminated;

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 Board and committees in so far as such procedure is not regulated by these articles and

21.1.5 generally all such matters as are commonly the subject matter of Company rules.

21.2 The Company in general meeting shall have power by special resolution to alter or repeal the rules or byelaws and to make

additions to them and the Board shall adopt such means as it deems sufficient to bring to the notice of members all such rules or byelaws which so long as they shall be in force shall be binding on all members 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 John Carleton Paget
41 Markham Street
London SW3
Company Director

Mr S E Scrope
6 Blomfield Road
London W9 1AH
Company Director

The Lord Craigmyle
18 The Boltons
London SW10 9SY
Peer of the Realm

Dr Martin Scurr MRCP MRCGP
14 Ladbrooke Gardens
London W11 2PT
General Practitioner

Mr M Elwes
23 Baskerville Road
London SW18 3RW
Estate Agent

Lady Tomkins
Winslow Hall
Winslow
Bucks MK18 3HL
Housewife

Dr E Jepson
46 Brondesbury Park
London NW6 7AU
Consultant Physician

Mr Stuart Twaddell
354 London Road
St Albans
Herts AL1 1EA
Hospital Director

Rev T Phipps
32 Hallowell Road
Northwood
Middlesex HA6 1DW
Parish Priest

Mr C H J Weld
Chiddock Manor
Bridport
Dorset DT6 6LF
Landowner

Witness to all the above signatures:

Canon Louis Marteau
60 Grove End Road
London NW8 9NH
Roman Catholic Priest

24 February 1993

COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL
AND HAVING CHARITABLE STATUS

MEMORANDUM OF ASSOCIATION

- OF -

THE HOSPITAL OF ST JOHN AND ST ELIZABETH

Amended by Special Resolution of the Board 31 March 1998

1. Name

The name of the Company ("the Company") is The Hospital of St John and St Elizabeth.

2. Registered Office

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

3. Objects and Powers

The objects of the Company shall be:

- 3.1.1 to provide a hospital for the reception, care and treatment of patients without distinction and in particular (but without prejudice to the generality of the foregoing) for patients requiring palliative care; and

- 3.1.2 to serve the sick and dying and to care for the physical, spiritual and emotional needs of patients irrespective of nationality or religion.

and all the said objects are to be carried out in accordance with the spiritual and ethical principles of Roman Catholic teaching and traditions as further defined in clause 3A hereof.

In furtherance of such objects but not further or otherwise the Company shall have power

- 3.2 To accept a transfer of the property assets undertaking responsibilities and liabilities of the Hospital of St John and St Elizabeth a registered charity (no. 235822) founded in the year 1898 being the successor of the Hospital of the same name founded in 1856 and to carry on its work subject to the existing trusts.
- 3.3 To cause to be written and printed or otherwise reproduced and circulated gratuitously or otherwise periodicals magazines books leaflets of other documents or films or recorded tapes.
- 3.4 To hold exhibitions meetings lectures classes seminars and courses either alone or with others.
- 3.5 To foster and undertake research into any aspect of the objects of the Company and its work 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 indorse 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.
- 3.11 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.
- 3.12 To undertake and execute and act as trustee of any charitable trusts which may be incidental to and likely to contribute to the attainment 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 to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company.
- 3.16 To employ and pay any person or persons to supervise organise carry on the work of and advise the Company.
- 3.17 To pay the cost of purchasing and maintaining indemnity insurance in respect of liability for any action or default of the Directors officers or employees of the Company in relation to the Company provided that such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default.
- 3.18 Subject to the provisions of clause 4 to pay reasonable annual sums or premiums for or towards the provision of pensions for the Hospital Director 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 (whether autonomous or not).

- 3.22 To do all other such 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 approval or consent as may be required by law and as regards any such property the Board 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 such Board would have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Board 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.

3A. **Ethics**

The Objects shall be carried out in accordance with the ethics of the Roman Catholic Church in communion with the see of Rome. The

Company shall take all reasonable steps to ensure that all persons working for the Company shall comply with this requirement and be fully informed on the subject. In the event of any difference of opinion arising as to these ethics or the application thereof then such difference will be submitted to the person for the time being exercising Archiepiscopal jurisdiction over the Roman Catholic Province of Westminster whose decision shall be final and conclusive provided that nothing in this Clause shall oust the jurisdiction of the Court or the Charity Commission with respect to charities in relation to this charity.

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 way of profit to members of the Company and no member of its Board 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 payment 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 Board for any services rendered to the Company
- 4.2 of reasonable and proper remuneration to the Hospital Director of the Company for the time being for his services on condition that he shall not be entitled to vote on any resolution nor to attend any meeting concerning any payment made to him
- 4.3 of interest on money lent by any member of the Company or of its Board 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 the Board

4.4 of reasonable and proper rent for premises demised or let by any member of the Company or of its Board

4.5 of fees remuneration or other benefit in money or money's worth to a company of which a member of the Board may be a member holding not more than five one-hundredths part of the capital of that company; and to any member of its Board of out-of-pocket expenses.

5. **Limited liability**

The liability of the members is limited.

6. **Contribution 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 is a member or within one year after he ceases to be a member for the payment of the debts and liabilities of the Company 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 one pound.

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 an extent at least as great as is imposed on the

Company under or by virtue of clause 4 (as if the second proviso thereto were excluded) 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Mr John Carleton Paget
41 Markham Street
London SW3
Company Director

Mr S E Scrope
6 Blomfield Road
London W9 1AH
Company Director

The Lord Craigmyle
18 The Boltons
London SW10 9SY
Peer of the Realm

Dr Martin Scurr MRCP MRCGP
14 Ladbroke Gardens
London W11 2PT
General Practitioner

Mr M Elwes
23 Baskerville Road
London SW18 3RW
Estate Agent

Lady Tomkins
Winslow Hall
Winslow
Bucks MK18 3HL
Housewife

Dr E Jepson
46 Brondesbury Park
London NW6 7AU
Consultant Physician

Mr Stuart Twaddell
354 London Road
St Albans
Herts AL1 1EA
Hospital Director

Rev T Phipps
32 Hallowell Road
Northwood
Middlesex HA6 1DW
Parish Priest

Mr C H J Weld
Chiddock Manor
Bridport
Dorset DT6 6LF
Landowner

Witness to all the above signatures:

Canon Louis Marteau
60 Grove End Road
London NW8 9NH
Roman Catholic Priest

24 February 1993