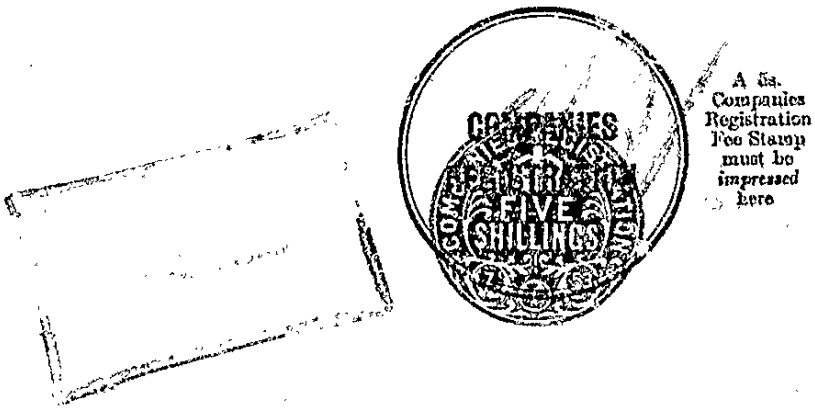
Number of) .....

Form No. 41.

THE COMPANIES ACT 1948.



A 5s. Companies Registration Fee Stamp must be *impressed* here

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the Name of the Company.

THE BEDFORDSHIRE AND DISTRICT HOSPITAL

SERVICE ASSOCIATION

~~XXXXXXX~~.

d by

Machin and Co.,

George Street West,

Luton.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

57847.22 1-52 Companies 6c

P.T.O.

I, George Blackburn Harris

of 17/19 George Street West Luton in the County of Bedford a Solicitor of the Supreme Court

Do solemnly and sincerely declare that I am (a) engaged in the formation

of The Bedfordshire and District Hospital Service Association ~~Limited~~,

(a) Here insert: "A Solicitor of the "Supreme Court" (or in Scotland "a Solicitor") "engaged "in the formation" or "A person named "in the Articles of "Association as a "Director or "Secretary."

And that all the requirements of the Companies Act, 1948, 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, 1835.

Declared at Luton in the County of Bedford

the 7th day of January one thousand nine hundred and fifty three

Before me,

A Commissioner for Oaths [or Notary Public or Justice of the Peace]

Note.—This margin is reserved for binding and must not be written across.

LICENCE BY THE BOARD OF TRADE,

pursuant to Section 19(1) of the Companies Act, 1948.

WHEREAS it has been proved to the Board of Trade that THE BEDFORDSHIRE AND DISTRICT HOSPITAL SERVICE ASSOCIATION which is about to be registered under the Companies Act, 1948, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 19th Section of that Act, and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by twentytwo members thereof on the tenth day of December, 1952, do by this their licence direct

THE BEDFORDSHIRE AND DISTRICT HOSPITAL SERVICE ASSOCIATION

to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this FIRST day of JANUARY 19 53.

Assistant Secretary of the Board of Trade

9603

CD/43

471 Wt 16950/3108 500 7/48 PA Gp59

The Companies Act, 19[illegible]

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF

THE BEDFORDSHIRE & DISTRICT HOSPITAL SERVICE ASSOCIATION

1. The name of the Company (hereinafter called "the Association") is THE BEDFORDSHIRE AND DISTRICT HOSPITAL SERVICE ASSOCIATION.

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are:—

(A) To acquire the property real and personal and the business and undertaking of the existing unincorporated body known as THE BEDFORDSHIRE HOSPITAL SERVICE ASSOCIATION or such part of such property business and undertaking as can legally be vested in the Association and to carry on the work of the said body and to hold deal with dispose of and administer all funds and other assets now held and administered by the said Association.

(B) Subject to the provisions of Section 14 of the Companies Act 1948 to acquire take over and administer by mutual arrangement all or any part which may lawfully be acquired of the property both real and personal business and undertaking of any other similar body incorporated or unincorporated in England and to hold deal with dispose of and administer all funds which can legally be transferred or paid over by such bodies to the Association.

(C) To formulate, adopt and carry into effect a scheme or schemes to provide for assist promote encourage improve and extend the [illegible]ent nursing and care of persons who are [illegible] [illegible]rm or suffering from diseases ailments or [illegible] defects of any kind and for this purpose to employ the following means namely: to furnish and give information and advice to and provide amenities and social domestic services and assistance financial or otherwise and by way of

9003

grants or otherwise for such persons either whilst under treatment in hospitals infirmaries convalescent homes nursing homes dispensaries or other medical institutions or after discharge therefrom or without their having been admitted thereto and in particular (but without limiting the generality of the foregoing) to support and assist financially or otherwise any such medical institutions as aforesaid; to establish maintain and operate convalescent homes; provide or promote or assist financially or otherwise the provision of surgical optical dental and hearing aid appliances for any such persons and domestic help during convalescence and recuperation in suitable cases to provide and contribute towards the reasonable expenses of travel and accommodation for visitors to persons under treatment as aforesaid in any such medical institutions or elsewhere and to do all or any of the other things specified in sub-clauses (D) to (5) inclusive in this clause.

(D) To promote and encourage the preservation of good health and the prevention of and avoidance of sickness disease and infirmity amongst persons residing in the said County and adjacent districts or elsewhere as the Association may determine by such means as may be considered advisable and in particular (but without limiting the generality of the foregoing) by establishing and maintaining or promoting and assisting financially or otherwise the establishment and maintenance of convalescent homes industrial rest houses health centres community centres and other like institutions.

(E) To raise obtain collect and receive money and funds by way of subscriptions donations legacies grants and in particular periodical contributions or otherwise in any such manner and subject or not to any such conditions as may be lawful and (subject to Section 14 of the Companies Act 1948) to accept and receive gifts of property of any description whether real or personal and including land of any tenure (whether subject or not to any special trusts) for or towards the objects of the Association or any of them but subject as to land to the provisions of Section 14 of the Companies Act 1948.

(F) To combine co-operate with or aid financially or otherwise any persons or bodies having objects similar wholly or partially to those of the Association and upon such terms and conditions as may seem desirable.

(G) Subject to the provisions of Section 14 of the Companies Act 1948 to purchase take on lease mortgage or in exchange hire or otherwise acquire in any manner any real or personal property and any rights or privileges which the Association may think necessary or convenient for its purposes.

(H) To construct alter demolish decorate maintain furnish equip and improve whether wholly or in part any buildings and undertake and execute any works necessary or convenient for the purposes of the Association.

(I) To invest and deal with the moneys of the Association not immediately required for its purposes in such manner as may from time to time be determined but so that any moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be vested in such investments and with such sanction (if any) as may for the time being be prescribed by law.

(J) To borrow or raise on loan money in such manner and upon such terms as the Association shall think fit and in particular upon the security by way of mortgage charge debenture or otherwise of all or any part of the property of the Association and to give such security.

(K) To make draw accept indorse execute and issue debentures and negotiable or transferable instruments.

(L) To sell improve manage develop exchange demise let mortgage dispose of turn to account or otherwise alienate or deal with all or any part of the property rights and privileges (including land) of the Association as may be deemed expedient with a view to the promotion of its objects.

(M) To publish issue and circulate gratuitously or otherwise any reports or periodicals books pamphlets leaflets or other documents as the Association may think expedient for the furtherance of the objects of the Association or any of them.

(N) To arrange and provide for or join in arranging and providing for the holding of exhibitions meetings lectures and classes calculated directly or indirectly to further the objects of the Association or any of them.

(O) To apply for promote and obtain or join in applying for promoting or obtaining any Act of Parliament Order in Council provisional order Royal Charter licence of any Authority and before any Court or Judge (including Justices) which may seem necessary or desirable for the furtherance of or realisation of any of the objects of the Council and to take all such steps and proceedings and to do all such acts and things either alone or jointly with others whether by opposing applications or proceedings or otherwise as may seem necessary or expedient to protect the interests or further the objects of the Association.

(P) To take over federate or amalgamate with affiliate or become affiliated to any body having objects similar wholly or partially to those of the Association and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association by this Memorandum and to acquire and undertake all or any part which may lawfully be taken over by the Association of the assets liabilities and engagements of any such body.

(Q) Subject to the provisions hereinafter contained to employ and pay Secretaries Superintendents Inspectors Managers Accountants Attorneys Clerks Mes-

sengers Officers and other persons or bodies whose services are required or deemed expedient for carrying out any of the objects of the Association.

(R) To provide for and promote the welfare of employees or ex-employees of the Association and the wives widows families relations or dependants of such persons and for such purpose in particular to provide procure or contribute to pensions allowances and grants of money and to facilitate and make payments towards insurance.

(S) To undertake or accept any trusts or obligations which may seem in accordance with the objects of the Association and to perform any services in connection with the objects of the Association gratuitously or otherwise.

(T) To do all such things as are incidental or conducive to the attainment of the above objects or any of them. Provided that the Association shall not support with its funds any objects or endeavour to impose on or procure to be observed by its members or others any regulation restriction or condition which if an object of the Association would make it a trade union. Provided that nothing herein contained shall be deemed to authorise the carrying on of any business of Assurance or Re-Assurance within the Assurance Companies Act 1909 or the Industrial Assurance Act 1923 or any Act extending amending or re-enacting the same.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education the Association 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 Governing Body of the Association shall be chargeable for such property as may come to their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Governing Body have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division the Charity Commissioners or the Ministry of Education over such Governing Body but they shall as regards any such property be subject jointly and severally to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association 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 the Members of the Association.

Provided that nothing herein shall prevent the gratuitous distribution among or sale at less than cost to subscribing members for their personal use of any pamphlets or other publications either of the Association or otherwise relating to all or any of its objects or prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association nor be deemed to exclude any contributor member of the Association (whether or not a member of the Board) from incidentally benefiting under any grant made in furtherance of the objects of the Association but so that no member of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Association to any member of the Association except remuneration or benefits under a grant as a member of the medical staff of any hospital or other medical institution repayment of out of pocket expenses and sale at less than cost of any such publications as aforesaid and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Association may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition alteration or amendment shall be made to or in the provisions of the Memorandum or the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 19(1) of the Companies Act 1948.

7. The liability of the members is limited.

8. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association 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 Association under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Association at

or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some other charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place and of the property credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Luke

Russell Sprague 13 Sidney Road Bedford accountant

Horace Irwin Godfrey The Red House, Silver Bedford Incorporated Accountant

Romola Russell The Gables Biddenham Independent

Harriett Annie Russell Stokes 244 Beech Hill Luton. married Woman.

Nora Percy 60 Newnham Avenue, Bedford Secretary

William Henry Lee 122 Biscot Rd Luton Gentleman

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Donald Walter Armstrong, 5 Waterloo Rd, Bedford. Credit Broker.

George Wilkinson 134 Gladston ST, Bedford Retired Baker Manager

Harold Edgar Phillips 69 Blenheim Cres Industrial Safety Engineer Luton.

Stanley Shaw 28 Brantwood Road, Luton. Welfare Officer

Wilfred George Pole 34 Chalsworth Road, Luton Printing Manager

John Wakefield Boddy, 78, Putnoe Lane, Bedford Chartered Mechanical Engineer

Ralph Henry Manning 48 St Pauls Rd Bedford Sales Progress Clerk

John Lee 9 Bedford Road Clophan Beds Works accountant Ret.

Kenneth Cornwell 97. Elstow Road Bedfd Wages Clerk

Arthur Douglas Long 55 Heywood Drive Luton, Secretary

John McLaughlin 23 Beatrice Rd Stopsley Luton Beds Engineering Storeman.

John Claude Hanson Monkswood Pavenham Newspaper manager

Thomas Reeves White 11 Haggell Road, Luton Beds, Coachbuilder

Edmund Spencer 27 Offa Road Bedford Engineering Machine Shop Foreman

Ernest Alexander Smith 86/88 High Town Rd Luton Draper.

Dated this 10th day of December 1952.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Witness to the signature of The Right Honorable the Lord Luke of Pavenham

Percy M. Lynch

160. Old St. London E.C.1.

Private Secretary.

Witness to the signatures of Russell Sprague, Horace Irvine Godfrey, Romola Russell, Harriett Anne Russell Horn, Nora Piercy, William Henry Lee, Donald Walter Armstrong, George Wilkinson, Harold Edgar Phillips, Stanley Shaw, Wilfred George Cole, John Wakefield Boddy, Ralph Henry Manning, John Lee, Ernest Walter Cornwell, Arthur Douglas Long, John Mc Laughlin, John Claude Hamson, Thomas Reskeers White, Edmund Spencer.

A. Claude Harris

Solicitor

Luton.

Witness to the signature of Ernest Alexander Smith

D. M. Cathin,

Secretary to Mr. C. B. Harris,

Solicitor,

Luton.

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

THE BEDFORDSHIRE & DISTRICT HOSPITAL SERVICE ASSOCIATION

GENERAL.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:—

WORDS	MEANINGS
The Act	The Companies Act 1948.
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Association.
The Board	The Board of Management for the time being of the Association.
Members	All persons qualified as such in accordance with Articles 7, 8 and 9 hereof.
Contributor	A person contributing to the funds of the Association so as to become qualified to participate in the several benefits afforded by the Association or any section thereof.
The Office	The registered office of the Association.
The Seal	The common seal of the Association.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is 200.

3. The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Association is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association of the Association, the Contributors' Members, the Nominated Members and the Co-opted Members referred to in this Article and such other persons as shall become members of the Association in accordance with these presents and none others shall be members of the Association and shall be entered in the Register of Members accordingly.

6. There shall be three classes of members of the Association namely Contributors' members Nominated members and Co-opted members.

7. The following bodies (hereinafter referred to as "Contributors' Organisations"), together with such other bodies as may from time to time be appointed for that purpose by the Association in General Meeting shall be entitled to nominate to serve annually the number of members set opposite their names, or such other number as may from time to time be determined by the Association in General Meeting:

(1) Approved groups of contributors to the Association where each such group comprises persons all of whom are employed by the same Employer (acting jointly) 20

NOTE:—The right to nominate to membership of the Association shall, in respect of the foregoing category, be limited to approved groups of contributors all of whom are employed by the same Employer where the total number of contributors so employed shall number not less than 500 and the basis of nomination thereof shall be as hereinafter stated, namely:—

For groups of employees employed by the same Employer with a total number of employees who are also contributors to the Association of not less than 500 or more than 1500 .... 1 member

For groups of employees employed by the same Employer with a total number of employees who are also contributors to the Association of more than 1500 and less than 5000 .... 2 members

For groups of employees employed by the same Employer with a total number of employees who are also contributors to the Association of more than 5000

(2) Groups of employees employed by the Employer with a total number of employees numbering less than 500 all of whom are also contributors to the Association approved groups of contributors to the Association where each such group does not comprise persons all of whom are employed by the same employer (acting jointly)

(NOTE:—The method of nomination of members in this category is one for determination by the Association in General Meeting from time to time.)

8. The following bodies (hereinafter referred to as "Nominated Members Organisations") shall nominate to serve annually the number of members set opposite their names, or such other number as may from time to time be determined by the Association in General Meeting:

Bedford and District Trades Council
Luton and District Trades Council
Bedford and District Industrial Safety
Bedford Chamber of Trade
Luton Chamber of Commerce
Bedfordshire Engineering Allied Employers Association

9. The Association may in General Meeting from time to time appoint Co-opted membership of the Association to a number of persons genuinely interested in the Association not exceeding ....

10. Subject as hereinafter provided the following shall be included amongst the first members as nominated or appointed members representing by the following bodies under Articles 7, 8 and 9:

Rupert Stanley Allen, Donald W[illegible] Wakefield Boddy, Wilfred George [illegible] Cornwell, Joseph Benjamin Flavell, [illegible] John Claude Hamson, Charles Hill, H[illegible] Douglas John Ibbett, John Lee, Wil[illegible] Douglas Long, John McLaughlin, [illegible] James Reginald Pearson, Harold Edg[illegible] Romola Russell, Albert Hargreaves [illegible] Shaw, Ernest Alexander Smith, E[illegible] Sprague, Lewis George Webb, Henr[illegible] Redvers White, George Wilkinson.

11. Every first member hereinbefore [illegible] have subscribed the Memorandum and [illegible] the Association and every other person [illegible] under any of the provisions of these prese[illegible] to the Secretary of the Association a wri[illegible] member within one month after the in[illegible] ciation or within one month after his no[illegible] be and if he shall make default in so doi[illegible] be a member.

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thereof in force at the date on
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mployed by the
l number of em-
tributors to the
00 and less than
.... 2 members

For groups of employees employed by the same Employer with a total number of employees who are also contributors to the Association of more than 5000 .... 3 members

(2) Groups of employees employed by the same Employer with a total number of employees numbering less than 500 all of whom are also contributors to the Association and approved groups of contributors to the Association where each such group does not comprise persons all of whom are employed by the same employer (acting jointly) 28

(NOTE:—The method of nomination of members in this category is one for determination by the Association in General Meeting from time to time.)

8. The following bodies (hereinafter referred to as "Nominated Members Organisations") shall be entitled to nominate to serve annually the number of members set opposite their names, or such other number as may from time to time be determined by the Association in General Meeting:—

Bedford and District Trades Council	1
Luton and District Trades Council	1
Luton and District Industrial Safety Association	1
Bedford Chamber of Trade	1
Luton Chamber of Commerce	1
Bedfordshire Engineering Allied Employers Association	1

9. The Association may in General Meeting appoint to Co-opted membership of the Association to serve annually a number of persons genuinely interested in the aims and objects of the Association not exceeding 12

10. Subject as hereinafter provided the following persons shall be included amongst the first members and they shall be treated as nominated or appointed members representing and nominated by the following bodies under Articles 7, 8 and 9 hereof, namely:—

Rupert Stanley Allen, Donald Walter Armstrong, John Wakefield Boddy, Wilfred George Cole, Ernest Walter Cornwell, Joseph Benjamin Flavell, Horace Irvine Godfrey, John Claude Hamson, Charles Hill, Harriett Anne Russell Horn, Douglas John Ibbett, John Lee, William Henry Lee, Arthur Douglas Long, John McLaughlin, Ralph Henry Manning, James Reginald Pearson, Harold Edgar Phillips, Nora Piercy, Romola Russell, Albert Hargreaves Alexander Scott, Stanley Shaw, Ernest Alexander Smith, Edmund Spencer, Russell Sprague, Lewis George Webb, Henry Edwin White, Thomas Redvers White, George Wilkinson.

11. Every first member hereinbefore named who shall not have subscribed the Memorandum and Articles of Association of the Association and every other person nominated as a member under any of the provisions of these presents must sign and deliver to the Secretary of the Association a written consent to become a member within one month after the incorporation of the Association or within one month after his nomination as the case may be and if he shall make default in so doing he shall not become or be a member.

12. Any body entitled to nominate a member or membe may at any time by resolution remove any member nominat by such body (including a first member treated as so nominated and may at any time by resolution fill any vacancy due to an member nominated by such body (including as aforesaid) ceasi for any reason to be a member by nominating another person as member in his place.

13. Upon any resolution being passed by any such bo nominating or removing a member, a copy thereof certified as bei correct and signed either by the Chairman of the meeting whic passed the resolution or by the Secretary or Clerk of the Counc Committee or Board passing the resolution, or of the Body whic such Council, Committee or Board manages, shall forthwith b sent to the Secretary of the Association and any such copy res lution purporting to be so signed shall be conclusive evidence the resolution and that the same was validly passed. No appoin ment or removal of a nominated member shall operate until a cop of the relative resolution shall be received by the Secretary of th Association.

14. The Association in General Meeting may from time t time determine the terms and conditions on which any person shal be admitted to membership of the Association but no person shal be admitted to membership unless and until the Association shal have received from him a consent in writing signed by him an in such form as the Board shall from time to time prescribe.

15. The Association in General Meeting may from time te time determine the different classes of membership and the term and conditions determining the appropriate classes in which an member shall be entered.

16. Any member of the Association shall forthwith cease t be a member (a) if he shall die (b) if he shall resign by giving notic in writing to the Association to that effect (c) if he shall be remove from membership by a resolution of at least three fourths of th members present and voting at a General Meeting of the Associa tion at which he shall have been given a proper opportunity o attending and being heard.

17. The Association shall have power by resolution of General Meeting to admit Honorary and exofficio members to mem bership thereof on such terms and conditions as they shall think fit

GENERAL MEETINGS.

18. The Association shall hold a General Meeting every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

19. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

20. The Board 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 Act.

21. Twenty-one days' notice eneral Meeting and of every meeti esolution, and fourteen days' noti eneral Meeting (exclusive in every is served or deemed to be served ven) specifying the place, the day the case of special business the g hall be given in manner hereinaft ncluding the Auditors) as are und ct entitled to receive such notices e consent of all the members entit of such proportion thereof as is p meetings other than Annual Gene onvened by such notice as those n

22. The accidental omission to he non-receipt of such notice by, otice thereof shall not invalidate eeding had, at any meeting.

PROCEEDINGS AT GE

23. All business shall be deem n Extraordinary General Meeting Annual General Meeting shall als xception of the consideration o ccount and balance sheet, and the Auditors the election of members o retiring, and the appointment of, tion of, the Auditors.

PROCEEDINGS AT G OF THE AS

24. No business shall be tran a quorum is present at the time w ness. Subject as herein otherwi 10 members personally present.

25. If within half an hour of of a General Meeting a quorum i on the requisition of members sh case shall stand adjourned to the same time and place or at such appoint and if at the adjourned within a quarter of an hour from meeting the members present sh

26. The President (if any) Chairman at every Annual Ge President or he is not present w appointed for holding the meeti to act, the Chairman of the Boa members shall choose one of th that meeting.

27. The Chairman may which a quorum is present (an adjourn the meeting from tim

21. Twenty-one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association: but with the consent of all the members entitled to attend and vote thereat, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

22. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

23. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

PROCEEDINGS AT GENERAL MEETINGS OF THE ASSOCIATION.

24. No business shall be transacted at a General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject as herein otherwise provided the quorum shall be 10 members personally present.

25. If within half an hour of the time appointed for the holding of a General Meeting a quorum is not present the meeting if called on the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Board shall appoint and if at the adjourned meeting a quorum is not present within a quarter of an hour from the time appointed for holding the meeting the members present shall be a quorum.

26. The President (if any) of the Association shall preside as Chairman at every Annual General Meeting. If there is no such President or he is not present within fifteen minutes after the time appointed for holding the meeting or if he be present and unwilling to act, the Chairman of the Board shall preside and failing him the members shall choose one of themselves to preside as Chairman at that meeting.

27. 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 place to place but no

business shall be transacted at any adjourned meeting other tha the business left unfinished at the meeting at which the adjourn ment took place. When an adjourned meeting is adjourned fo thirty days or more notice of the adjourned meeting shall be give as in the case of an original meeting; otherwise it shall not be neces sary to give any notice of an adjournment or the business to b transacted at an adjourned meeting.

28. At any General Meeting a resolution put to the vote sha be decided by a show of hands unless a poll is (before or on th declaration of the result of the show of hands) demanded by a least five members or by a member or members present and repre senting one tenth of the total votes of all the members having th right to vote at the meeting and unless a poll is so demanded declaration by the Chairman of the meeting that a resolution ha been carried or carried unanimously or by a particular majorit or lost or not carried by a particular majority and an entry to tha effect in the Minute Book of the Association shall be conclusiv evidence thereof without proof of the number or proportion of th votes recorded in favour of or against such resolution.

29. A poll duly demanded on the election of a Chairman o a meeting or on a question of adjournment shall be taken forthwith A poll duly demanded on any other question shall be taken at suc time and place and in such manner as the Chairman of the meetin directs and the result of the poll shall be deemed to be the resolutio of the meeting at which the poll is demanded.

30. The demand of a poll shall not prevent the continuanc of a meeting for the transaction of any business other than th question on which a poll has been demanded.

31. Votes shall be given personally whether on a show o hands or on a poll, each member being entitled (subject as here inafter provided) to one vote.

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

REGULATIONS.

33. The Association in General Meeting may from time to time make such regulations in the form of bye-laws standing orders or otherwise not inconsistent with these presents or amounting to such an addition thereto or alteration thereof as could only legally be made by Special Resolution as they may think fit for the management conduct and regulation of the affairs of the Association.

HONORARY OFFICERS.

34. The Association each year at the Annual General Meeting shall appoint from amongst its members an Honorary Treasurer of the Association and may appoint a President of the Association and such other Honorary Officers (if any) as it may think fit to hold office until the end of the next Annual General Meeting, and may by resolution of a General Meeting fill any casual vacancy occurring

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in the offices of any Honorary Officers who may have been appointed by the Association. All Honorary Officers shall be ex-officio members of the Board. The first President of the Association shall be The Right Honorable the Lord Luke of Pavenham and the first Honorary Treasurer shall be Russell Sprague.

BOARD OF MANAGEMENT.

35. The affairs of the Association shall be managed by a Board of Management (in these presents referred to as "The Board") which shall consist of not less than 20 nor more than 40 members of the Association, exclusive of the Honorary Officers.

36. The first members of the Board shall be the subscribers to the Memorandum of Association.

37. The Board may from time to time and at any time appoint any member of the Association as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

38. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Board.

POWERS OF THE BOARD.

39. The business of the Association shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation by the Association in General Meeting shall invalid any prior act of the Board which would have been valid if such regulation had not been made.

40. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than seven it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY.

41. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL.

42. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two members of the Board and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD.

43. The office of a member of the Board shall be vacated—

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes of unsound mind.

(C) If he ceases to be a member of the Association.

(D) If by notice in writing to the Association he resigns his office.

(E) If he ceases to hold office by reason of any order made under section 188 of the Act.

(F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

(G) If he ceases to be a member by virtue of section 185 of the Act.

ROTATION OF MEMBERS OF THE BOARD.

44. At the Annual General Meeting to be held in the year 1953 and in every subsequent year, one-third of the members of the Board for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

45. The members of the Board to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board shall be eligible for re-election.

46. The Association may, at the meeting at which a member of the Board retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

47. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to office on the Board at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at

the meeting for which such notice is
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MEMBERS OF THE BOARD.

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BERS OF THE BOARD.

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the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

48. In addition and without prejudice to the provisions of section 184 of the Act, the Association may by Extraordinary Resolution remove any member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD.

49. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, ten shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In cases of an equality of votes the Chairman shall have a second or casting vote.

50. The Chairman or any five members of the Board may, and on the request of the Chairman or any five members of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting. The Board shall meet at least four times in every year.

51. The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.

52. 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 the regulations of the Association for the time being vested in the Board generally.

53. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.

54. All acts bona fide done by any meeting of the Board or of any Committee of the Board, or by any person acting as a member of the Board shall, notwithstanding it be afterwards discovered that there was some defect in appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Board.

55. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

56. No contributor shall be present or represented or entitled to vote at any meeting of the Association or of the Board or of any Committee of the Board at which a claim by such Contributor is considered, while such claim is under consideration.

ACCOUNTS.

57. The Board shall in conformity with the requirements of section 147 of the Act cause proper accounts to be kept shewing in detail the receipts and expenditure of the Association and the matter in respect of which the same take place, the assets and liabilities of the Association and all sales and purchases of goods by the Association, and proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

58. The books of account shall be kept at the registered office of the Association or (subject to Section 147 (3) of the Act) at such other place or places as the Association may think fit and shall always be open to the inspection of members of the Board. They shall also be open to the inspection of members of the Association between the hours of 10 a.m. and 4 p.m. on every day in the week except Saturdays and Sundays and public holidays.

59. In the year 1953 and every subsequent year the Board shall in accordance with Sections 148, 150 and 157 of the Act cause to be prepared and laid before the Annual General Meeting such income and expenditure accounts balance sheets group accounts (if any) and reports as are referred to in those Sections. A copy of every Balance Sheet (including every document required by law to be annexed thereto) together with a copy of the report of the Auditors shall not less than 21 clear days before the date of the meeting be sent to the Auditors and to every member of the Association who is entitled to receive notice of a General Meeting of the Association.

60. Within six months of the end of each financial year or other period of the Association there shall be supplied to the Board of Trade a Statement certified as correct by the Auditors for the time being of the Association showing the total amount paid in benefits to Contributor-Members of the Association and to Contributor-Members of the Board respectively and the total benefits distributed during the preceding financial [illegible] other period.

AUDIT

61. Once at least in every year the accounts of the Association shall be audited by one or more properly qualified Auditors. Auditors of the Association shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act and so that in construing such sections the members of the Board shall be regarded as the Directors.

NOTICES.

62. Any notice may be served on any [illegible]ation either personally or by sending it [illegible]epaid letter addressed to such member a[illegible] appearing in the Register of Members.

63. Any member described in the Reg[illegible] address not within the United Kingdom [illegible]me give to the Board an address within [illegible] which Notices may be served upon him s[illegible] notices served upon him at such address bu[illegible] those members who are described in the [illegible] address within the United Kingdom sha[illegible] any notice from the Association.

64. Any notice served by post shall [illegible] served on the day following that on whi[illegible] the same was posted.

WINDING UP.

65. The provisions of Clause 9 of t[illegible] Association relating to the winding up or [illegible]iation shall have effect and be observed as [illegible] these Articles.

NAMES, ADDRESSES AND DESCRIPTIO[illegible]

Russell Sprague. 13 Sed[illegible]
Horace Irwin Godfrey. [illegible]
Romola Russell The [illegible]
Harriett Anne Russell [illegible]

Nora Percy 6[illegible]

William Henry L[illegible]

NOTICES.

62. Any notice may be served on any member of the Asso-
ation either personally or by sending it through the post in a
epaid letter addressed to such member at his registered address
appearing in the Register of Members.

63. Any member described in the Register of Members by an
dress not within the United Kingdom who shall from time to
me give to the Board an address within the United Kingdom at
hich Notices may be served upon him shall be entitled to have
otices served upon him at such address but save as aforesaid only
ose members who are described in the Register of Members by
n address within the United Kingdom shall be entitled to receive
ny notice from the Association.

64. Any notice served by post shall be deemed to have been
erved on the day following that on which the letter containing
he same was posted.

WINDING UP.

65. The provisions of Clause 9 of the Memorandum of the
Association relating to the winding up or dissolution of the Asso-
iation shall have effect and be observed as if the same were repeated
n these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Lilie

Russell Sprague. 13 Sidney Road Bedford accountant

Horace Irwin Godfrey. The Red House. Silsoe. Bedford Incorporated Accountant.

Romola Russell The Gables Biddenham Bedfordshire

Harriett Anne Russell Stokes.
244 Beech Hill.
Married Woman.

Nora Percy 60 Newborough Avenue Bedford Secretary

William Henry Lee
122 Bisseet Road Luton Gentleman

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS, NAMES, ADDRESSES

Donald Walter Armstrong 5 Waterloo Rd. Bedford — Witness to the signat

George Wilkinson 194 Gladstone St Retired Ma

Harold Edgar Phillips 69 Blenheim Industrial Safety Engineer

Stanley Shaw 28 Brentwood Road, Welfare Officer. — Witness to the signat

Wilfred George Cole, 34 Chatsworth Rd, Printing Machine

John Wakefield Boddy, 78 Future Lane Chartered Mechanical En

Ralph Henry Mannone 48 St Pauls Rd Bedford

John Lee Sales Progress Clerk 9 Bedford Rd Clapham Works accountant

Ernest Walter Cornwell. 97 Elstow Road Bedford Wages Clerk

Arthur Douglas Long 55, Heywood Drive Luton Sec — Witness to the sig

John McLaughlin 23 Beartree Rd Stopsley Luton Engineering Storeman

John Claude Hanson, Monkswood Pawn Newspaper manag

Thomas Redvers White 11 Hagdell Road Coachbuilder.

Edmund Spencer 27 Coffa Road Bed Engineering Machine Shop Foreman

Ernest Alexander Smith 86184 High T Draper.

Witness to the signat

Dated this 10th day of December 1952.

Witness to the signature of the Right Honorable the Lord Luke of Pavenham,

Evelyn M. Lynch
160. Gt. St. London. E.C.

Private Secretary.

Witness to the signatures of Russell Sprague, Horace Irvine Godfrey, Romola Russell, Harriett Anne Russell Horn, Nora Percy, William Henry Lee, Donald Walter Armstrong, George Wilkinson, Harold Edgar Phillips, Stanley Shaw, Wilfred Hayes Cole, John Wakefield Boddy, Ralph Henry Manning, John Lee, Ernest Walter Cornwell, Arthur Douglas Long, John McLaughlin, John Blanche Hanson, Thomas Rechers White, Edmund Spencer,

C. Bellfield Harris
Solicitor
Luton.

Witness to the signature of Ernest Alexander Smith.

D. M. Collin,
Secretary to Mr. C. B. Harris,
Solicitor,
Luton.

I George Blackburn Harris of George Street West Luton in the County of Bedf
a Solicitor of the Supreme Court of Judicature engaged in the formation of "The
Bedfordshire and District Hospital Service Association" hereby certify that the manu
alterations in clauses 3(o) and 4 of the aforewritten Memorandum and in the afore
Article 39 and the insertion of the heading "Audit" before the aforewritten Article 61 ha
made with the full knowledge and consent of the Subscribers to the aforewritten M
and Articles of Association

G Blackburn Harris

DUPLICATE FOR THE FILE

No. 515058

Certificate of Incorporation

I Hereby Certify, That

THE BEDFORDSHIRE AND DISTRICT HOSPITAL SERVICE ASSOCIATION

(the word "LIMITED" being omitted by Licence of the Board of Trade)

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Ninth day of January One Thousand Nine Hundred and Fifty-three

ASSISTANT Registrar of Companies

Certificate received by } Whitman in Macleans & Co. Luton

Date 9/1/53

548058/18

The Companies Act, 1948

Special Resolutions

OF

THE BEDFORDSHIRE AND DISTRICT HOSPITAL SERVICE ASSOCIATION

Passed 10*th June*, 1963

REGISTERED 15 JUL 1963

AT an EXTRAORDINARY GENERAL MEETING of members of the Association, held on 10th June, 1963, the following RESOLUTIONS were duly proposed and passed as SPECIAL RESOLUTIONS :—

SPECIAL RESOLUTIONS

(1) TITLE OF THE ASSOCIATION

That the Board of Trade be requested to approve the change of the title of the Association, at present THE BEDFORDSHIRE AND DISTRICT HOSPITAL SERVICE ASSOCIATION to "THE BEDFORD HOSPITAL SERVICE ASSOCIATION."

(2) ARTICLES OF ASSOCIATION

That the regulations contained in the printed document submitted to this meeting and for the purpose of identification subscribed by the Chairman thereof be and they are hereby adopted as the Articles of Association of The Association in substitution for and to the exclusion of all the existing Articles of Association thereof.

Chairman.

S.L. 171 The Solicitors' Law Stationery Society, Limited, 3 Bucklersbury, E.C.4 CS4523-40888

LINKLATERS & PAINES
59-67, GRESHAM STREET, E.C.2.

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

NEW

Articles of Association

OF

THE BEDFORDSHIRE AND DISTRICT HOSPITAL SERVICE ASSOCIATION

(*Adopted by Special Resolution passed* 10th June, 1963)

GENERAL.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context :—

WORDS	MEANINGS
The Act	The Companies Act, 1948.
These presents ..	These Articles of Association as from time to time altered or added to.
The Association ..	The above-named Association.
The Board ..	The Board of Management for the time being of the Association.
Members	All persons qualified as such in accordance with Articles 4, 5 and 6 hereof.
Contributor ..	A person contributing to the funds of the Association so as to become qualified to participate in the several benefits afforded by the Association or any section thereof.
The Office ..	The registered office of the Association.
The Seal	The common seal of the Association.
Month	Calendar month.

WORDS	MEANINGS
In writing	Written, printed or lithographed, or partly one and partly another, or in any one or more other modes of representing or reproducing words in a visible form.

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

MEMBERSHIP.

2. The number of members with which the Association was registered is 200 but the Board may from time to time register an increase of members.

3. The members of the Association shall be the persons who are members at the date of the adoption of these presents and such other persons as shall from time to time have become members pursuant to these presents and shall not have ceased to be members by virtue of any provision herein contained.

4. (1) Any person, firm or company for the time being approved by the Board and having in his or its employment the number of Contributors specified in the first column of the following table shall be entitled to nominate from among his or its employees and ex-employees the number of members specified opposite thereto in the second column of the table :—

Number of Contributors	*Number of Members*
Not less than 250 or more than 1,499 ..	One
Not less than 1,500 or more than 4,999 ..	Two
5,000 or more	Three

Provided that there shall not be more than 50 members at any one time nominated under this paragraph.

(2) Any Group of not less than 250 contributors for the time being approved by the Board (whether such contributors are employed, self-employed or non-employed persons) shall be entitled to nominate one member from the persons comprising that Group provided that—

(A) in computing the number of contributors in any Group no account shall be taken of contributors who are in the employment of a person, firm or company for the time being approved by the Board and having in his, or its, employment at least 250 contributors;

(B) no such Group may nominate as a member a contributor who is in the employment of such an employer as aforesaid;

(C) there shall not be more than 50 members at any one time nominated under this paragraph.

(3) For the purposes of the foregoing paragraphs employees of a company which is a subsidiary of another shall be deemed to be employed by the holding company.

5. The following bodies shall each be entitled to nominate the number of members set opposite their names, or such other number of members as may from time to time be determined by the Association in General Meeting:—

Bedford and District Trades Council	1
Luton and District Trades Council	1
Luton and District Industrial Safety Association ..	1
Bedford Chamber of Trade	1
Luton, Dunstable and District Chamber of Commerce	1

6. Subject to the provisions of these Articles the Association may in General Meeting appoint as members of the Association to serve annually any person or persons interested in the aims and objects of the Association. In determining whether or not to appoint any such member or members the Association may have regard (*inter alia*) to the number of contributors not employed by any such employer or comprised in any such group as is referred to in Article 4.

Not more than 20 persons at any one time shall be members appointed under this Article.

7. Every person shall within one month after being nominated or appointed as a member under any of the provisions of these presents sign and deliver to the Secretary of the Association a written consent to become a member and in default he shall not become or be a member.

8. Any person, group or body entitled to nominate a member or members under Article 4 or 5 may at any time in writing signed by him or it or with the sanction of a resolution passed by a majority of the persons comprised in the group terminate the membership of any member so nominated by him or it, and may at any time in like manner fill any vacancy caused by a member so nominated ceasing for any reason to be a member by nominating another person as a member in his place.

9. Upon any resolution pursuant to Article 8 being passed by any such group, a copy thereof certified as being correct and signed by the Chairman of the meeting which passed the resolution, shall forthwith be sent to the Secretary of the Association and any such copy resolution purporting to be so signed shall be conclusive evidence of the resolution and that the same was validly passed. No appointment or removal of a nominated member shall operate until a copy of the relative resolution shall be received by the Secretary of the Association.

10. The Association shall have power by resolution of a General Meeting to appoint honorary and ex officio members for life or such lesser period on such terms and conditions as they shall think fit.

Not more than 10 persons at any one time shall be members appointed under this Article.

11. Without prejudice to the provisions of Article 8 any member of the Association shall cease to be a member (A) if he shall die; (B) if he shall resign by giving notice in writing to the Association to that effect; (C) if he shall be removed from membership by a resolution passed by a majority of at least three-fourths of the members present and voting thereon at a General Meeting of the Association at which he shall have been given a proper opportunity of attending and being heard.

GENERAL MEETINGS.

12. The Association shall hold a General Meeting every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in

the notice calling it. Every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

13. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

14. The Board 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 is provided by section 132 of the Act.

15. Twenty-one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association: but with the consent of all the members entitled to attend and vote thereat, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

16. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

18. No business shall be transacted at a General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject as herein otherwise provided the quorum shall be ten members personally present.

19. If within half an hour of the time appointed for the holding of a General Meeting a quorum is not present the meeting if called on the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place or to such other date, time and place as the Board shall by not less than two days' notice appoint and if at the adjourned meeting a quorum is not present within a quarter of an hour from the time appointed for holding the meeting the members present shall be a quorum.

20. The President (if any) of the Association shall preside as Chairman at every Annual General Meeting. If there is no such President or if he is not present within fifteen minutes after the time appointed for holding the meeting or is present and unwilling to preside, the Chairman of the Board shall preside and failing him the members shall choose one of themselves to preside as Chairman at that meeting.

21. 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 place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When an adjourned meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting: otherwise it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

22. At any General Meeting a resolution put to the vote shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five members or by a member or members present and representing one-tenth of the total votes of all the members having the right to vote at the meeting and unless a poll is so demanded a declaration by the Chairman of the meeting 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 Minute Book of the Association shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

23. A poll duly demanded on the election of a Chairman of a meeting or on a question of adjournment shall be taken forthwith. A poll duly demanded on any other question shall be taken at such time and place and in such manner as the Chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

24. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

25. Save as otherwise provided by Article 22, on a show of hands every member present in person shall have one vote and on a poll every member present in person or by proxy shall have one vote.

26. 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 the poll is demanded shall be entitled to a second or casting vote.

27. A proxy need not be a member of the Company.

28. An instrument appointing a proxy shall be in writing in the usual form or in any other form which the Board may accept and—

(A) in the case of an individual shall be signed by the appointor or by his attorney ; and

(B) in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or officer of the corporation.

The Board may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed.

29. An instrument appointing a proxy must be left at such place or one of such places (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is so specified, at the registered office) not less than forty-eight hours before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used, and in default shall not be treated as valid. Provided that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered in relation to any subsequent meetings to which it relates.

30. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

31. A vote cast by proxy shall not be invalidated by the previous death or insanity of the principal or by the revocation of the appointment of the proxy or of the authority under which the appointment

was made provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the registered office at least one hour before the commencement of the meeting or adjourned meeting or the time appointed for the taking of the poll at which the vote is cast.

HONORARY OFFICERS.

32. The Association at each Annual General Meeting shall appoint from amongst its members an Honorary Treasurer of the Association and may appoint from amongst its members a President of the Association and such other Honorary Officers (if any) as it may think fit to hold office until the end of the next Annual General Meeting, and may by resolution of a General Meeting fill any casual vacancy occurring in the offices of any Honorary Officers who may have been appointed by the Association. All Honorary Officers shall be *ex-officio* members of the Board.

BOARD OF MANAGEMENT.

33. The affairs of the Association shall be managed by a Board of Management (in these presents referred to as " the Board ") which shall consist of not less than 20 nor more than 40 members of the Association, exclusive of the Honorary Officers.

34. The Board may from time to time and at any time appoint any member of the Association as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the conclusion of the next Annual General Meeting, but he shall then be eligible for re-election.

POWERS OF THE BOARD.

35. The business of the Association shall be managed by the Board who may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the

Association in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

36. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than seven it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY.

37. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL.

38. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two members of the Board and of the Secretary, who shall sign every instrument to which the Seal shall be so affixed in their presence.

DISQUALIFICATION OF MEMBERS OF THE BOARD.

39. The office of a member of the Board shall be vacated—

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes of unsound mind.

(C) If he ceases to be a member of the Association.

(D) If by notice in writing to the Association he resigns his office.

(E) If he ceases to hold office by reason of any order made under section 188 of the Act.

(F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

(G) If he ceases to be a member by virtue of section 185 of the Act.

ROTATION OF MEMBERS OF THE BOARD.

40. At each Annual General Meeting in addition to members of the Board who cease to hold office by virtue of Article 34, one-third of the other members of the Board for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

41. The members of the Board to retire shall be those who have been longest in office since their last election. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. A retiring member of the Board shall be eligible for re-election.

42. The Association may, at the meeting at which a member of the Board retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

43. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to office on the Board at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than fourteen intervening days.

44. In addition and without prejudice to the provisions of section 184 of the Act, the Association may by Extraordinary Resolution remove any member of the Board before the expiration of his

period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD.

45. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, ten shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In cases of an equality of votes the Chairman shall have a second or casting vote.

46. The Chairman or any five members of the Board may, and on the request of the Chairman or any five members of the Board the Secretary shall, at any time summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting. The Board shall meet at least four times in every year.

47. The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.

48. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Board generally.

49. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and

proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.

50. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board shall, notwithstanding it be afterwards discovered that there was some defect in appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Board.

MINUTES.

51. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

CLAIMS BY CONTRIBUTORS.

52. No contributor shall be present or represented or entitled to vote at any meeting of the Association or of the Board or of any committee of the Board at which a claim by such contributor is considered, while such claim is under consideration.

ACCOUNTS.

53. The Board shall in conformity with the requirements of section 147 of the Act cause proper accounts to be kept shewing in detail the receipts and expenditure of the Association and the matter in respect of which the same take place, the assets and liabilities of the Association and all sales and purchases of goods by the Association, and proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

54. The books of account shall be kept at the registered office of the Association or (subject to section 147 (3) of the Act) at such other

place or places as the Association may think fit and shall always be open to the inspection of members of the Board. They shall also be open to the inspection of members of the Association between the hours of 10 a.m. and 4 p.m. on every day in the week except Saturdays and Sundays and public holidays.

55. In each year the Board shall in accordance with sections 148, 150 and 157 of the Act cause to be prepared and laid before the Annual General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections. A copy of every Balance Sheet (including every document required by law to be annexed thereto) together with a copy of the report of the Auditors shall not less than 21 clear days before the date of the meeting be sent to the Auditors and to every member of the Association who is entitled to receive a notice of a General Meeting of the Association.

56. Within six months of the end of each financial year or other period of the Association there shall be supplied to the Board of Trade a Statement certified as correct by the Auditors for the time being of the Association showing the total amount paid in benefits to Contributor-Members of the Association and to Contributor-Members of the Board respectively and the total benefits distributed during the preceding financial year or other period.

AUDIT.

57. Once at least in every year the accounts of the Association shall be audited by one or more properly qualified Auditors. Auditors of the Association shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act and for the purposes of such sections the members of the Board shall be regarded as the Directors.

NOTICES.

58. Any notice may be served on any member of the Association either personally or by sending it through the post in a prepaid letter addressed to such member at his address as appearing in the Register of Members.

59. Any member described in the Register of Members by an address not within the United Kingdom who shall from time to time give to the Board an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at that address but save as aforesaid only those

members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Association.

60. Any notice served by post shall be deemed to have been served on the day following that on which the letter containing the same was posted.

WINDING UP.

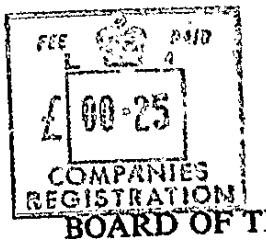
61. The provisions of Clause 9 of the Memorandum of the Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

Identified as printed document submitted at the Extraordinary General Meeting of Members of the Bedfordshire & District Hospital Service Association on Monday, June 10th, 1963.

Luke

.....

No. 515058



5/-

BOARD OF TRADE

Reference: C.R. COS/568/63

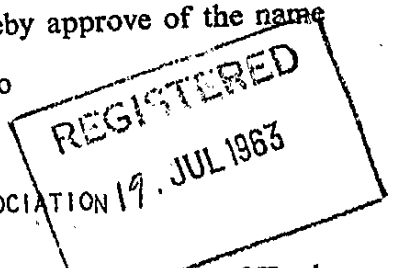
COMPANIES ACT, 1948

THE BEDFORDSHIRE AND DISTRICT HOSPITAL SERVICE ASSOCIATION

(THE WORD "LIMITED" BEING OMITTED BY LICENCE OF THE BOARD OF TRADE)

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

THE BEDFORD HOSPITAL SERVICE ASSOCIATION



Signed on behalf of the Board of Trade

this NINETEENTH DAY OF JULY

ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

Authorised in that behalf by the President of the Board of Trade

No. C. 60.

No. C.172

DUPLICATE FOR THE FILE.

No. 515038 19

Certificate of Incorporation on Change of Name

Whereas

THE BEDFORDSHIRE AND DISTRICT HOSPITAL SERVICE ASSOCIATION
(THE WORD "LIMITED" BEING OMITTED BY LICENCE OF THE BOARD OF TRADE)

was incorporated as a limited company under the
COMPANIES ACT, 1948,

on the NINTH DAY OF JANUARY, 1953

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

THE BEDFORD HOSPITAL SERVICE ASSOCIATION

Given under my hand at London this NINETEENTH DAY OF JULY
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

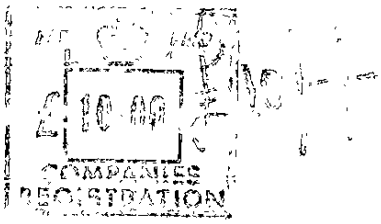
Certificate received by LL. KLATERS & FAINES 59 GRESHAM ST. E.C.2

Date 22/7/63

Registrar of Companies.

(Q.2724) 68470/1715 5M 5/62 (Q.3356) 26935/3280 1M 11/62 ATGS. 746.

No. 515058 /24



THE COMPANIES ACT, 1948

SPECIAL RESOLUTION

of

THE BEDFORD HOSPITAL SERVICE ASSOCIATION

Passed on 11th December, 1967.

At an EXTRAORDINARY GENERAL MEETING of the Members of the Association held on the 11th December 1967, the following Resolution was duly proposed and passed as a Special Resolution :-

SPECIAL RESOLUTION

"THAT the name of the Association be changed from "The Bedford Hospital Service Association" to "Provincial Hospital Services Association" and that the Board of Trade be requested to approve such change of name."

Secretary.

LINKLATERS & PAINES,
59-67 [illegible] STREET,
LONDON, E.C.2.

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 515058 /25

Whereas

THE BEDFORD HOSPITAL SERVICE ASSOCIATION
(THE WORD "LIMITED" BEING OMITTED BY LICENCE OF THE BOARD OF TRADE)

was incorporated as a limited company under the COMPANIES ACT, 1948,

on the 9TH JANUARY, 1953

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

PROVINCIAL HOSPITAL SERVICES ASSOCIATION

Given under my hand at London the 3RD JANUARY, 1968.

Assistant Registrar of Companies

C.172

No. 515058

The Companies Acts 1948 to 1976

Company Limited by Guarantee
and not having a Share Capital

PROVINCIAL HOSPITAL SERVICES ASSOCIATION

SPECIAL RESOLUTION

Passed on 6th June 1980

At an Extraordinary General Meeting of the above-named Company held on the 6th day of June 1980 at Provident House, 44 Harpur Street, Bedford the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

That the provisions of the Memorandum of Association of the Company be altered by deleting Clause 4 thereof and substituting therefor the following Clause:-

"4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association 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 Association. Provided that nothing herein shall prevent:-

(A) the gratuitous distribution among or sale at less than cost to subscribing members for their personal use of any pamphlets or other publications either of the Association or otherwise relating to all or any of its objects:

(B) the payment in good faith of reasonable and proper remuneration to any Member, officer or servant of the Association in return for any services actually rendered to the Association;

(C) the payment of interest at a rate not exceeding 2 per cent. per annum less than the minimum lending rate prescribed for the time being by the Bank of England or 3 per cent. whichever is the greater on money lent, or reasonable and proper rent for premises demised or let by any Member to the Association;

(D) any contributor member of the Association from incidentally benefiting under any grant made in furtherance of the objects of the Association;

(E) the remuneration or benefiting of any member of the Association under a grant as a member of the medical staff of any hospital or other medical institution."

Dated 1980

Certified Correct

.....
Secretary.

.....
Chairman

No. 515058

The Companies Acts 1948 to 1976

Company limited by Guarantee
and not having a Share Capital

PROVINCIAL HOSPITAL SERVICES ASSOCIATION

SPECIAL RESOLUTION

Passed on 6th June 1980

At an Extraordinary General Meeting of the above-named Company held on the 6th day of June 1980 at Provident House, 44 Harpur Street, Bedford the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

That the Articles of Association of the Company be altered in manner following namely:-

(A) By deleting Article 4 and substituting therefor the following now Article:-

"4. (1) Any person, firm or company for the time being approved by the Board and having not less than 250 contributors in his or its employment shall be entitled to nominate from among his or its employees one member of the Association.

(2) Any Group of not less than 250 contributors for the time being approved by the Board shall be entitled to nominate from among its contributors one member of the Association, provided that no such Group may nominate as a member a contributor who is in the employment of any person, firm or company as defined in Paragraph 4. (1)

(3) For the purpose of the foregoing paragraphs employees of a company which is a subsidiary of another shall be deemed to be employed by the holding company.";

(B) By deleting Article 5;

(C) By renumbering Article 6 as "Article 5";

(D) By adding the following new Article 6:-

"6. The Secretary and the holder for the time being of the office of Chief Executive of the Association shall be members, each until such time as he may retire or be removed from office;"

and

(E) By deleting the word and figure "or 5" where they appear in line 2 of Article 8.

13/6/80

Dated 1980

Secretary.

Certified Correct

Chairman.

PROVINCIAL HSA

'Medicare'

organised by

Provincial Hospital Services Association

PROVIDENT HOUSE, 44 HARPUR STREET, BEDFORD, MK40 2QU
Tel: BEDFORD 67371-2-3

No. 515058 /50

THE COMPANIES ACT 1948

SPECIAL RESOLUTION

OF

PROVINCIAL HOSPITAL SERVICES ASSOCIATION

Passed on 5th June, 1981

At an EXTRAORDINARY GENERAL MEETING of the Members of the Association, held on the 5th June, 1981, the following Resolution was duly proposed and passed as a Special Resolution :-

SPECIAL RESOLUTION

ARTICLE 33. BOARD OF MANAGEMENT

The affairs of the Association shall be managed by a Board of Management (in these presents referred to as "the Board") which shall consist of not less than 11 members, inclusive of Honorary Officers.

L. Skevington .....
Chief Executive.
(Signed on behalf of the Board of Management)

COMPANIES HOUSE 20 AUG 1981 BO OFFICE

A Company Limited by Guarantee
Board of Trade Certificate No. 515058

515058

Provincial Hospital Services Association
44 Harpur Street, Bedford, MK40 2QU.
Tel: Bedford (0234) 267371

PROVINCIAL HOSPITAL SERVICES ASSOCIATION LIMITED.

NOTICE OF EXTRAORDINARY GENERAL MEETING.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Members of the Association will be held at 44 Harpur Street, Bedford on Friday 8th June 1990 at 6.45 p.m. for the purpose of passing the following Resolution as a Special Resolution:

"That the following changes to the Association's Articles of Association be approved and adopted:

Article 1 - The Word "Contributor" and its Meaning are deleted, and replaced with:

"Subscriber A person entitled to receive benefits by virtue of membership of a medical insurance scheme operated by the Association."

Article 4(1) - "250 Contributors" is deleted and replaced with "150 Subscribers."

Article 4(2) - Is deleted in its entirety.

Article 4(3) - Now becomes Article 4(2)

Article 5 - "annually" is deleted and replaced with "until the conclusion of the next Annual General Meeting."

- between "persons" and "interested" the following is added "for the time being approved by the Board."

- The text between "objects of the Association" and "Not more than 20" is deleted.

Article 8 - The text between "signed by him or it" and "terminate" is deleted.

Article 9 - Is deleted in its entirety and replaced with:

- "No appointment or removal of a nominated member shall operate until written notice of the appointment or removal shall be received by the Secretary of the Association."

Article 45 - "ten" is deleted and replaced with "eight."

Article 52 - "CONTRIBUTORS" in the title of this Article is deleted and replaced with "SUBSCRIBERS."

COMPANIES HOUSE
0 2 JUL 1990

- "contributor", where it appears twice in the text, is deleted and replaced with "subscriber" in both cases.

Article 56 - "Contributor-Members", where it appears twice in the text, is deleted and replaced with "Subscriber-Members".

By Order of the Board of Management

M.W.H. Gilbert.
Company Secretary.

15th May 1990.

Any Member of the Association entitled to attend and vote at this Meeting may appoint a proxy to attend on his/her behalf and, on a poll, to vote instead of the Member. The proxy need not be a Member of the Association, but notice of the appointment of this proxy must be given to the Company Secretary at the Association's Registered Office not less than forty-eight hours prior to this meeting, in accordance with Article 29.

MWHG/SMP/14.5.90/Temp22

No. 515058

The Companies Act, 1948

SPECIAL RESOLUTIONS

OF

THE BEDFORDSHIRE AND DISTRICT HOSPITAL
SERVICE ASSOCIATION

Passed 10th June, 1963

AT an EXTRAORDINARY GENERAL MEETING of members of the Association, held on 10th June, 1963, the following RESOLUTIONS we duly proposed as SPECIAL RESOLUTIONS:-

SPECIAL RESOLUTIONS

(1) TITLE OF THE ASSOCIATION

That the Board of Trade be requested to approve the change of the title of the Association, at present THE BEDFORDSHIRE AND DISTRICT HOSPITAL SERVICE ASSOCIATION to "THE BEDFORD HOSPITAL SERVICE ASSOCIATION."

(2) ARTICLES OF ASSOCIATION

That the regulations contained in the printed document submitted to this meeting and for the purposes of identification subscribed by the Chairman thereof be and they are hereby adopted as the Articles of Association of The Association in substitution for and to the exclusion of all the existing Articles of Association thereof.

LUKE,
Chairman.

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-7 DEC 1990
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No.515058

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS THE BEDFORDSHIRE AND DISTRICT HOSPITAL SERVICE ASSOCIATION (the word "Limited" being omitted by Licence of the Board of Trade) was incorporated as a limited company under the Companies Act, 1948, on the Ninth day of January, 1953

AND WHEREAS by special resolution of the Company and with the approval of the Board of Trade it has changed its name

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of THE BEDFORD HOSPITAL SERVICE ASSOCIATION

GIVEN under my hand at London this Nineteenth day of July One Thousand Nine Hundred and Sixty-three.

W.B. LANGFORD,
Registrar of Companies

-2 DEC 1980

No. 515058

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY, that THE BEDFORDSHIRE AND DISTRICT HOSPITAL SERVICE ASSOCIATION (the word "Limited" being omitted by Licence of the Board of Trade) is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

GIVEN under my hand at London this Ninth day of January One Thousand Nine Hundred and Fifty-three.

A.J.C. MANN,
Assistant Registrar of Companies

COMPANIES HOUSE
- 7 DEC 1990
M 37

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

OF

ASSOCIATION

OF

PROVINCIAL HOSPITAL SERVICES ASSOCIATION
(as amended by Special Resolution passed on 6th June, 1980)

1. The name of the Company (hereinafter called "the Association") is "PROVINCIAL HOSPITAL SERVICES ASSOCIATION"

The name of the Company was changed from "THE BEDFORD HOSPITAL SERVICE ASSOCIATION" pursuant to a Special Resolution passed on 11th December, 1967.

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are:-

(A) To acquire the property real and personal and the business and undertaking of the existing unincorporated body known as The Bedfordshire Hospital Service Association or such part of such property business and undertaking as can legally be vested in the Association and to carry on the work of the said body and to hold deal with dispose of and administer all funds and other assets now held and administered by the said Association.

(B) Subject to the provisions of Section 14 of the Companies Act 1948 to acquire take over and administer by mutual arrangement all or any part which may lawfully be acquired of the property both real and personal business and undertaking of any other similar body incorporated or unincorporated in England and to hold deal with dispose of and administer all funds which can legally be transferred or paid over by such bodies to the Association.

(C) To formulate, adopt and carry into effect a scheme or schemes to provide for assist promote encourage improve and extend the treatment nursing and care of persons who are sick infirm or suffering from diseases ailments or physical defects of any kind and for this purpose to employ the following means namely: to furnish and give information and advice to and provide amenities and social domestic services and assistance financial or

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otherwise and by way of grants or otherwise for such persons either whilst under treatment in hospitals infirmaries convalescent homes nursing homes dispensaries or other medical institutions or after discharge therefrom or without their having been admitted thereto and in particular (but without limiting the generality of the foregoing) to support and assist financially or otherwise any such medical institutions as aforesaid, to establish maintain and operate convalescent homes; provide or promote or assist financially or otherwise the provision of surgical optical dental and hearing aid appliances for any such persons and domestic help during convalescence and recuperation in suitable cases to provide and contribute towards the reasonable expenses of travel and accommodation for visitors to persons under treatment as aforesaid in any such medical institutions or elsewhere and to do all or any of the other things specified in sub-clauses (D) to (S) inclusive in this clause.

(D) To promote and encourage the preservation of good health and the prevention of and avoidance of sickness disease and infirmity amongst persons residing in the said County and adjacent districts or elsewhere as the Association may determine by such means as may be considered advisable and in particular (but without limiting the generality of the foregoing) by establishing and maintaining or promoting and assisting financially or otherwise the establishment and maintenance of convalescent homes industrial rest houses health centres community centres and other like institutions.

(E) To raise obtain collect and receive money and funds by way of subscriptions donations legacies grants and in particular periodical contributions or otherwise in any such manner and subject or not to any such conditions as may be lawful and (subject to Section 14 of the Companies Act 1948) to accept and receive gifts of property of any description whether real or personal and including land of any tenure (whether subject or not to any special trusts) for or towards the objects of the Association or any of them but subject as to land to the provisions of Section 14 of the Companies Act 1948.

(F) To combine co-operate with or aid financially or otherwise any persons or bodies having objects similar wholly or partially to those of the Association and upon such terms and conditions as may seem desirable.

(G) Subject to the provisions of Section 14 of the Companies Act 1948 to purchase take on lease mortgage or in exchange hire or otherwise acquire in any manner any real or personal property and any rights or privileges which the Association may think necessary or convenient for its purposes.

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(H) To construct alter demolish decorate maintain furnish equip and improve whether wholly or in part any buildings and undertake and execute any works necessary or convenient for the purposes of the Association.

(I) To invest and deal with the moneys of the Association not immediately required for its purposes in such manner as may from time to time be determined but so that any moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be vested in such investments and with such sanction (if any) as may for the time being be prescribed by law.

(J) To borrow or raise on loan money in such manner and upon such terms as the Association shall think fit and in particular upon the security by way of mortgage charge debenture or otherwise of all or any part of the property of the Association and to give such security.

(K) To make draw accept indorse execute and issue debentures and negotiable or transferable instruments.

(L) To sell improve manage develop exchange demise let mortgage dispose of turn to account or otherwise alienate or deal with all or any part of the property rights and privileges (including land) of the Association as may be deemed expedient with a view to the promotion of its objects.

(M) To publish issue and circulate gratuitously or otherwise any reports or periodicals books pamphlets leaflets or other documents as the Association may think expedient for the furtherance of the objects of the Association or any of them.

(N) To arrange and provide for or join in arranging and providing for the holding of exhibitions meetings lectures and classes calculated directly or indirectly to further the objects of the Association or any of them.

(O) To apply for promote and obtain or join in applying for promoting or obtaining any Act of Parliament Order in Council provisional order Royal Charter licence of any Court or Judge (including Justices) which may seem necessary or desirable for the furtherance of or realisation of any of the objects of the Council and to take all such steps and proceedings and to do all such acts and things either alone or jointly with others whether by opposing applications or proceeding or otherwise as may seem necessary or expedient to protect the interests or further the objects of the Association.

(P) To take over federate or amalgamate with affiliate or become affiliated to any body having objects similar wholly or partially to those of the Association and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association by this Memorandum and to acquire and undertake all or any part which may lawfully be taken over by the Association of the assets liabilities and engagements of any such body.

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(Q) Subject to the provisions hereinafter contained to employ and pay Secretaries Superintendents Inspectors Managers Accountants Attorneys Clerks Messengers Officers and other persons or bodies whose services are required or deemed expedient for carrying out any of the objects of the Association.

(R) To provide for and promote the welfare of employees or ex-employees of the Association and the wives widows families relations or dependants of such persons and for such purpose in particular to provide procure or contribute to pensions allowances and grants of money and to facilitate and make payments towards insurance.

(S) To undertake or accept any trusts or obligations which may seem in accordance with the objects of the Association and to perform any services in connection with the objects of the Association gratuitously or otherwise.

(T) To do all such things as are incidental or conducive to the attainment of the above objects or any of them. Provided that the Association shall not support with its funds any objects or endeavour to impose on or procure to be observed by its members or others any regulation restriction or condition which if an object of the Association would make it a trade union. Provided that nothing herein contained shall be deemed to authorise the carrying on of any business of Assurance or Re-Assurance within the Assurance Companies Act 1909 or the Industrial Assurance Act 1923 or any Act extending amending or re-enacting the same.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education the Association 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 Governing Body of the Association shall be chargeable for such property as may come to their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Governing Body have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division the Charity Commissioners or the Ministry of Education over such Governing Body but they shall as regards any such property be subject jointly and severally to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

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4. The income and property of the Association whencesoever drived shall be applied solely towards the promotion of the objects of the Association 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 Association. Provided that nothing herein shall prevent:-

(A) the gratuitous distribution among or sale at less than cost to subscribing members for their personal use of any pamphlets or other publications either of the Association or otherwise relating to all or any of its objects;

(B) the payment in good faith of reasonable and proper remuneration to any Member, Officer or servant of the Association in return for any services actually rendered to the Association;

(C) the payment of interest at a rate not exceeding 2 per cent. per annum less than the minimum lending rate prescribed for the time being by the Bank of England or 3 per cent. whichever is the greater on money lent, or reasonable and proper rent for premises demised or let by any Member to the Association;

(D) any contributor member of the Association from incidentally benefiting under any grant made in furtherance of the objects of the Association;

(E) the remuneration or benefiting of any member of the Association under a grant as a member of the medical staff of any hospital or other medical institution.

5. No addition alteration or amendment shall be made to or in the provisions of the Memorandum or the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 19(1) of the Companies Act 1948.

7. The liability of the members is limited.

8. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1.

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9. If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association 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 Association under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some other charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place and of the property credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

LUKE RUSSELL SPRAGUE,
13 Sidney Road,
Bedford.

Accountant.

HORACE IRVINE GODFREY,
The Red House,
Silsoe,
Bedford.

Incorporated Accountant.

ROMOLA RUSSELL,
The Gables,
Biddenham.

Independent.

HARRIETT ANNE RUSSELL HORN,
244 Beech Hill,
Luton.

Married Woman.

NORA PIERCY,
60 Newnham Avenue,
Bedford.

Secretary.

WILLIAM HENRY LEE,
122 Biscot Road,
Luton.

Gentleman.

DONALD WALTER ARMSTRONG,
5 Waterloo Road,
Bedford.

Credit Trader.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

GEORGE WILKINSON,
124 Gladston Street,
Bedford.

Retired Bakery Manager.

HAROLD EDGAR PHILLIPS,
69 Blenheim Crescent,
Luton.

Industrial Safety Engineer.

STANLEY SHAW,
28 Brartwood Road,
Luton.

Welfare Officer.

WILFRED GEORGE COLE;
34 Chatsworth Road,
Luton.

Printing Manager.

JOHN WAKEFIELD BODDY,
78 Putnoe Lane,
Bedford.

Chartered Mechanical Engineer.

RALPH HENRY MANNING,
48 St. Pauls Road,
Bedford.

Sales Progress Clerk.

JOHN LEE,
9 Bedford Road,
Clapham,
Beds.

Works Accountant, Retd.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ERNEST WALTER CORNWELL,
97 Elstow Road,
Bedford.

Wages Clerk.

ARTHUR DOUGLAS LONG,
55 Heywood Drive,
Luton.

Secretary.

JOHN McLAUGHLIN,
23 Peartree Road,
Stopsley,
Luton,
Beds.

Engineering Storeman.

JOHN CLAUDE HAMSON,
Monkswood,
Pavenham.

Newspaper Manager.

THOMAS REDVERS WHITE,
11 Hagdell Road,
Luton,
Beds.

Coachbuilder.

EDMUND SPENCER,
27 Offa Road,
Bedford.

Engineering Machine Shop Foreman.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ERNEST ALEXANDER SMITH,
86/88 High Town Road,
Luton.

Draper.

Dated this 10th day of December, 1952.

Witness to the signature of The Right Honourable the LORD LUKE OF PAVENHAM -

EVELYN M. LYNCH,
160 Old Street,
London E.C.1.,

Private Secretary.

Witness to the signatures of Russell Sprague, Horace Irvine Godfrey, Romola Russell, Harriett Anne Russell Horn, Nora Piercy, William Henry Lee, Donald Walter Armstrong, George Wilkinson, Harold Edgar Phillips, Stanley Shaw, Wilfred George Cole, John Wakefield Boddy, Ralph Henry Manning, John Lee, Ernest Walter Cornwell, Arthur Douglas Long, John McLaughlin, John Claude Hamson, Thomas Redvers White, Edmund Spencer -

G. BLACKBURN HARRIS,
Solicitor,
Luton.

Witness to the signature of Ernest Alexander Smith -

D.M. CATLIN,
Secretary to Mr. G.B. Harris,
Solicitor,
Luton.

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The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

N E W

ARTICLES

OF

ASSOCIATION

OF

PROVINCIAL HOSPITAL SERVICES ASSOCIATION
(Adopted by Special Resolution passed on
10th June, 1963 and amended by Special Resolutions passed on
6th June, 1980 and 8th June, 1990)

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1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

Words	Meanings
The Act	The Companies Act, 1948.
These presents	These Articles of Association as from time to time altered or added to.
The Association	The above-named Association.
The Board	The Board of Management for the time being of the Association.
Members	All persons qualified as such in accordance with Articles 4, 5 and 6 hereof.
The Office	The registered office of the Association.
Subscriber	A person entitled to receive benefits by virtue of membership of a medical insurance scheme operated by the Association.

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Words	Meanings
The Seal	The common seal of the Association.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, or in any one or more other modes of representing or reproducing words in a visible form.

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

MEMBERSHIP

2. The number of members with which the Association was registered is 200 but the Board may from time to time register an increase of members.

3. The members of the Assocation shall be the persons who are members at the date of the adoption of these presents and such other persons as shall from time to time have become members pursuant to these presents and shall not have ceased to be members by virtue of any provision herein contained.

4. (1) Any person, firm or company for the time being approved by the Board and having not less than 150 subscribers in his or its employment shall be entitled to nominate from among his or its employees one member of the Association.

(2) For the purpose of the foregoing paragraphs employees of a company which is a subsidiary of another shall be deemed to be employed by the holding company.

5. Subject to the provisions of these Articles the Association may in General Meeting appoint as Members of the Association to serve until the conclusion of the next Annual General Meeting any person or persons, for the time being approved by the Board, interested in the aims and objects of the Association.

Not more than 20 persons at any one time shall be members appointed under this Article.

6. The Secretary and the holder for the time being of the office of Chief Executive of the Association shall be members, each until such time as he may retire or be removed from office.

7. Every person shall within one month after being nominated or appointed as a member under any of the provisions of these presents sign and deliver to the Secretary of the Association a written consent to become a member and in default he shall not become or be a member.

8. Any person, group or body entitled to nominate a member or members under Article 4 may at any time in writing signed by him or it terminate the membership of any member so nominated by him or it, and may at any time in like manner fill any vacancy caused by a member so nominated ceasing for any reason to be a member by nominating another person as a member in his place.

9. No appointment or removal of a nominated member shall operate until written notice of the appointment or removal shall be received by the Secretary of the Association.

10. The Association shall have power by resolution of a General Meeting to appoint honorary and ex officio members for life or such lesser period on such terms and conditions as they shall think fit.

Not more than 10 persons at any one time shall be members appointed under this Article.

11. Without prejudice to the provisions of Article 8 any member of the Association shall cease to be a member (A) if he shall die; (B) if he shall resign by giving notice in writing to the Association to that effect; (C) if he shall be removed from membership by a resolution passed by a majority of at least three-fourths of the members present and voting thereon at a General Meeting of the Association at which he shall have been given a proper opportunity of attending and being heard.

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GENERAL MEETINGS

12. The Association shall hold a General Meeting every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notice calling it. Every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

13. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

14. The Board 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 is provided by section 132 of the Act.

15. Twenty-one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association: but with the consent of all the members entitled to attend and vote thereat, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

16. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

18. No business shall be transacted at a General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject as herein otherwise provided the quorum shall be ten members personally present.

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19. If within half an hour of the time appointed for the holding of a General Meeting a quorum is not present the meeting if called on the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place or to such other date, time and place as the Board shall by not less than two days' notice appoint and if at the adjourned meeting a quorum is not present within a quarter of an hour from the time appointed for holding the meeting the members present shall be a quorum.

20. The President (if any) of the Association shall preside as Chairman at every Annual General Meeting. If there is no such President or if he is not present within fifteen minutes after the time appointed for holding the meeting or is present and unwilling to preside, the Chairman of the Board shall preside and failing him the members shall choose one of themselves to preside as Chairman at that meeting.

21. 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 place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When an adjourned meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting: otherwise it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

22. At any General Meeting a resolution put to the vote shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five members or by a member or members present and representing one-tenth of the total votes of all the members having the right to vote at the meeting and unless a poll is so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particu[illegible] and an entry to that effect in the Minute Book of the Association shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

23. A poll duly demanded on the election of a Chairman of a meeting or on a question of adjournment shall be taken forthwith. A poll duly demanded on any other question shall be taken at such time and place and in such manner as the Chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

24. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

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25. Save as otherwise provided by Article 52, on a show of hands every member present in person shall have one vote and on a poll every member present in person or by proxy shall have one vote

26. 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 the poll is demanded shall be entitled to a second or casting vote.

27. A proxy need not be a member of the Company.

28. An instrument appointing a proxy shall be in writing in the usual form or in any other form which the Board may accept and:-

(A) in the case of an individual shall be signed by the appointer or by his attorney; and

(B) in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or officer of the corporation.

The Board may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed.

29. An instrument appointing a proxy must be left at such place or one of such places (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is so specified, at the registered office) not less than forty-eight hours before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used, and in default shall not be treated as valid. Provided that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered in relation to any subsequent meetings to which it relates.

30. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

31. A vote cast by proxy shall not be invalidated by the previous death or insanity of the principal or by the revocation of the appointment of the proxy or of the authority under which the appointment was made provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the registered office at least one hour before the commencement of the meeting or adjourned meeting or the time appointed for the taking of the poll at which the vote is cast.

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HONORARY OFFICERS

32. The Association at each Annual General Meeting shall appoint from amongst its members an Honorary Treasurer of the Association and may appoint from amongst its members a President of the Association and such other Honorary Officers (if any) as it may think fit to hold office until the end of the next Annual General Meeting, and may by resolution of a General Meeting fill any casual vacancy occurring in the office of any Honorary Officers who may have been appointed by the Association. All Honorary Officers shall be ex-officio members of the Board.

BOARD OF MANAGEMENT

33. The affairs of the Association shall be managed by a Board of Management (in these presents referred to as "the Board") which shall consist of not less than 11 members inclusive of Honorary Officers.

34. The Board may from time to time and at any time appoint any member of the Association as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the conclusion of the next Annual General Meeting, but he shall then be eligible for re-election.

POWERS OF THE BOARD

35. The business of the Association shall be managed by the Board who may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

36. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than seven it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

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SECRETARY

37. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

38. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two members of the Board and of the Secretary, who shall sign every instrument to which the Seal shall be so affixed in their presence.

DISQUALIFICATION OF MEMBERS OF THE BOARD

39. The office of a member of the Board shall be vacated:-

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes of unsound mind.

(C) If he ceases to be a member of the Association.

(D) If by notice in writing to the Association he resigns his office.

(E) If he ceases to hold office by reason of any order made under section 168 of the Act.

(F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

(G) If he ceases to be a member by virtue of section 185 of the Act.

ROTATION OF MEMBERS OF THE BOARD

40. At each Annual General Meeting in addition to members of the Board who cease to hold office by virtue of Article 34, one-third of the other members of the Board for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

41. The members of the Board to retire shall be those who have been longest in office since their last election. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. A retiring member of the Board shall be eligible for re-election.

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42. The Association may, at the meeting at which a member of the Board retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

43. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to office on the Board at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than fourteen intervening days.

44. In addition and without prejudice to the provisions of section 184 of the Act, the Association may by Extraordinary Resolution remove any member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD

45. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, ten shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In cases of an equality of votes the Chairman shall have a second or casting vote.

46. The Chairman or any five members of the Board may, and on the request of the Chairman or any five members of the Board the Secretary shall, at any time summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting. The Board shall meet at least four times in every year.

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47. The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.

48. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Board generally.

49. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.

50. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board shall, notwithstanding it be afterwards discovered that there was some defect in appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Board.

MINUTES

51. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

CLAIMS BY SUBSCRIBERS

52. No subscriber shall be present or represented or entitled to vote at any meeting of the Association or of the Board of any committee of the Board at which a claim by such subscriber is considered, while such claim is under consideration.

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ACCOUNTS

53. The Board shall in conformity with the requirements of section 147 of the Act cause proper accounts to be kept showing in detail the receipts and expenditure of the Association and the matter in respect of which the same take place, the assets and liabilities of the Association and all sales and purchases of goods by the Association, and proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

54. The books of account shall be kept at the registered office of the Association or (subject to section 147(3) of the Act) at such other place or places as the Association may think fit and shall always be open to the inspection of members of the Board. They shall also be open to the inspection of members of the Association between the hours of 10 a.m. and 4 p.m. on every day in the week except Saturdays and Sundays and public holidays.

55. In each year the Board shall in accordance with sections 148, 150 and 157 of the Act cause to be prepared and laid before the Annual General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections. A copy of every Balance Sheet (including every document required by law to be annexed thereto) together with a copy of the report of the Auditors shall not less than 21 clear days before the date of the meeting be sent to the Auditors and to every member of the Association who is entitled to receive a notice of a General Meeting of the Association.

56. Within six months of the end of each financial year or other period of the Association there shall be supplied to the Board of Trade a Statement certified as correct by the Auditors for the time being of the Association showing the total amount paid in benefits to Subscriber-Members of the Association and to Subscriber-Members of the Board respectively and the total benefits distributed during the preceding financial year or other period.

AUDIT

57. Once at least in every year the accounts of the Association shall be audited by one or more properly qualified Auditors. Auditors of the Association shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act and for the purposes of such sections the members of the Board shall be regarded as the Directors.

NOTICES

58. Any notice may be served on any member of the Association either personally or by sending it through the post in a prepaid letter addressed to such member at his address as appearing in the Register of Members.

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59. Any member described in the Register of Members by an address not within the United Kingdom who shall from time to time give to the Board an address within the United Kingdom at which notices may be served upon him shall be entitled to have notice served upon him at that address but save as aforesaid only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Association.

60. Any notice served by post shall be deemed to have been served on the day following that on which the letter containing the same was posted.

WINDING-UP

61. The provisions of Clause 9 of the Memorandum of the Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

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(7)

No. 515058

The Companies Act, 1948

SPECIAL RESOLUTION

OF

THE BEDFORD HOSPITAL SERVICE ASSOCIATION

Passed on 11th December, 1967

AT an EXTRAORDINARY GENERAL MEETING of the Members of the Association, held on the 11th December 1967, the following Resolution was duly proposed and passed as a Special Resolution:-

SPECIAL RESOLUTION

"THAT the name of the Association be changed from "The Bedford Hospital Service Association" to "Provincial Hospital Services Association" and that the Board of Trade be requested to approve such change of name."

L. SKEVINGTON
Secretary

COMPANIES HOUSE
-7 DEC 1990
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No. 515058

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS THE BEDFORD HOSPITAL SERVICE ASSOCIATION (the word "Limited" being omitted by Licence of the Board of Trade) was incorporated as a limited company under the Companies Act, 1948, on the Ninth day of January, 1953

AND WHEREAS by special resolution of the Company and with the approval of the Board of Trade it has changed its name

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of PROVINCIAL HOSPITAL SERVICES ASSOCIATION

GIVEN under my hand at London this Third day of January One Thousand Nine Hundred and Sixty-eight.

B.J.D. STYLES
Assistant Registrar of Companies

COMPANIES HOUSE
- 7 DEC 1970

LICENCE BY THE BOARD OF TRADE

Pursuant to Section 19(1) of the Companies Act, 1948

WHEREAS it has been proved to the Board of Trade that THE BEDFORDSHIRE AND DISTRICT HOSPITAL SERVICE ASSOCIATION which is about to be registered under the Companies Act, 1948 as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 19th Section of that Act, and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association.

NOW, THEREFORE, the Board of Trade in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by twenty two members thereof on the tenth day of December, 1952, do by this their licence direct THE BEDFORDSHIRE AND DISTRICT HOSPITAL SERVICE ASSOCIATION to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this First day of January, 1953.

J. COWEN

An Assistant Secretary of the Board of Trade

COMPANIES HOUSE
- 7 DEC 1990
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