

Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

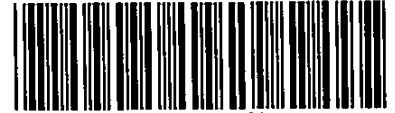
ARTICLES OF ASSOCIATION

of

HSF HEALTH PLAN LIMITED

(As amended by Special Resolution passed on 19 September 2011)

SATURDAY



RM 01/10/2011 40
COMPANIES HOUSE

In these Articles -

- “The Act” means the Companies Act 1985, but so that any references in these Articles to any provisions of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
- “The Association” means The Hospital Saturday Fund
- “The Board” means the Board of Directors of the company
- “Member” means the Hospital Saturday Fund
- “Contributor” means a contributor to HSF health plan Limited
- “Financial year” means unless and until the Association shall otherwise determine, a year ending on 31st December
- “The Hospital Saturday Fund” means the charitable fund maintained and managed by the Association
- “Company” means HSF health plan Limited
- “Office” means the registered office for the time being of the Association
- (a) Unless the context otherwise requires, expressions in these Articles which are defined in the Act shall have the meanings so defined
- (b) The regulations set out in Table C in The Companies (Tables A to F) Regulations 1985 or any succeeding Regulations shall apply to the company save as varied by these Articles.
- (c) Except where the context otherwise requires words denoting the singular include the plural and vice versa, words denoting

any one gender include all genders, words denoting persons include firms, corporations and vice versa

MEMBER

- 1 The Member of HSF health plan Limited shall be the Hospital Saturday Fund which shall exercise, through its representative, the one vote at each General Meeting

THE SECRETARY

- 2 The Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board may think fit and any Secretary so appointed may be removed by the Board
- 3 The Board shall at any time have power to suspend the Secretary from the performance of his duties for such reasons as may seem to it to be sufficient

THE BOARD OF DIRECTORS

- 4 (i) All acts done by any Meeting of the Board, or by any person acting in the name and with the authority of the Board, shall, notwithstanding that it shall be discovered afterwards that there was some defect in the appointment of any of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if such person had been duly appointed and had been duly qualified
- (ii) (a) The Board shall consist of not more than eleven Directors comprising no more than three Executive Directors (ex-officio) of the company and not more than five Non-Executive Directors (who shall also be Non-Executive Directors of The Hospital Saturday Fund) Four of these shall be nominated by The Hospital Saturday Fund and one shall always be the Chairman of the Association, and not more than three independent Non-Executive Directors who shall be elected by the Board of HSF health plan Limited The appointment of the independent Non-Executive Directors will be confirmed at the next Annual General Meeting following their appointment
- (b) The Executive Directors shall be appointed by the Board
- (c) The Board of the company shall decide on the number of independent Non-Executive Directors, up to a maximum of three, and shall appoint them and determine their duration of service
- (iii) A person shall be disqualified from holding office as a Director and shall automatically cease holding office if he
 - (a) is directly or indirectly interested in any contract (other than as a Contributor) with the company and fails to declare the nature of his interest, or
 - (b) becomes prohibited from being a Director by reason of any order made pursuant to any relevant statute from time to time in force, or

- (c) fails to attend a meeting of the Board without having given an explanation of such absence which the Board shall consider to be satisfactory.
- 5 The Board shall perform such duties and exercise such powers as are contained in the Memorandum of the company In particular but without prejudice to the generality of the foregoing provisions (but subject in every case to such directions as the Member shall from time to time give to the Board) the Board shall -
- (a) have and exercise the oversight and control of the activities in connection with or for the purposes of HSF health plan Limited, of any person, firm or company, or other body or group of persons carrying on any such activities;
 - (b) supervise and control all expenditure necessary or proper for carrying on the business and activities of the company in the ordinary and usual course thereof,
 - (c) consider from time to time the arrangements for the provision of benefits for Contributors, out of the funds of the company, and whenever thought fit prepare new or amended arrangements for the like purposes, and give effect to the same,
 - (d) shall co-opt Advisers as considered appropriate in addition to their number who shall not have Director status or voting powers at Board meetings, but shall have the right to speak at Board Meetings and shall serve for such periods and upon such terms as the Board considers necessary, and
 - (e) convene sub-committees for particular purposes as may from time to time be considered appropriate, which shall have their terms of reference devised by the Board and shall make reports as directed
- 6 The Board may meet for the despatch of business, adjourn and regulate its proceedings, and determine the quorum necessary for the transaction of business, as it shall think fit Unless and until otherwise determined such quorum shall not be less than four Directors personally present, at least two and not more than three of whom must be Non-Executive Directors
- 7 Motions or questions arising at any meeting of the Board shall be determined by a majority of votes In the case of equality of voting, the Chairman of that meeting shall have a second or casting vote
- 8 The Chairman and Vice Chairman shall be elected annually by the Board
- 9 A meeting of the Board may be called at any time on the requisition of the Chairman or any four Directors
- 10 The Chairman of any meeting of the Board shall be the Chairman of the company, or, in his absence, the Vice-Chairman If neither of them shall be present, the meeting shall elect one of their number to preside thereat

- 11 (i) Directors shall be entitled to repayment of all reasonable, properly-vouched expenses incurred in attending meetings of the Board or otherwise properly incurred in connection with the business of the company
- (ii) Non-Executive Directors may be paid such remuneration as the company in General Meeting shall decide
- (iii) Executive Directors shall be paid such remuneration as the Board shall decide

INDEMNITIES

- 12 The Directors for the time being of the company shall be indemnified out of the funds of the company against all such charges, damages and expenses which they shall respectively incur or be put to on account of any contract, act, deed, matter, or thing which shall be made, done, entered into, or executed by them respectively on behalf of the company. And they shall be reimbursed by the company all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the company or otherwise in the execution of their respective offices, and any Director or any such Officer shall be chargeable only for so much money as he shall actually receive, and the Directors shall not be answerable for the acts, receipts, neglects or defaults of any of the others of them, but each of them for his own acts, receipts, neglects, or defaults only. However, they shall respectively be answerable for any banker, broker, collector, or other person appointed by the Board with whom or into whose hands any property or money of the company may come, or for the insufficiency of the title to any estate or property which may from time to time be purchased by order of the Board (having authority for that purpose), on behalf of the company, or for the insufficiency of any security upon which any of the monies of the company shall be invested by order of the Board having authority in that behalf, or for any loss or damage which may happen in the execution of its office

GENERAL MEETINGS

- 13 The company 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 and that of the next. The Annual General Meetings shall be held at such time and place as the Board shall appoint
- 14 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
- 15 The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and such Extraordinary General Meetings shall also be convened on requisition by the Member

NOTICE OF GENERAL MEETINGS

- 16 Any 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

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 the motions which are to be discussed, and shall be given to the Board, to the Auditors and to the Hospital Saturday Fund which shall nominate a representative to attend

- 17 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
- 18 All business transacted at General Meetings shall require Special Resolutions

ACCOUNTS

- 19 The Board shall cause the Banking Accounts of the company to be kept in the name of the company.
- 20 The Board shall cause to be kept true accounts of all receipts, credits, payments and liabilities of the company, and all other matters necessary for showing the true financial state and conditions of the company
- 21 The accounting records shall be kept at such place or places of security as the Board shall think fit
- 22 At every Annual General Meeting of the company the Board shall lay before the company a Balance Sheet and income and expenditure account of the company for the last preceding financial year, which shall comply in all respects with the requirements of the Act and be accompanied by the Report of the Board as to the financial state and condition of the company and the report of the Auditors. Copies of every such account, balance sheet and report and of any other document required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and Member in the manner in which notices are hereinafter directed to be served. The Auditors' Report shall be open to inspection and be read before the meeting as required by the Act

AUDIT

- 23 Auditors shall be appointed and their duties regulated in accordance with the Act

AMALGAMATION

- 24 The company may in pursuance of any resolution to that effect at any General Meeting convened for that purpose, for such consideration and generally upon such terms and conditions as such meeting may determine, amalgamate with any other company having the same or similar objects

WE, the several persons whose Names and Addresses are subscribed, are desirous of being formed into a company in pursuance of these Articles of Association

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JAMES WHITEHEAD, Alderman of the City of London, J P , D L ,
Highfield House, Catford Bridge, S E

H N HAMILTON-HOARE, Banker, 37 Fleet Street, E C

REGINALD B D ACKLAND, Barrister-at-Law, 8 King's Bench Walk,
Temple, E C

J A DICKINSON, 64 Tredegar Road, Bow, E

JAMES MACGREGOR, Hillside, Brockley Park, Forest Hill, S E

W V STRATFORD, 12 Bush Road, Rotherhithe, S E

THOMAS JAMES GARNON, 33 Richmond Terrace, Romford Road, E

ROBERT LIVINGSTONE GULLESPIE, 57 Lupus Street, S W

WILLIAM GOAD, 107 Wilberforce Road, Finsbury Park, N

Dated this 11th day of February 1890

Witness to the above Signatures -

ROBERT FREWER, 5 Mitre Court, Fleet Street, E C