

REVISED
MEMORANDUM OF ASSOCIATION

OF

WEST NORFOLK HEALTH LIMITED

(AMENDED 16.3.2021)



1. The name of the company (hereinafter called "the Society") is "WEST NORFOLK HEALTH LIMITED."
2. The registered office of the company will be situated in England or Wales.
3. The Society's objects ("the Objects") are
To provide and manage health care services within the local community under contracts with the National Health Service and provide generally such health care services as may benefit the local community.
4. IN FURTHERANCE of the objects but not otherwise the Society may exercise the following powers:-
 - a. work in partnership with official bodies, specialist organisations and educational institutions to provide training and to seek improvements in clinical practice;
 - b. provide clinical services, training and consultancy at all organisational levels;
 - c. integrate equal opportunities perspectives and governance protocols into the planning and provision of services;
 - d. provide educational programmes, produce learning materials and other publications, offer consultancy and undertake related development activities;
 - e. generate income through providing contracted services and use the income acquired for the development of the Company's clinical service provision and training; The company is NOT FOR PROFIT.

- f. 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 electronic media;
- h. to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- i. to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the useful results of any such research;
- j. to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- k. 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;
- l. 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;
- m. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- n. to borrow or raise money for the objects of the Company on such terms (with such consents as are required by law) on such security as may be thought fit;
- o. 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;
- ~~p.~~ p. to invest the moneys of the Company not immediately required for its objects in or upon 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 hereinafter provided;
- q. to make any donation either in cash or assets for the furtherance of the objects of the Company;
- r. 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;
- s. to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- t. 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;
- u. subjects to the provisions of Clause 5 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company and their dependants;
- v. to amalgamate with any companies, institutions, societies or associations which 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 their Memorandum of Association;

- w. to pay out of the funds of the Company the cost, charges and expenses of and any incidental to the formation and registration of the Company;
 - x. to establish where necessary local branches (whether autonomous or not);
 - y. to do all such other lawful things as shall further the above objects or all of them.
5. The income and property of the Society shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise way of profit, to members of the Society.
6. (1) of the usual professional charges for business done by any Member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Society to act in a professional capacity on its behalf.
- (2) of reasonable and proper remuneration for any services rendered to the Society by any member, officer or servant of the Society.
7. The liability of the Members is limited.

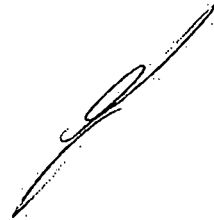
8. Every Member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Society's debts and liabilities contracted before he or 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 contributories among themselves.
9. If the Society is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Society, but shall be utilised for the purpose of the Objects by transferring the property to another legal entity which shall use similar powers as stated above in the furtherance of the Objects but that will not distribute any of the income or property transferred by the Society.~~given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Society by Clause 5 above, chosen by the members of the Society at or before the time of dissolution and if that cannot be done then to some other charitable object.~~

WE, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures, Names and Addresses of Subscribers

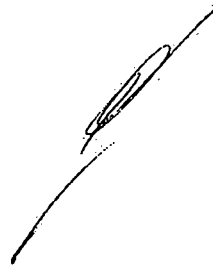
JPCORS LIMITED,
Suite 17, City Business Centre,
Lower Road, London SE16 2XB.

Signed on behalf of
JPCORS LIMITED



JPCORD LIMITED,
Suite 17, City Business Centre,
Lower Road, London SE16 2XB.

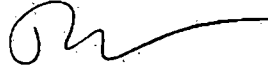
Signed on behalf of
JPCORD LIMITED



Dated this 11th day of May 2006

WITNESS TO THE ABOVE SIGNATURES:

Jeffrey Louis Goodwin 17 City Business Centre,
Lower Road
London,
SE16 2XB



THE COMPANIES ACT 1985 AND 1989
COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

WEST NORFOLK HEALTH LIMITED

INTERPRETATION

1. In these articles:-

"The Society" means the company intended to be regulated by these articles;

"The Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"The articles" means these Articles of Association of the Society;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Executed" includes any mode of execution;

"The memorandum" means the memorandum of association of the Society;

"Office" means the registered office of the Society;

"The seal" means the common seal of the Society if it has one;

"Secretary" means the secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary;

"The Directors" means the directors of the Society;

"The United Kingdom" means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS.

2. (1). The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be admitted a member of the Society unless his application for membership is not approved by the Membership.

(2). Associate Members. The Members will permit Associate Members of the Company. Associate Members will operate collaboratively with the general membership for the benefit of health care provision affecting pan West Norfolk. Associate Membership would not be a voting membership.

GENERAL MEETINGS

3. The Society shall hold an annual general meeting each year 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 fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next: Provided that so long as the Society holds its first annual general meeting within eighteen 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 times and places as the Membership Committee shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The Membership Committee may call general meetings and, on the requisition of members pursuant to the provisions of the Act shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

NOTICE OF GENERAL MEETINGS

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Director or Secretary shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote;
and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members..

6. 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.

PROCEEDINGS AT GENERAL MEETING

7. No business shall be transacted at any meeting unless a quorum is present. A quorum must consist of at least four members of the management committee, with each of the said four members representing each of the specified localities. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
9. The members present and entitled to vote shall choose one of their number to be chairman.
10. A Director shall, notwithstanding that he is a member, be entitled to attend and speak at any general meeting.
11. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
12. 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; 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.
13. 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 that resolution.
14. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

15. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

17. 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 either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

18. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS (Revised ~~August~~ November 2016)

19. West Norfolk Health Membership and Voting Structure

i) Membership of West Norfolk Health is open to all primary care contract holding contractors, whatever the type of contract.

ii) The organisation will be divided up into localities (already identified) and each locality will have up to three seats on the management committee, the officers will be appointed from the management committee and that committee will decide if any other posts such as clinical director etc. are required. Localities to meet and agree 3 members and to rotate if oversubscribed to ensure parity for all practices in the locality

iii) Day to day decisions will be taken by the management committee but major issues will be put to the vote of all Members at the discretion of the committee.

iv) If such a vote takes place then each contract holder will have one vote irrespective of the size of the practice.

v) For a vote to be carried it must be voted for by 2/3 of the member practices and represent 2/3 of the patient capitation. Each member practice will have a proxy vote. If a practice does not use their proxy vote or abstains from voting, their vote and capitation will be removed from the denominator.

vi) Individual localities will be allowed to act independently from the rest of the organisation as long as they do not attempt to gain a contract in competition with the rest of West Norfolk Health and agree a Memorandum of Understanding with the rest of West Norfolk Health.

DIRECTORS.

20. The minimum number of the Directors shall be ONE, who will be registered at Companies House as the same.

POWERS OF DIRECTORS.

21.

Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Society shall be managed by the Director(s) who may exercise all the powers of the Society under direction from the Membership Committee. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Director(s) which would have been valid if that alteration had not been made or that direction had not been given.

22. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Director(s) shall have the following powers, namely:

(1) to expend the funds of the Society in such manner as they consider most beneficial for the achievement of the objects and to invest in the name of the Society such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society;

(2) to enter into contracts on behalf of the Society.

APPOINTMENT OF DIRECTOR.

23. The Director will be appointed by the Members for a term agreed at that meeting.

No person may be appointed as a Director:

(1) unless he has attained the age of 18 years; or

(2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.

24. Subject as aforesaid, the Members may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

DIRECTOR EXPENSES.

25. The Director will be paid remuneration at an amount agreed by a remuneration committee elected at the AGM.

PROCEEDINGS OF MEMBERS.

26. Subject to the provisions of the articles, the Membership Committee may regulate their proceedings as they think fit. A Member may, and the secretary at the request of a Member shall, call a meeting of the Membership Committee. It shall not be necessary to give notice of a meeting to a Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes as per 21 v)

27. The quorum for the transaction of the business of the Membership Committee may be fixed by the Members but shall not be less than one representative from each locality

28. The Membership Committee may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the person so appointed shall preside at every meeting of the Membership Committee at which he is present. But if there is no Member holding that office, or if the Member holding it is unwilling to preside within five minutes after the time appointed for the meeting, the Membership Committee present may appoint one of their number to be chairman of the meeting.

29. ~~The trustees~~ Membership Committee may appoint one or more sub-committees consisting of three or more ~~trustees~~ Members for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a subcommittee : provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.

30. Any bank account in which any part of the assets of the Society is deposited shall be operated by the Membership or their representative and shall indicate the name of the Society. What authorisation is required, for audit purposes I suggest 2 people authorise all payments. I am happy to do this, it would require a process before paying the weekly bills to go through someone, please advise

SECRETARY.

31. Subject to the provisions of the Act, the secretary shall be appointed by the Members for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES.

32. The Members shall keep minutes in books kept for the purpose:

- (1) of all appointments of officers made by the Membership Committee; and
- (2) of all proceedings at meetings of the Society.

THE SEAL

33. The seal shall only be used by the authority of the Membership Committee authorised by the Membership Committee. The Membership Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Membership Committee and by the Director or secretary.

ACCOUNTS

34. Accounts shall be prepared in accordance with the provisions of Part VI' of the Act.

ANNUAL REPORT.

35. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN.

36. The Membership Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

37. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Membership Committee need not be in writing.

38. The Society may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. All members, whether with a registered address in the United Kingdom or elsewhere shall be entitled to have notices given to him at that address.

39. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purpose for which it was called.

40. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY.

41. Subject to the provisions of the Act every Director or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in that capacity in defending the proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

RULES.

42 . (1). The Membership Committee may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

(i) the admission and classification of members of the Society (including the admission of organisations to membership) 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;

(ii) the conduct of members of the Society in relation to one another, and to the Society's servants;

(iii) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;

(iv) the procedure at general meetings and meetings of the Membership Committee in so far as such procedure is not regulated by the articles;

(v) generally, all such matters as are commonly the subject matter of company rules.

(2). The Society in general meeting shall have the power to alter, add to or repeal the rules or bye laws and the Membership Committee shall adopt such means as they think sufficient to bring to the notice of members of the Society all such rules or bye laws, which shall be binding on all members of the Society. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signatures, Names and Addresses of Subscribers
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JPCORS LIMITED,
Suite 17, City Business Centre,
Lower Road, London SE16 2XB.

Signed on behalf of
JPCORS LIMITED



JPCORD LIMITED,
Suite 17, City Business Centre,
Lower Road, London SE16 2XB.

Signed on behalf of
JPCORD LIMITED



Dated this 11th day of May 2006

WITNESS TO THE ABOVE SIGNATURES:

Jeffrey Louis Goodwin
17 City Business Centre,

Lower Road
London,
SE16 2XB

