

## THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with  
the requirements of the  
Companies Acts 1948 to 1976 on  
application for registration  
of a companyPursuant to section 15 (2) of the Companies Act 1948 as  
amended by the Companies Act 1976

For official use

1414385/1

Please do not  
write in this  
leading marginPlease complete  
legibly,  
preferably in  
black type or  
bold black  
lettering.  
\*Delete if  
inappropriate.

Name of Company

THE BUPA MEDICAL FOUNDATION

Limited\*

I, Robin Leslie Charles Chapman  
of Grindall House, 25 Newgate Street, London EC1A 7LHdo solemnly and sincerely declare that I am a solicitor of the Supreme  
Court engaged in the formation  
of THE BUPA Medical Foundation

Limited\*

and that all the requirements of the Companies Acts 1948 to 1976 in respect of  
matters precedent to the registration of the said company and incidental thereto  
have been complied with. And I make this solemn Declaration conscientiously  
believing the same to be true and by virtue of the provisions of the  
Statutory Declarations Act 1835Declared at Grindall House, 25 Newgate Street,  
London EC1the 22nd day of JanuaryOne thousand nine hundred and seventy nine  
before me Mary Anne GiddA Commissioner for Oaths SolicitorFor Notary  
Public or Justice  
of the Peace or  
Solicitor having  
the powers  
conferred on a  
Commissioner  
for Oaths.Presentor's name, address  
and reference (if any):For official use  
General section

Post room



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL



1414385/2

MEMORANDUM OF ASSOCIATION

- OF -

THE BUPA MEDICAL FOUNDATION LIMITED

1. The name of the Company (hereinafter called "the Foundation") is "The BUPA Medical Foundation Limited".
2. The Registered Office of the Foundation will be situate in England.
3. The objects for which the Foundation is established are to prevent, relieve and cure sickness, ill-health and infirmity of every kind (including physical injuries) and to preserve and safeguard health and to advance education and research (the results of such research to be disseminated to the public) for the purpose of the preservation and safeguarding of health in any way which shall be for the time being charitable in law and in particular (but without either derogating from the generality of the foregoing or extending the scope thereof to objects or purposes which are not in law charitable objects or purposes) by making distributions of all or any

*Prescribed by  
Cm/Rice/10/79*

*NAT NEST  
03/713 - 1/50*



part of the assets of the Foundation to other exclusively charitable organizations (be they incorporated, established under a trust or otherwise established) for the promotion of all or any of the charitable objects or charitable purposes (being objects or purposes which include or are exclusively devoted to the preservation and safeguarding of health in any way which shall be for the time being charitable in law) of such other organizations, all of which foregoing objects in this paragraphs are hereinafter called "the Main Objects". Provided always that any such organizations to which distributions are made shall prohibit the distribution of their income amongst their members to an extent at least as great as is imposed on the Foundation under or by virtue of Clause 5 hereof. In furtherance of the above objects but not otherwise, the Foundation shall have the following powers:

- (a) To support, and to aid in the support of, any other company or body of persons having objects similar to all or any of the objects of the Foundation and constituted for charitable purposes only.
- (b) To establish, and to aid in the establishment of, any other company or body of persons having objects similar to all or any of the objects of the Foundation and constituted for charitable purposes only.
- (c) To acquire by purchase, exchange, gift or

otherwise or to take on tenancy any property or buildings in any part of the United Kingdom with a view to their use (by the Foundation or any other charitable organisation with objects similar to any or all of the objects of the Foundation) as medical centres (meaning establishments for the making of clinical investigations and diagnoses, for research and for ancillary purposes) and to erect, build, equip, install, improve, maintain and repair any such medical centres.

- (d) To purchase, rent or acquire by way of gift or otherwise computers and other apparatus, appliances and equipment for or connected with the making of clinical investigations and diagnoses or the analysis, processing, recording and tabulating of data derived therefrom or relevant thereto and for any other purpose required in connection with the advancement of the objects of the Foundation.
- (e) To enter into and carry into effect agreements with registered medical and dental practitioners, physiotherapists, radiographers, nurses, midwives, pharmacists, chemists, computer operators and other technicians and persons in any professions or callings similar to the above or otherwise engaged in work conducive to the attainment of all or any of the Main Objects.
- (f) To enter into and carry into effect agreements or

arrangements with Governments or public authorities, hospitals, provident associations, nursing homes and medical, surgical, remedial and other like institutions.

- (g) So far as may be legally possible to amalgamate with any charitable companies, institutions, societies or associations having objects altogether or in part similar to the Main Objects and which by their constitution prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Foundation under or by virtue of Clause 5 hereof.
- (h) To employ and pay any person or persons to supervise, organise, carry on the work of and to advise the Foundation and as employers of staff to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (i) To raise or borrow money for the purposes of the Foundation on such terms and on such security, if any, as may be thought fit and to make arrangements for the discharge or guarantee of all or any of the liabilities of the Foundation.
- (j) To invest and receive any property, endowment, legacy, bequest or gift for any purpose within the

objects of the Foundation and to act as trustees or managers thereof.

- (k) To purchase, take on lease or in exchange, hire, accept as a gift or otherwise acquire any real or personal property or any rights or privileges which the Foundation may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Foundation.
- (l) To invest the monies of the Foundation not immediately required for its purposes in or upon such investments, security 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 in Clause 4 provided, and to lend money to and guarantee the performance of the contracts or obligations of any person, firm or company engaged on work conducive to the attainment of all or any of the Main Objects.
- (m) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Foundation as may be thought expedient with a view to the furtherance of the Main Objects.
- (n) To undertake and execute any trusts or agency which may be lawfully undertaken by the

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Foundation and may be calculated to further the Main Objects.

- (o) To do all such lawful things as are necessary for the attainment of the above objects or any of them.

4. Provided always as follows:-

- (1) In case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (2) The objects of the Foundation shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (3) In case the Foundation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Foundation shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Governors or Governing Body of the Foundation shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of

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such property in the manner and to the same extent as they would as such Board of Governors or Governing Body have been if no incorporation had been effected, and the incorporation of the Foundation shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Governors or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Foundation were not incorporated.

5. The income and property of the Foundation shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Foundation and no Governor or member of its Board of Governors or Governing Body shall be appointed to any office of the Foundation paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Foundation. Provided that nothing herein shall prevent any payment in good faith by the Foundation:-

- (a) of reasonable and proper remuneration to any member, officer, or servant of the Foundation (not being a member of its Board of Governors or



Governing Body) for any services rendered to the Foundation;

- (b) of interest on money lent by any member of the Foundation or of its Board of Governors or Governing Body at a rate per annum not exceeding 2 per cent. less than the minimum lending rate for the time being prescribed by the Bank of England or 3 per cent., whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Foundation or of its Board of Governors or Governing Body;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Governors or Governing Body of the Foundation may also be a member holding not more than 1/100th part of the capital; and
- (e) to any member of the Board of Governors or Governing Body of the Foundation, of out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Foundation undertakes to contribute to the assets of the Foundation in the event of its being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Foundation 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

contributories among themselves such amount as may be required, not exceeding £1.

8. If upon the winding up or dissolution of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Foundation, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Foundation, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Foundation under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Foundation at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

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

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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\* *John Leslie Charles Chapman*  
*Grindall House* Solicitor  
*25 Newgate Street*  
*London EC1*

\* *Alan Lither* Solicitor.  
*Grindall House.*  
*25 Newgate Street.*  
*London EC1A 7LH*

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Dated this 22nd day of January 1979.

Witness to the above signatures:-

\* *Rachel Brandenkings*  
*Grindall House*  
*25 Newgate Street*  
*London EC1A 7LH*  
*Solicitor's articled clerk*

THE COMPANIES ACTS 1948 to 1976

1414385/3

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

- of -

THE BUPA MEDICAL FOUNDATION LIMITED

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INTERPRETATION

1. In these Articles, unless there be something in the subject or context inconsistent therewith:-

"The Foundation" means the above-named Company;

"The Acts" means the Companies Acts 1948 to 1976;

"The 1948 Act" means the Companies Act 1948;

"The 1967 Act" means the Companies Act 1967;

"The 1976 Act" means the Companies Act 1976;

"The Board" means the Board of Governors for the time being of the Foundation, and references in the Act to "Board of Directors" and "Board" shall be deemed to be references to the Board of Governors;

"Governor" means a member for the time being of the Board, and references in the Acts to "Directors" shall

be deemed to be references to Governors;

"The said territory" means Great Britain and Northern Ireland;

Words importing the masculine gender only shall include the feminine; and words importing the singular number only shall include the plural and vice versa.

Words or expressions used in these Articles shall bear the same meanings as in the Acts or any statutory modification thereof in force at the date on which these Articles become binding on the Foundation.

#### PRIVATE COMPANY

2. The Foundation shall be a Private Company and accordingly:-

- (a) the right to transfer shares is restricted in the manner hereinafter prescribed;
- (b) the number of the members for the time being of the Foundation (exclusive of persons who are in the employment of the Foundation and of persons who, having been formerly in the employment of the Foundation, were while in that employment, and have continued after the determination of that employment to be, members of the Foundation) shall not exceed fifty; provided that where two or more persons hold one or more shares in the Foundation jointly they shall, for the purpose of this Article, be treated as a single member;
- (c) no invitation shall be issued to the public to

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subscribe for any shares debentures or debenture stock of the Foundation.

3. The Governors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

#### MEMBERS

4. The number of members with which the Foundation proposes to be registered is 30, but the Governors may from time to time register an increase of members.

5. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership by the Governors shall be members, and shall be entered in the Register of Members accordingly.

6. Any member may be expelled from membership of the Foundation by a resolution passed by a majority of at least three-fourths of the Governors present and voting at a meeting of the Governors specially summoned for that purpose. Not less than seven days' notice of the meeting shall be given to the member concerned and the notice shall state the purpose for which the meeting is called. Such member may attend the meeting and be heard but shall not be present when voting takes place. The decision of the meeting shall be forthwith notified in writing to such member.

7. Membership shall be personal to the member and shall not be transferable by act of the member or by operation of law.

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8. A member shall cease to hold that position:
- (i) upon his death;
  - (ii) if, being a member of a recognized profession, his name is erased from the relevant professional register for disciplinary reasons;
  - (iii) if he becomes of unsound mind or permanently incapable of managing his affairs;
  - (iv) if he becomes bankrupt or makes any arrangement with his creditors;
  - (v) if he sends to the Foundation notice in writing of his retirement;
  - (vi) if he is removed under the provisions of Article 6;
  - (vii) if, in the case of a corporate member, a resolution is passed or an order made by the Court for the winding up of the company.

#### GENERAL MEETINGS

9. The Foundation shall in 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 fifteen months shall elapse between the date of one annual general meeting of the Foundation and that of the next. Provided that so long as the Foundation 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 time and place as the Governors shall appoint.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The Governors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists as provided by section 132 of the 1948 Act. If at any time there are not within the said territory sufficient Governors to form a quorum, any Governor or any two members of the Foundation may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governors.

#### NOTICE OF GENERAL MEETINGS

12. Any annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Foundation other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Foundation in general meeting, to



such persons as are, under the Articles of the Foundation, entitled to receive such notices from the Foundation:

Provided that a meeting of the Foundation 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:

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

13. 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 MEETINGS

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Governors and auditors, the election of Governors in place of those retiring and the appointment and the fixing of the remuneration, of the

auditors.

15. 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; save as herein otherwise provided, three members present in person shall be a quorum.

16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Governors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum, provided that one member alone shall not constitute a quorum.

17. The Chairman of the Board shall preside as Chairman at every general meeting of the Foundation at which he is present. If the Chairman be not present within fifteen minutes after the time appointed for the holding of the meeting, or if he is unwilling or unable to act, the Deputy Chairman of the Board shall preside as Chairman. If the Deputy Chairman be not present within fifteen minutes after the time appointed for the holding of the meeting, or if he is unwilling or unable to act, the Governors present shall elect one of their number to be Chairman of the

meeting.

18. If at any meeting no Governor is willing to act as Chairman or if no Governor is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be Chairman of the meeting.

19. 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the Chairman; or
- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having

the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Foundation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

A demand for a poll may be withdrawn.

21. Except as provided in Article 23, if a poll is duly demanded it shall be taken in such manner as the Chairman directs.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

23. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

24. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at

general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Foundation duly convened and held.

#### VOTES OF MEMBERS

25. Every member shall have one vote.

26. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Foundation have been paid.

27. On a poll votes may be given either personally or by proxy.

28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Foundation.

29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Foundation or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for

30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"The BUPA MEDICAL FOUNDATION LIMITED

I/We \_\_\_\_\_, of \_\_\_\_\_,  
\_\_\_\_\_, in \_\_\_\_\_,  
the county of \_\_\_\_\_ being a  
member/members of the above named Foundation,  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_, or \_\_\_\_\_  
failing him \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_, as  
my/our proxy to vote for me/us on my behalf at the  
[annual or extraordinary, as the case may be]  
general meeting of the Foundation to be held on  
the \_\_\_\_\_ day of \_\_\_\_\_  
19 \_\_\_\_\_, and at any adjournment thereof.  
Signed this day of \_\_\_\_\_ 19 \_\_\_\_\_

This form is to be used \*in favour of  
against the  
resolution. Unless otherwise instructed, the  
proxy will vote as he thinks fit.

\*Strike out whichever is not desired".

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Foundation at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

33. Any corporation which is a member and/or Governor of the Foundation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Foundation or the Board, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member or Governor of the Trust.

#### BOARD

34.(1) There shall be not less than three Governors of the Foundation. Not more than two-thirds of the total number of Governors shall be appointed and removable by The British United Provident Association Limited. A Governor need not be a member of the Foundation but, whether or not a member, shall be entitled to receive notices of and to attend any general meeting of the Foundation.

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(2) The first Governors shall be appointed by the subscribers to the Memorandum and Articles of Association.

35.(1) At the first annual general meeting and at every succeeding annual general meeting, one-third of the Governors, or, if their number is not a multiple of three then the number nearest to, but not exceeding one-third shall retire from office and be eligible for re-election.

(2) The one-third, or other nearest number, to retire as aforesaid at the first annual general meeting shall, unless the Governors agree among themselves, be determined by lot; but in every subsequent year the one-third, or other nearest number, who have been longest in office shall retire. As between two or more who have been in office an equal length of time the Governor or Governors to retire shall in default of agreement between them be determined by lot. The length of time a Governor has been in office shall be computed from his last election or appointment where he has previously vacated office.

(3) No person (other than a retiring Governor) shall be eligible for election to the office of Governor at any annual general meeting unless, not less than seven nor more than twenty eight days before the date of that meeting, there shall have been left at the Registered Office of the Foundation notice in writing, signed by a member, duly eligible to attend and vote at meetings, of his intention to propose such person for election.

(4) If at any general meeting at which an election of



Governors ought to take place, the place of any Governor retiring by rotation is not filled up, he shall, if willing, continue in office, until the annual general meeting in the next year and so on from year to year until his place is filled up, unless it be determined at such meeting on due notice to reduce the number of Governors in office.

(5) Notwithstanding any statutory provision to the contrary, Governors shall not be incapable of being appointed or be obliged to retire by virtue only of their having reached the age of seventy. And it is hereby declared that Section 185 of the 1948 Act shall not apply to the Foundation.

36. The powers of the Board shall be as follows:-

- (A) To manage the affairs of the Foundation, pay all such expenses of and preliminary and incidental to the promotion, formation and registration of the Foundation as they think fit and exercise all such powers of the Foundation and do on behalf of the Foundation all such acts as may be exercised or done by the Foundation and as are not by the Acts or by these Articles required to be exercised or done by the Foundation in general meeting, subject nevertheless to any regulations of these Articles and the provisions of the Acts.
- (B) To make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Foundation as they shall think

proper, but so that no rule, regulation, or bye-law shall have any validity, effect or operation if it amounts to or involves such an addition to or alteration of these Articles as could only properly be made by special resolution.

- (C) To appoint any person as a Governor to fill any casual vacancy among the Governors; but so that any person so appointed shall hold office only until the close of the annual general meeting next following his appointment, but shall then be eligible for re-election.

37. The Board shall engage such officers and servants as they may consider necessary, and shall fix and regulate their terms and conditions of service. The provisions of Sections 177 to 179 of the 1948 Act with respect to the Secretary shall be duly observed.

38. The Board may from time to time elect an Honorary President or Presidents, and such other Honorary Officers as may be thought fit and may determine for what period such Honorary Officers shall hold office.

#### PROCEEDINGS OF THE BOARD

39. The Board shall meet together not less than four times a year for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the Chairman shall have a second or casting vote.

40. The quorum necessary for the transaction of business at a meeting of the Board shall be such number, not being less than two, as shall from time to time be determined by the Board and in default of such determination shall be three.

41. The Board may delegate any of their powers to committees consisting of such Governors as they may think fit, and in addition, the Board may invite any person or persons to assist any committee so appointed in the consideration or conduct of any matters referred to that committee but without power to vote at its meetings. Any committee so formed shall, in the exercise of the powers so delegated to it, conform to any regulations that may from time to time be imposed upon it by the Board.

42. Any Governor may, from time to time, appoint any person who is approved by the majority of the Governors to be an alternate or substitute Governor to act in his place at any meeting of the Governors at which he is unable to be present. Whilst he holds office as an alternate Governor, the appointee shall be entitled to notice of the meetings of the Governors. Any appointment so made may be revoked at any time by the appointor. If the appointor is a nominee or appointee of The British United Provident Association Limited, his alternate's appointment may also be revoked at any time by The British United Provident Association Limited. If the appointor is any other Governor, the appointment by him of an alternate may also be revoked by a

majority of Governors. Any appointment or revocation under this Article shall be effected by notice in writing to be delivered to the Secretary of the Foundation.

43.(1) The Board shall elect annually one of the Governors to be the Chairman of the Board.

(2) The Chairman shall, immediately upon his election, appoint another Governor to be Deputy Chairman, and shall fill any casual vacancy that may arise in that office. The Chairman may, at his pleasure, remove the Deputy Chairman from office.

(3) The Deputy Chairman shall retire from office at the time when the Chairman appointing him retires from office; provided that if the Chairman vacates his office before the expiration of the period for which he was elected the Deputy Chairman appointed by him shall continue in office until a new Chairman shall be elected, and shall then retire from office.

(4) Any retiring Chairman or Deputy Chairman shall be eligible for re-election or re-appointment (as the case may be).

(5) The Chairman shall preside at all Meetings of the Board at which he is present. If the Chairman be not present within five minutes after the time appointed for the Meeting of the Board, the Deputy Chairman, if present, shall take the Chair; but if the Deputy Chairman be not present, the Governors then present shall choose one of themselves to take the Chair at that Meeting of the Board.

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(6) A casual vacancy in the office of Chairman shall be filled as soon as conveniently may be by the Governors, not less than seven days' notice being served on the Governors of the Meeting at which it is proposed to fill the same, and of the object of the Meeting. The Governors elected to fill such vacancy shall hold office so long only as the vacated Chairman would have been entitled to hold office.

44. The Secretary of the Foundation shall on the request in writing of any two Governors summon a Meeting of the Board by notice served on the several Governors. A Governor who is absent abroad shall not be entitled to notice of any Meeting.

45. A Meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles, vested for the time being in the Board.

46. All acts bona fide done by any Meeting of the Board or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Governor or Governors or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Governor.

47. The Board shall cause minutes to be made in books provided for that purpose of all resolutions and proceedings at all Meetings of the Foundation of the Board and of

Committees of the Board.

48. The Governors for the time being may act, notwithstanding any vacancy in their body.

49. A resolution in writing signed by all the Governors for the time being in the said territory shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

#### DISQUALIFICATION OF GOVERNORS

50. The office of Governor shall be vacated if:-

- (a) he becomes bankrupt or enters into a composition with his creditors;
- (b) he ceases to be a Governor by virtue of Section 184 of the 1948 Act;
- (c) he becomes prohibited from being a Governor by reason of any order made under the Acts;
- (d) he becomes of unsound mind or permanently incapable of managing his affairs;
- (e) being a member of a recognized profession, his name is erased from the relevant professional register for disciplinary reasons;
- (f) he resigns his office by notice in writing to the Foundation;
- (g) having been absent from four consecutive meetings of the Board he vacates his office by reason of a resolution of the Board declaring such office to be vacant; or
- (h) being a nominee or appointee of The British United

Provident Association Limited he is removed from office by The British United Provident Association Limited or being any other Governor is removed from office by extraordinary resolution of the Foundation.

#### SEAL

51. The seal of the Foundation shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and countersigned by the Secretary or by a second Governor or by some other person appointed by the Board for the purpose.

#### ACCOUNTS

52. The Board shall cause accounting records to be kept in accordance with Section 12 of the 1976 Act. The books of account shall be kept at the registered office of the Foundation and shall always be open to the inspection of any Governor.

53. 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 Foundation or any of them shall be open to inspection by members of the Foundation not being Governors, and no member (not being a Governor) shall have any right of inspecting any accounts or books or documents of the Foundation except as conferred by statute or authorised by

the Board of Governors of the Foundation or by the Foundation in General Meeting.

54. The Board shall in each year in accordance with the Acts cause to be prepared and submitted to the Foundation in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in the Acts.

55. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Foundation in general meeting, together with a copy of the Auditors' report, shall not less than twenty-one clear days before the date of the meeting, be sent to every member of and every holder of debentures of the Foundation.

Provided that a copy of those documents shall not be required to be sent to any person of whose address the Foundation is not aware or to more than one of the joint holders of any debentures.

#### AUDITORS

56. Auditors shall be appointed and their duties regulated in accordance with the Acts.

#### NOTICES

57. A notice may be served by the Foundation upon any member either personally or by telex or telegram or by sending it through the post either as first or second class mail in a pre-paid letter addressed to such member at his registered address. Any notice, if served by the post,



shall be deemed to have been served on the second day following that on which the letter containing the same was posted, and in proving such service it shall be sufficient to prove that such letter was properly addressed and posted as a pre-paid letter.

58. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(A) every member and every Governor except those who (having no registered address in the said territory) have not supplied to the Foundation an address within the said territory for the giving of notices to them, and

(B) the Auditors for the time being of the Foundation.

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

59. The provisions of Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Foundation shall apply and have effect as if that clause were repeated in these Articles.

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Names, Addresses and Descriptions of Subscribers

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\* Robin Leslie Charles Chapman  
Grindall House  
25 Newgate St.  
London EC1 Solicitor ✓

\* Alan Little.  
Grindall House  
25 Newgate Street.  
London EC1A 7LH Solicitor. ✓

---

Dated this 22nd day of January 1979 ✓

Witness to the above signatures:-

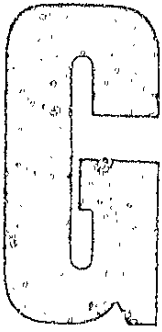
Rachel Brandenburg  
Grindall House  
25 Newgate Street  
London EC1A 7LH  
Solicitor's articled clerk

# THE COMPANIES ACTS 1948 TO 1976

Form No. 1

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

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



Please do not  
write in this  
binding margin



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

\*delete if  
inappropriate

Company number

1414385/4

Name of Company

THE BUPA MEDICAL FOUNDATION Limited\*

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

PROVIDENT HOUSE  
ESSEX STREET  
LONDON WC2R 3AX

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

☐


If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

☐

Presentor's  
reference (if any):

FRESHFIELDS  
Grindall House  
25 Newgate Street  
London EC1A 7LH

GAW/RLCC

For official use

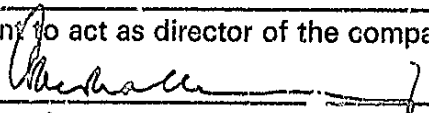
General section

Post room

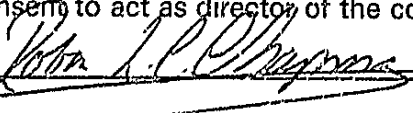


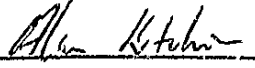
The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

Name (note 2)	GUY AINSWORTH WHALLEY	Business occupation	SOLICITOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	GRINDALL HOUSE 25 NEWGATE STREET LONDON EC1A 7LH	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	HIGGS & HILL LIMITED BEECHWOOD PARK SCHOOL LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature 		Date 22nd January 1979	

**Important**  
The particulars to be given are those referred in section 21(1) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 1 before completing this part of the form.

Name (note 2)	ROBIN LESLIE CHARLES CHAPMAN	Business occupation	SOLICITOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	GRINDALL HOUSE 25 NEWGATE STREET LONDON EC1A 7LH	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature 		Date 19 January 1979	

Name (note 2)	ALAN WILLIAM NORMAN KITCHIN	Business occupation	SOLICITOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	GRINDALL HOUSE 25 NEWGATE STREET LONDON EC1A 7LH	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature 		Date 19 January 1979	

Please do not  
write in this  
binding margin



**Important**

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

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

Name (notes 2 & 7)	JAMES WILLIAM IVORY
Former name(s) (note 3)	
Address (notes 4 & 7)	11 WILLOW PARK, OTFORD, SEVENOAKS, KENT.
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 19th January 1979

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

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

Signed by or on behalf of the subscribers of the memorandum\*

†delete as  
appropriate

Signature [Signature] [Subscriber] [Agent]† Date 19/1/79

Signature [Signature] [Subscriber] [Agent]† Date 19/1/79



## CERTIFICATE OF INCORPORATION

No 1414385

I hereby certify that

**THE BUPA MEDICAL FOUNDATION LIMITED**

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff this 12TH FEBRUARY 1979

A handwritten signature in cursive script, appearing to read 'E. A. Wilson'.

E. A. WILSON

*Assistant Registrar of Companies*

[illegible]