FILE COPY



OF A PRIVATE LIMITED COMPANY

Company No. 4253074

The Registrar of Companies for England and Wales hereby certifies that CRANLEIGH VILLAGE HOSPITAL TRUST

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

Given at Companies House, Cardiff, the 16th July 2001



N04253074C





Please complete in typescript,

Declaration on application for registration

or in bold black capitals.	
CHFP000	
Company Name in full	CRANLEIGH VILLAGE HOSPITAL TRUST
I,	MICHACL JOHN NEWHART
of	VELHURST CONFT, ROSEMARY LANE, ALPOLD, TWUREY
† Please delete as appropriate.	do solemnly and sincerely declare that I am a † [Solicitor engaged In the formation of the company][person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.
Declarant's signature	Mila ha
Declared at	147 High St Cowligh Sony
	Day Month Year
On	09372001
• Please print name. before me	SHAUN DAVID PARRY-JONES
Signed	SDP Date 7-7-2001
	† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor
	,
Please give the name, address, telephone number and, if available,	
a DX number and Exchange of	
the person Companies House should contact if there is any query.	Tel
	DX number DX exchange
TI #AR88G2AJ# 0238 A48 0238 COMPANIES HOUSE 12/07/01	When you have completed and signed the form please send it to the Registrar of Companies at: Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

Form revised June 1998

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh



30(5)(a)

Declaration on application for registration of a company

Please complete in typescript, or in bold black capitals. CHFP000	exempt from the requirement to use the word "limited" or "cyfyngedig"				
Company Name in full	CRANLEIGH VILLAGE HOSPITAL TRUST				
1,	WICHUSE JOHN MEMAIHT				
of	VELHURST CROST POSENARY LONE, ALFOLD, SURREY				
† Please delete as appropriate.	a [Solicitor engaged in the formation of the company][person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985]†do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.				
	And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.				
Declarant's signature	Milas News				
Declared at	147 HICH ST CRANLEKA SURREY				
on	Day Month Year 1 5 0 6 2 0 0 1				
• Please print name. before me •	SHAUN DAVID PARRY-JONES				
O:					
Signed	Ship Date 15.06.2001				
	A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor				
Please give the name, address, telephone number and, if available, a DX number and Exchange of					
the person Companies House should contact if there is any query.	Tel				
	DX number DX exchange				
	When you have completed and signed the form please send it to the				

Form revised June 1998

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COMPANIES HOUSE

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Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff

for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh



Please complete in typescript

First directors and secretary and intended situation of

or in bold black capitals. CHFP000	registered office		
Notes on completion appear on final page			
Company Name in full	CLANCEIGH VILLAGE	HOSPITAL TOWST	
		······································	
Proposed Registered Office (PO Box numbers only, are not acceptable)	CRANLEIGH VILLA	se Hossian	-
(FO Box numbers only, are not acceptable)	HIGH STREET	<u> </u>	
Post town	Wan L C ! G1		
County / Region	E MOS EA	Postcode 646 8	—————————————————————————————————————
f the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.			
Agent's Name			
Address			
Post town			
County / Region		Postcode	
Number of continuation sheets attached			
Please give the name, address, telephone number and, if available, a DX number and Exchange of			
the person Companies House should contact if there is any query.	Tel		
#ARSSR2AKW	DX number DX e When you have completed and s Registrar of Companies at:	gned the form please send it to	the

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Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

Company Secret	ary (see notes 1-5)	
	Company name	CRANCEGA VILLAGE HOSPITCHE TOWET
NAME	*Style / Title	*Honours etc
* Voluntary details	Forename(s)	MICHAEL JOHN
	Surname	NE MAHAM
Pre	vious forename(s)	
Pre	evious surname(s)	
Addre	ess	VECHURST EMFT
Usual residential address For a corporation, give the	•	NASCHARY LANC
registered or principal office address.	Post town	Actaco
	County / Region	FURLEY Postcode Gu6 8EY
	Country	EMERIMO
		I consent to act as secretary of the company named on page 1
Cons	sent signature	Mishael New Date 15 (6/2001
Directors (see notes 1-5) Please list directors in alpha		
NAME		*Honours etc
	Forename(s)	DIANGE CHEUSTING GLYNNE
	Surname	DAVIES
Pre	vious forename(s)	
Pre	evious surname(s)	
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	County / Region	HEST SUSSEX Postcode RH12 385
	Country	ENG CAMO .
		Day Month Year
Date of	of birth	i a 1 2 1 9 3 7 Nationality BRITISH
Busin	ess occupation	RETIRED
Other	directorships	None
		I consent to act as director of the company named on page 1
Cons	sent signature	Manne. C. Rose Date 15/6/2001

 ∇

Directors (continued)	see notes 1-5)				
NAME: *S	tyle / Title	DR	*Hon	ours etc	
* Voluntary details Fo	rename(s)	nibes			
	Surname	FAWKH	ER - WASETT		
Previous fo	rename(s)				
Previous s	urname(s)				
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	Country	6	۵ د د د د د د د د د د د د د د د د د د د		
		Day Month	Year		
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Business	occupation	General	१२० प्राच्छा ।	(60)	
Other dire	ectorships	NowC			
Consent s	ignature	I consent to act	as director of the con	Date	on page 1
This section must be s	igned by				
an agent on behalf of all subscribers	Signed			Date	
Or the subscribers	Signed (Nanne	. C. Dasie	Date	15 [6] 2401
(i.e those who signed as members on the memorandum of	Signed	Have	(u S	Date	15/1/ 2001
association).	Signed	King	gleen.	Date	16/6/2001
	Signed	ayal	Cit	Date	15/6/ 2001
	Signed	#1	wiff of	Date	15 (1 2001
	Signed	Can	Conselger	Date	16(6) 2501

Notes

 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

- Directors known by another description:
 - A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.
- 3. Directors details:
 - Show for each individual director the director's date of birth, business occupation and nationality.
 The date of birth must be given for every individual director.
- 4. Other directorships:
 - Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years, when the person was a director, was:
 - dormant,
 - a parent company which wholly owned the company making the return.
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

Directors (continued) (see	e notes 1-5)			
NAME *Styl	, le / Title		*Honours etc	
* Voluntary details Fore	name(s)			
s	Surname			
Previous fore	name(s)			
Previous sur	name(s)			
Address	ĺ			
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	ost town			
County /	/ Region		Postcod	е
	Country			
		Day Month Year	,	
Date of birth	۱		Nationality	
Business oc	cupation			
Other direct	orships			
		I consent to act as directed	or of the company name	ed on page 1
Consent sig	nature	·	Date	
This section must be sign	ned by			
an agent on behalf of all subscribers	Signed		Date	
Or the subscribers	Signed	Mishael	Date	15 () 2001
(i.e those who signed as members on the memorandum of	Signed	Pulad Das	Date	15/6/2001
accociation)	Signed	C. C	Date	15/6/2001
	Signed		Date	
•	Signed		Date	
	Signed		Date	

Notes

 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

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Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

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The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

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 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

Company Secretary (see notes 1-5)

	NAME	*Style / Title	mr	,	*Honour	s etc	,	
* Voluntary details		Forename(s)	MI CHA EL	Join .				
		Surname	とくしょしょう			<u>_</u>		
	Previous	forename(s)						
	Previou	s surname(s)						
•	Address							
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address.		Post town			 -			
	Co	unty / Region			F	Postcode		
		Country	·					
		1	I consent to act as s	secretary of th	ne comp	any named	on page 1	
		signature	Michael	Remo	?	Date	15/6/2) 0 4.
Directors (see in Please list directors in		al order				ــــــــــــــــــــــــــــــــــــــ		
	NAME	*Style / Title	MR	,	*Honour	s etc		
2"		Forename(s)	ALAN GE	EOFFICEY				
Surname			annens			<u></u> -		
	Previous	forename(s)						
	Previou	s surname(s)						
	Address		7116 OLD	RECTORY	. <u> </u>			
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registered or principa address.		Post town	Dunsto	⇒ ⇒		-		
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	Business	occupation	SOUCITOR					
	Other dire	ctorships			.,			
		ĺ						
			consent to act as o	director of the	compan	y named o	on page 1	
	Consent	signature	Cla_1	7/	J	Date	15 61	2001

Company Secretary (see notes 1-5)

	NAME	*Style / Title	MR		*Hon	ours etc		
* Voluntary details Forename(s)			MIC	HAEL J	ماراه			
		Surname	NE	LEHINM				
	Previous	s forename(s)						
	Previou	s surname(s)						
	Address	Í						
Usual residential a For a corporation, give registered or principal address.	ve the	Post town						
	Co	ا unty / Region				Postcode	-	
		Country						
			I consent to	act as secre	tary of the co	mpany nam	ed on page 1	
	Consent	signature	N	لنبطشا	Nem	ℂ Date	15/6/	2001
Directors (see								
Please list directors	n alphabetic NAME	al order *Style / Title	۲	\n.s	*Hon	ours etc		
		Forename(s)		Kay				
		Surname		hennum			***************************************	
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	Address		`	VELHURST	crost			·
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		Country		جالا تابعا	>			
			Day Mo	onth Yea	r			
	Date of bi	rth	0 7 0	<u> </u>	Nati	onality	BRITISH	
	Business	occupation	30	URNALIST				
	Other dire	ctorships	FIRST S	TCP HOUSE	6 00.000	HEWITT	HIMES;	
		6	Lconsent to	ract as direct	or of the com	pany name	d on page 1	
	Consent	signature	H a	yentler		Date	15 6	2001

Company Secretary (see notes 1-5)

					·	
	NAME	*Style / Title	MR	*Hon	ours etc	,
* Voluntary details Forename(s)		MICHACA	ToHOL			
		Surname	شوده والمراكبة			
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	Address	S				
Usual residential ac For a corporation, given registered or principal	e the					
address.		Post town			7 1	
	(County / Region			Postcode	
		Country				
			I consent to act as secre	etary of the co	mpany named	d on page 1
	Conse	nt signature	Mishael	Nemo	Date	\$5/6/ 2001
Directors (see not Please list directors in		itical order				
	NAME	*Style / Title		*Hon	ours etc	
		Forename(s)	M5			
		Surname		<u></u>		
			40707			
		ous forename(s)				
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	Address	5	MAYFLOUGE	COTTAGE		
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address.		Post town	Concein			
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ا	Busines	s occupation	CUARTEREP ACC	プレATAU		
	Other di	irectorships	GOLDVIEW PRAPE	nties LTD;	11030Wb	ie futary cours
		Ī	THE ESPANCEION	חחד כבי	rine cres	•
			I consent to act as direc	ctor of the com	pany named o	on page 1
	Conse	nt signature	Rulad Pak	n	Date	15/6/2001

Company Secretary (see notes 1-5) NAME *Style / Title *Honours etc Forename(s) * Voluntary details Surname Previous forename(s) Previous surname(s) **Address** Usual residential address For a corporation, give the registered or principal office Post town address. County / Region Postcode Country I consent to act as secretary of the company named on page 1 **Consent signature Date** Directors (see notes 1-5) Please list directors in alphabetical order *Honours etc NAME *Style / Title Forename(s) Surname Previous forename(s) Previous surname(s) **Address** Usual residential address For a corporation, give the registered or principal office address. Post town County / Region Postcode Country Day Month Year Date of birth **Nationality Business occupation** Other directorships I consent to act as director of the company named on page 1 Consent signature **Date**

CRANLEIGH VILLAGE HOSPITAL TRUST

ADDITIONAL DIRECTORSHIPS

M J NEWNHAM

The MI Investment Management Company Limited Merchant Investors (Trustee Services) Limited

N VRIJLAND

Vrijland Holland Holding BV JNV Produce Marketing BV West Cranleigh Nurseries NV Produce Marketing Ltd Madestein (UK) Ltd Donaldson Flowers Ltd Lettuce on Line Ltd

Associated Companies to Madestein (UK) Ltd Sunburst Ornamentals Ltd Leythorne Ornamentals Ltd

Associated Company to Donaldson Flowers Ltd First Flora Ltd

4253074

ACCEPT UNSTAMPED & QC)

NC/SN 53931 SIGNED AJONES DATE 16/7/0

COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF CRANLEIGH VILLAGE HOSPITAL TRUST

1. NAME

The name of the Company is Cranleigh Village Hospital Trust ("the Charity").

2. REGISTERED OFFICE

The registered office of the Charity is to be situated in England and Wales.

OBJECTS 3.

The Objects of the Charity are:-

- 3.1 The relief of sickness by purchasing, owning, leasing, running and maintaining a hospital in Cranleigh being the Cranleigh Village Hospital, Cranleigh, Surrey and/or any affiliated, replacement or successor hospital thereto in Cranleigh ("the Hospital") as a local hospital, nursing home, old peoples home, health centre and clinic of all kinds for the provision of in patient or out patient, medical, social, domestic and other facilities and equipment for the recuperation, care, attention, entertainment and wellbeing of the residents or patients therein such residents and patients being referred to the Hospital by medical practitioners based in the Waverley Primary Care Group area. and such other additional areas as the Trustees think fit; and
- 3.2 To develop, fit up, furnish, refurbish and equip the Hospital and any other property for the purposes of accommodating the sick. convalescent or elderly persons or person from the said Primary Care Group area or otherwise, requiring treatment or care of every kind
- 3.3 To provide ancillary, community and consultancy services in connection with any such purposes aforesaid and to engage in the marketing of the same

("the Objects")

4. POWERS

The Charity has the following powers which may be exercised only in promoting the Objects:

- 4.1 To promote or carry out research
- 4.2 To provide advice
- 4.3 To publish or distribute information
- 4.4 To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and to exchange information and advice with them
- 4.5 To support, administer or set up other charities and to aid in the establishment and support of any other association or entity formed to promote all or any of the principal objects and to subscribe to any local or other charities and to grant donations for any public purpose
- 4.6 To raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations notwithstanding that the Charity may undertake such trading activities in furtherance of its Objects or in activities ancillary to these
- 4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.8 To acquire or hire land and property of any kind and to develop, alter, and improve (subject to such consents as may be required by law)
- 4.9 To let, charge or otherwise dispose of land or property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.10 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity
- 4.11 To make grants or loans of money and to give guarantees
- 4.12 To set aside funds for special purposes or as reserves against future expenditure
- 4.13 To deposit or invest funds in any manner and to hold shares in any other organisation (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.14 To delegate the management of investment to a financial expert, but only on terms that:

the investment policy is set down in writing for the financial expert by the Trustees 4.14.2 every transaction is reported to the Trustees 4.14.3 the performance of the investments is reviewed regularly with the Trustees 4.14.4 the Trustees are entitled to cancel the delegation arrangement at any time 4.14.5 the investment policy and the delegation arrangement are reviewed at least once a year 4.14.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt 4.14.7 the financial expert must not do anything outside the powers of the Trustees 4.15 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required To insure the land and property of the Charity against any foreseeable 4.16 risk and take out other insurance policies to protect the Charity when required 4.17 To insure the Trustees against the costs of a successful defence to civil or criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty 4.18 To employ such staff, who shall not be directors of the Charity, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision therefor 4.19 To enter into contracts to provide service to or on behalf of other bodies 4.20 To establish subsidiary companies to assist or act as agents for the Charity 4.21 To pay the costs of forming the Charity 4.22 To do anything else within the law which promotes or helps to promote the Objects

4.14.1

5. SUBCONTRACTING SERVICES

The Trustees shall have power to enter into any contract with the local health authority, National Health Service Trust or other medical service provider for the purpose of providing to the Hospital the following resources:-

- 5.1 medical, care, and ancillary staff
- 5.2 medical equipment including medication of all descriptions
- 5.3 catering services and equipment
- 5.4 administration services
- 5.5 maintenance equipment and services
- 5.6 any other equipment and services ancillary to the running of a hospital and/or a nursing home and the care of the residents and patients therein

6. **DELEGATION**

- 6.1 The Trustees without derogating from their responsibilities may delegate the referral and admission of patients and residents to the Hospital to the local health authority, local general medical practitioners or such other body which has the necessary medical experience and expertise to make such decisions
- 6.2 The Trustees may allocate such numbers of beds in the Hospital for the patients or residents as may be referred to the Hospital by the bodies referred to in clause 6.1 as the Trustees see fit

7. BENEFITS TO MEMBERS AND TRUSTEES

- 7.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but
 - 7.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplies
 - 7.1.2 members (including Trustees) may be paid interest at a rate not exceeding 2% less than the published base lending rate of a clearing bank selected by the Trustees on money lent to the Charity
 - 7.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity.

- 7.1.4 individual members (including Trustees) may receive charitable benefits as beneficiaries
- 7.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
 - 7.2.1 as mentioned in clauses 4.16, 7.1.2, 7.1.3 or 7.1.4
 - 7.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity or attending Charity business
 - 7.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - 7.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding
 - 7.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- 7.3 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
 - 7.3.1 declare an interest at or before discussion begins on the matter
 - 7.3.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - 7.3.3 not be counted in the quorum for that part of the meeting
 - 7.3.4 withdraw during the vote and have no vote on the matter
- 7.4 This clause may not be amended without the prior written consent of the Commission

8. LIMITED LIABILITY

The liability of the members is limited

9. **GUARANTEE**

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member.

10. **DISSOLUTION**

- 10.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
 - 10.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects; or by transfer to the relevant authority who is entrusted with the statutory obligation to provide medical care to the community
 - 10.1.2 directly for the Objects or charitable purposes within or similar to the Objects
 - 10.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance
- 10.2 A final report and statement of account must be sent to the Commission

11. INTERPRETATION

- 11.1 Words and expressions defined in the Articles have the same meaning in this Memorandum
- 11.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

We wish to be formed into a company under this Memorandum of Association

ADDRESSES OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
Dr Robin Fawkner-Corbett Tilehurst	00
The Common	1 hours
Cranleigh, Surrey	
GU6 8NR	<i>y</i>
Witness signature	MIRCON
Witness name	M. L. CLARK
Witness address	Griffin House
	Kudguick Wisusa
2) Dianne Davies	
Hornshill Cottage	Manne C. Jewies.
Tismans Common	
Rudgwick, W Sussex RH12 3BJ	
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Witness signature	garres
Witness name	James Y Mathie SAMES TENNANT MATNIE
Witness address	HORNSHILL COTTAGE
	TISMANS COMMON
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	1020, 000.27.
3) Richard Green	Ω
Francis Field	fu cheer
Barhatch Road	Mugge
Cranleigh, Surrey GU6 7DJ	
900 703	DA Grand
Witness signature	Anne M. Green.
Witness name	Yune u evern
Witness address	Francis FIELD
	BARHATCH RIAD
	Chareigh swrey
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ADDRESSES OF SUBSCRIBERS 4) Alan Ground The Old Rectory

4) Alan Ground
The Old Rectory
Church Green
Dunsfold, Surrey
GU8 4LT

Witness signature

Witness name

Witness address

5) John McGuffog Hill Field Amlets Lane Cranleigh, Surrey GU6 7DH

Witness signature

Witness name

Witness address

6) Kay Newnham Velhurst Croft Rosemary Lane Alfold, Surrey GU6 8EY

Witness signature

Witness name

Witness address

SIGNATURES OF SUBSCRIBERS

alan C.

Sarah H CD.
Mrs 5 H GROUD)
THE OLD RECTORY
DUDSFOLD
SURREY GU8 4LT.

6 & Wearing

CHRISTINE E. WEAVING

1 WYKIS COURT HANHAM, BRISTOL BS15359

SDRARET-JONES

solicitors

Hart Brown

2 Bank Buildings, 147 High Street Cranleigh, Surrey GU6 8BE

ADDRESSES OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
7) Mike Newnham	SIGNATURES OF SUBSCRIBERS
Velhurst Croft	Milme Name
Rosemary Lane	1. What I wind
Alfold, Surrey	
GU6 8EY	\mathcal{O}
Witness signature	SAPAREN-JONES
Witness name	S DIRREM - JONES solicitors
Witness address	Hart Brown 2 Bank Buildings, 147 High Street
	Cranleigh, Surrey GU6 8BE
8) Richard Paton	0.
Mayflower Cottage	Rulad Bakon
Barhatch Lane	I wan warm
Cranleigh, Surrey	,
GU6 7NH	
Witness signature	Diane Paton
Witness name	DIALE PATON
Witness address	MAYERALLY COTTAGE BANGATCH LA
	MARCHAIN SMIREY GNG 74HI
9) Nick Vrijland	
Amlets Hill	
Amlets Lane	
Cranleigh, Surrey	
GU6 7DH	Anne M. Green.
Witness signature	THINE
Witness name	ANNE M GREEN
Witness address	famers freed aminate asso
	arminer smuser ene 103
Date36 6 2001	

THE COMPANIES ACTS 1985 and 1989

COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF CRANLEIGH VILLAGE HOSPITAL TRUST

1. MEMBERSHIP

- 1.1 The number of members with which the Charity proposes to be registered is unlimited.
- 1.2 The Charity must maintain a register of members.
- 1.3 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who
 - 1.3.1 applies to the Charity in the form required by the Trustees
 - 1.3.2 is approved by the Trustees

and

- 1.3.3 signs the Register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative
- 1.4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amount of any subscription
- 1.5 Membership is terminated if the member concerned
 - 1.5.1 gives written notice of resignation to the Charity
 - 1.5.2 dies or (in the case of an organisation) ceases to exist

1.5.3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due).

or

- 1.5.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representation which the member concerned puts forward within 14 clear days after receiving notice)
- 1.6 Membership of the Charity is not transferable

2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least 21 clear days written notice specifying the business to be discussed
- 2.2 There is a quorum at a general meeting if the numbers of members or authorised representatives personally present and entitled to vote is not less than 10
- 2.3 The Chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the Chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman of the meeting
- 2.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 2.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person or through an authorised representative has one vote on each issue
- 2.6 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chairman of the meeting; or
 - (2) by at least two members having the right to vote at the meeting; or

- (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- 2.7 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 2.8 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
- 2.9 The Charity must hold an AGM in every year which all members are entitled to attend save that the first AGM may be held within 18 months after the Charity's incorporation. The AGM shall be held at such times and places as the Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 2.10 At an AGM the members:
 - 2.10.1 receive the audited accounts of the Charity for the previous financial year
 - 2.10.2 receive the Trustees' report on the Charity's activities since the previous AGM
 - 2.10.3 accept the retirement of those Trustees who wish to retire or who are retired by rotation
 - 2.10.4 elect or re-elect persons to be Trustees to fill the vacancies arising
 - 2.10.5 appoint or re-appoint auditors for the Charity
 - 2.10.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity

and

- 2.10.7 discuss and determine any issues of policy or deal with any other business put before them
- 2.11 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least 20% of the members

3. TRUSTEES

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds
- 3.2 The Trustees when complete must consist of at least three individuals all of whom must be members but unless otherwise determined by ordinary resolution there shall be no maximum
- 3.3 The subscribers to the Memorandum are the first Trustees of the Charity
- 3.4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees
- 3.5 One third (or the number nearest one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots such Trustee may stand for re-election providing he is not ineligible under the provisions of article 3.6
- 3.6 A trustee's term of office automatically terminates if he or she:
 - 3.6.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 3.6.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 3.6.3 is absent from four consecutive meetings of the Trustees
 - 3.6.4 ceases to be a member (but such person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM)
 - 3.6.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
 - 3.6.6 is removed by resolution passed by at least 50% of the members present and voting at a general meeting after the meeting has invited the views of the Trustees concerned and considered the matter in the light of any such views
 - 3.6.7 attains the age of 75
- 3.7 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.
- 3.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate a decisions taken at a meeting.

4. PROCEEDINGS OF TRUSTEES

- 4.1 The Trustees must hold at least two meetings each year
- 4.2 A quorum at a meeting of the Trustees is 50% of the Trustees
- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present shall preside at each meeting
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4.6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

5. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity:

- to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act.
- 5.2 to appoint a Chairman, Treasurer and other honorary officers from among their number
- 5.3 to delegate any of their functions to committees consisting of three or more individuals appointed by them (but at least two members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustees)
- to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings
- to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- to make Regulations consistent with the Memorandum, these articles and the Act to govern the administration of the Charity and the use of its seal (if any)

- 5.7 to establish procedures to assist the resolution of disputes within the Charity
- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting

6. RECORDS AND ACCOUNTS

- The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 6.1.1 annual reports
 - 6.1.2 annual returns
 - 6.1.3 annual statements of accounts
- 6.2 The Trustees must keep proper records of
 - 6.2.1 all proceedings at general meetings
 - 6.2.2 all proceedings at meetings of the Trustees
 - 6.2.3 all reports of committees and
 - 6.2.4 all professional advice obtained
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

7. NOTICES

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or (national) newspaper (circulating in area of benefit) or any newsletter distributed by the Charity
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members

- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
 - 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 7.3.2 two clear days after being sent by first class post to that address
 - 7.3.3 three clear days after being send by second class or overseas post to that address
 - 7.3.4 on the date of publication of a newspaper containing the notice
 - 7.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier
 - 7.3.6 as soon as the member acknowledges actual receipt
- 7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

8. **DISSOLUTION**

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

9. INTERPRETATION

In the Memorandum in and in these Articles:

9.1 "beneficiaries" means any person or persons who require care as determined in accordance with the Charity's Objects as set out in the Memorandum

"The Act" means the Companies Act 1985

"AGM" means an annual general meeting of the Charity

"area of benefit" means the area referred to in clause 3 of the Memorandum

"these Articles" means these articles of association

"authorised representative" means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary

"Chairman" means the chairman of the Trustees

"the Charity" means the company governed by these Articles

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act 1993

"clear day" means 24 hours from midnight following the relevant event "the commission" means the Charity Commissioners for England and Wales

"EGM" means an extraordinary general meeting of the Charity

"financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

"material benefit" means a benefit which may not be financial but has a monetary value

"member" and "membership" refer to membership of the Charity

"Objects" means the objects of the Charity as set out in clause 3 of the Memorandum

"Taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds other than for the purpose of carrying out the Objects We wish to be formed into a company under this Memorandum of Association

ADDRESSES OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
Dr Robin Fawkner-Corbett Tilehurst The Common	Revive
Cranleigh, Surrey GU6 8NR	
Witness signature	MILICLASK
Witness name	GIR HOLDE
Witness address	Griffin House Rudgwich W-Sussex
2) Dianne Davies Hornshill Cottage Tismans Common Rudgwick, W Sussex RH12 3BJ	Jane C. Janies.
Witness signature	Jana y Mathie
Witness name	SAMES TENNANT MATHIE
Witness address	HORNSHILL COTTAGE TISMANS COMMON WEST SUSSEX
3) Richard Green Francis Field Barhatch Road Cranleigh, Surrey GU6 7DJ Witness signature	Ruchen Luckton Anne M. Green.
Witness name	Anne
Witness address	FRANCES FIELD BARHATCH ROAD COLUMN TO COLUMN THE PROPERTY OF
	CRANTEIGH PURKEY GUE 715

ADDRESSES OF SUBSCRIBERS SIGNATURES OF SUBSCRIBERS 4) Alan Ground The Old Rectory Church Green Dunsfold, Surrey GU8 4LT Witness signature Witness name OLD RECTORY Donstord Witness address SURREY GUS 4LT 5) John McGuffog Hill Field Amlets Lane Cranleigh, Surrey GU67DH 6 & Wearing Witness signature CHRISTINE E. WEAVING Witness name I WYKIS COURT Witness address HANHAM, BRISTON BS15 359 6) Kay Newnham Velhurst Croft Rosemary Lane Alfold, Surrey GU6 8EY Witness signature LARRY JON Witness name Witness address solicitors Hart Brown 2 Bank Buildings, 147 High Street Cranleigh, Surrey GU6 8BE

• ADDRESSES OF SUBSCRIBERS SIGNATURES OF SUBSCRIBERS 7) Mike Newnham Mulu Nun Velhurst Croft Rosemary Lane Alfold, Surrey GU6 8EY Witness signature Witness name solicitors Fort Brown Witness address & Bank Buildings, 147 High Street Cranleigh, Surrey GU6 8BE Pulad Water 8) Richard Paton Mayflower Cottage Barhatch Lane Cranleigh, Surrey GU₆ 7NH Witness signature Witness name DIAME PATON May Row CHoye, Borhord has, Conleye Surry Gub 7AH Witness address 9) Nick Vrijland Amlets Hill Amlets Lane Cranleigh, Surrey GU₆ 7DH ANNE M GREEN Witness signature Anne M. Green. FRANCIS FIELD Witness name Witness address BARHATOM ROAD CRANLEIGH

Sorrey GUE 715

Date .. 30 6 2001