



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
COMMUNITY INTEREST COMPANY**

Company No. 6593089

The Registrar of Companies for England and Wales hereby certifies that:

**HEALTH FOR E. ENGLAND 3 COMMUNITY INTEREST
COMPANY**

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



N06593089R

Given at Companies House on **14th May 2008.**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

1000092/350

The Companies Acts 1985 and 2006

**Company Limited by Guarantee
and not having a share capital**

Memorandum of Association

of

Health for E. England 3 Community Interest Company



1 COMMUNITY INTEREST COMPANY

The Company is to be a community interest company.

2 NAME

The Company's name is "Health for E. England 3 Community Interest Company"

3 REGISTERED OFFICE

The Company's registered office will be in England and Wales at First Floor, 146 Buckingham Palace Road, London SW1W 9TR

4 OBJECTS

The Company's object is to carry on activities which benefit the community and in particular (without limitation) to

- a) Raise, invest and grant funds for innovation and improvement in patient care and public health education, and,
- b) To carry out any other activities consistent with the Company's status as a community interest company.

5 POWERS

The Company has the power to do anything which is incidental or conducive to the furtherance of its object.

6 LIMITED LIABILITY

The liability of the Members is limited

7 GUARANTEE

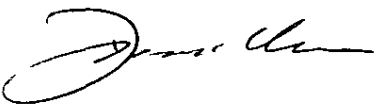
Every Member of the Company undertakes to contribute a sum not exceeding £1 to the assets of the Company if it is wound up during his, her or its membership or within one year afterwards

- (a) for payment of the debts and liabilities of the Company contracted before he, she or it ceased to be a Member;
- (b) for the costs, charges and expenses of winding up, and
- (c) for the adjustment of the rights of the contributories among themselves

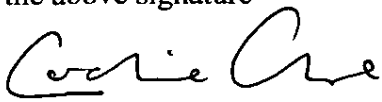
We, the subscribers to this Memorandum, wish to form a Company pursuant to this Memorandum

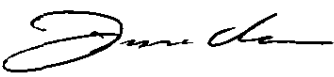
Names, Addresses and Signatures of Subscribers

Guarantee

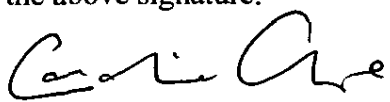
1. Signature  £1
 Name Donald Macrae, signing on behalf of Project Health Ltd
 Address: 146 Buckingham Palace Road, London SW1W 9TR
 Date 15/4/08


Witness to the above signature

Signature. 
Name C Ayre
Address Flat 1, 14 Taunton Drive, London N2 8JD

2 Signature:  £1
 Name Donald Macrae
 Address Montana, West Hill Rd, Woking Surrey
 Date 15/4/08

Witness to the above signature:

Signature 
Name C Ayre
Address Flat 1, 14 Taunton Drive, London N2 8JD

3. Signature  £1
Name Michael Higgins
Address: Flat 1, 27 Roland Gdns, London SW7 3PF
Date 17.04.07

Witness to the above signature

Signature 

Name C. Ayre

Address Flat 1, 14 Taunton Drive, London N2 8JD

The Companies Acts 1985 and 2006

**Company Limited by Guarantee
and not having a share capital**

**Articles of Association
of
Health for E. England 3 Community Interest Company**

TABLE OF CONTENTS

Subject	Articles
<i>Part One: Definitions and Interpretation</i>	
Definitions	1
Interpretation	2
<i>Part Two: Asset Lock</i>	
Transfer of assets	3
<i>Part Three: Directors' Functions</i>	
Directors' general authority to manage the Company	4
Limits on Directors' functions	5
Directors' general authority to delegate functions	6
Committees of Directors	7
<i>Part Four: Decision-making by Directors</i>	
Scope of rules	8
Directors to take decisions collectively	9
Unanimous decisions	10
Majority decisions	11
Meetings of Directors	12
Conflicts of interest	13
Records to be kept	14
Specified number of Directors for majority decisions	15
Chairing of meetings of Directors	16
Directors' discretion to make further rules	17
Defect in appointment	18
<i>Part Five: Directors' Appointment and Terms of Service</i>	
Minimum number of Directors	19
Eligibility to be a Director	20
Methods of appointing Directors	21
Election of Directors at general meetings	22

Termination of Directors' appointment	23
Directors' remuneration and other terms of service	24
Directors' expenses	25
<i>Part Six: Members</i>	
Appointment of Members	26
Transfer and termination of Membership	27
<i>Part Seven: General Meetings</i>	
General meetings	28
Notice	29
Quorum	30
Conduct of business – general	31
Voting procedures	32
Minutes	33
<i>Part Eight: Miscellaneous</i>	
Company Secretary	34
Company seal	35
Accounts and reports	36
Notices	37
Indemnity	38

PART ONE: DEFINITIONS AND INTERPRETATION

1 DEFINITIONS

In these Articles the following terms shall have the following meanings

Term	Meaning
“The Companies Acts”	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force,
“2004 Act”	the Companies (Audit, Investigations and Community Enterprise) Act 2004
“address”	in relation to electronic communications, includes any number or address used for the purposes of such communications
“Articles”	the Company’s Articles of Association
“Asset Locked Body”	a community interest company, a Charity, Scottish Charity, Northern Ireland Charity or a body established outside the United Kingdom) that is equivalent to any of those persons
“Chair”	the meaning given in article 16
“Charity”	(except in the phrases “Scottish Charity” and “Northern Ireland Charity”) the meaning given by Section 96 of the Charities Act 1993
“clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
“Company”	Health for E. England 3 Community Interest Company
“Director”	a Director of the Company, including any person occupying the position of Director, by whatever name called
“Directors’ functions”	the meaning given in article 4(1)
“electronic”	the meaning given in the Electronic Communications Act

communication”	2000
“in writing”	written printed or transmitted writing including by electronic communication
“majority decision”	the meaning given in article 11
“Members”	the members of the Company as defined in the 1985 Act
“Memorandum”	the Company’s Memorandum of Association
“Northern Ireland Charity”	a charity within the meaning of the Charities Act (Northern Ireland) 1964
“Regulations”	the Community Interest Company Regulations 2005
“Regulator”	the Regulator of Community Interest Companies
“relevant quorum”	the meaning given in article 15(1)
“remuneration”	any reasonable payment or benefit received, or to be received, by a Director or employee of the Company in consideration for that Director’s or employee’s services to the Company, and any arrangement in connection with the payment of a pension, allowance or gratuity to or in respect of any person who is to be, is, or has been a Director or employee of the Company or any of its predecessors in business
“Scottish Charity”	A body entered in the Scottish Charity Register
“Secretary”	the individual appointed as Company Secretary under article 34
“subsidiary”	the meaning given in section 736 of the Companies Act 1985
“unanimous decision”	the meaning given in article 10.

2 INTERPRETATION

(1) Unless the context requires otherwise, words or expressions defined in

- (a) the Companies Acts,
- (b) the 2004 Act, or

(c) the Regulations,

have the same meaning in the Articles.

(2) Without prejudice to the generality of paragraph (1)

(a) **“community”** is to be construed in accordance with section 35 of the 2004 Act and Part 2 of the Regulations,

(b) **“financial year”** has the meaning given in section 223 of the 1985 Act, and

(c) **“transfer”** includes every description of disposition, payment, release or distribution and the creation or extinction of an estate or interest in, or right over, any property, or, in Scotland, a right, title or interest in or over any property

(3) Unless the context requires otherwise, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

(4) Unless the context requires otherwise, words in the singular include the plural and words in the plural include the singular

(5) All headings and explanatory notes are included for convenience only they do not form part of the Articles, and shall not be used in the interpretation of the Articles

PART TWO: ASSET LOCK

3 TRANSFER OF ASSETS

(1) The Company shall not transfer any of its assets other than for full consideration.

(2) Provided the condition specified in paragraph (3) is satisfied, paragraph (1) shall not apply to:

(a) the transfer of assets to any Asset Locked Body specified in the Memorandum or Articles for the purposes of this article or (with the consent of the Regulator) to any other Asset Locked Body, and

(b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body.

(3) The condition is that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum or the Articles

(4) If.

(a) the Company is wound up under the Insolvency Act 1986, and

- (b) all its liabilities have been satisfied,

then any residual assets shall be given or transferred to the specified Asset Locked Body specified in the Memorandum and Articles for the purposes of this article

PART THREE: DIRECTORS' FUNCTIONS

4 DIRECTORS' GENERAL AUTHORITY TO MANAGE THE COMPANY

- (1) The Directors' functions are

- (a) to manage the Company's business, and
- (b) to exercise all the powers of the Company for any purpose connected with the Company's business

- (2) The Directors may delegate their functions in accordance with the Articles.

5 LIMITS ON DIRECTORS' FUNCTIONS

- (1) The Members may, by special resolution:

- (a) alter the scope of the Directors' functions, or
- (b) require the Directors to act in a specified manner.

- (2) No special resolution passed under paragraph (2) shall have retrospective effect.

6 DIRECTORS' GENERAL AUTHORITY TO DELEGATE FUNCTIONS

- (1) Subject to the Articles, the Directors may delegate any of their functions to any person they think fit.

- (2) The Directors must not delegate to any person who is not a Director any decision connected with

- (a) the taking of decisions by Directors, or
- (b) the appointment of a Director or the termination of a Director's appointment

- (3) Any delegation under paragraph (1) may authorise further delegation of the Directors' functions by any person to whom they are delegated.

7 COMMITTEES OF DIRECTORS

- (1) Two or more Directors are a "committee" if the Directors have

- (a) delegated any of the Directors' functions to them; and
 - (b) indicated that they should act together in relation to that function.
- (2) The provisions of the Articles about how the Directors take decisions shall apply, as far as possible, to the taking of decisions by committees.

PART FOUR: DECISION-MAKING BY DIRECTORS

8 SCOPE OF RULES

- (1) References in the Articles to decisions of Directors are to decisions of Directors which are connected with their functions
- (2) Except where the Articles expressly provide otherwise, provisions of the Articles about how the Directors take decisions do not apply:
 - (a) when the Company only has one Director, or
 - (b) to decisions delegated to a single Director.

9 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

Any decision which the Directors take must be either a unanimous decision or a majority decision.

10 UNANIMOUS DECISIONS

- (1) The Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter.
- (2) A unanimous decision need not be taken at a meeting of Directors, or involve any discussion between Directors

11 MAJORITY DECISIONS

- (1) The Directors take a majority decision if
 - (a) every Director has been made aware of a matter to be decided by the Directors;
 - (b) all the Directors who indicate that they wish to discuss or vote on the matter have had a reasonable opportunity to communicate their views on it to each other; and
 - (c) a majority of those Directors vote in favour of a particular conclusion on that matter at a meeting of Directors

- (2) Paragraph (1)(a) does not require communication with any Director with whom it is not practicable to communicate, having regard to the urgency and importance of the matter to be decided

12 MEETINGS OF DIRECTORS

- (1) Any Director may call a meeting of Directors.
- (2) Every Director must be given reasonable notice of a meeting of Directors.
- (3) Paragraph (2) does not require notice to be given:
- (a) in writing; or
 - (b) to Directors to whom it is not practicable to give notice, having regard to the urgency and importance of the matters to be decided, or who have waived their entitlement to notice
- (4) Directors participating in a meeting of Directors.
- (a) must participate at the same time, but may be in different places; and
 - (b) may communicate with each other by any means.
- (5) Questions arising at a meeting of Directors shall be decided by a majority of votes, in case of an equality of votes, the Chair shall have a second or casting vote
- (6) A Director who is an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote
- (7) Except as provided by paragraphs (5) and (6), in all proceedings of Directors each Director must not have more than one vote

13 CONFLICTS OF INTEREST

- (1) In this article, a “relevant interest” is:
- (a) any interest which a Director has in; or
 - (b) any duty which a Director owes to a person other than the Company in respect of, an actual or proposed transaction or arrangement with the Company.
- (2) For the purposes of paragraph (1)(a), a Director shall be deemed to have an interest in a transaction or arrangement if
- (a) the Director or any partner or other close relative of the Director has an actual or potential financial interest in that transaction or arrangement,

- (b) any person specified in paragraph (2)(a) is a partner in a firm or limited partnership, or a director of or a substantial shareholder in any Company, which has an actual or potential commercial interest in that transaction or arrangement, or
 - (c) any other person who is deemed to be connected with that Director for the purposes of section 317 of the 1985 Act has a personal interest in that transaction or arrangement
- (3) Subject to paragraph (8)(b), a Director who has a relevant interest must disclose the nature and extent of that interest to the other Directors
- (4) Subject to paragraphs (5) and (6), when the Directors take a majority decision on any matter relating to a transaction or arrangement in which a Director has a relevant interest
 - (a) no Director who has such a relevant interest may vote on that matter; and
 - (b) for the purposes of determining whether a relevant quorum is present, or whether a majority decision has been taken in relation to that matter, such a Director's participation in the decision-making process shall be ignored.
- (5) Paragraph (4) does not apply
 - (a) if the Director's interest cannot reasonably be regarded as giving rise to any real possibility of a conflict between the interests of the Director and the Company, or
 - (b) if the Director's interest only arises because the Director has given, or has been given, a guarantee, security or indemnity in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries.
- (6) The Members may by ordinary resolution decide to disapply paragraph (4), either in relation to majority decisions generally or in relation to a particular decision
- (7) Subject to the Companies Acts, if a Director complies with paragraph (3):
 - (a) that Director
 - (i) may be a party to, or otherwise interested in, the transaction or arrangement in which that Director has a relevant interest; and
 - (ii) shall not, by reason of being a Director, be accountable to the Company for any benefit derived from that transaction or arrangement; and
 - (b) the transaction or arrangement in which that Director has a relevant interest shall not be liable to be treated as void as a result of that interest
- (8) For the purposes of paragraph (3):
 - (a) a general notice given to the Directors that a Director is to be regarded as having a specified interest in any transaction or arrangement shall be deemed to be a

disclosure that the Director has an interest in any such transaction or arrangement of the nature and extent so specified; and

- (b) any interest of which a Director has no knowledge, and could not reasonably be expected to have knowledge, shall be disregarded

14 RECORDS TO BE KEPT

(1) The Directors are responsible for ensuring that the Company keeps a record in writing, of:

- (a) every unanimous or majority decision taken by the Directors, and
- (b) every declaration by a Director of an interest in an actual or proposed transaction with the Company

(2) Any record kept under paragraph (1) must be kept.

- (a) for at least ten years from the date of the decision or declaration recorded in it,
- (b) together with other such records; and
- (c) in such a way that it is easy to distinguish such records from the Company's other records

15 SPECIFIED NUMBER OF DIRECTORS FOR MAJORITY DECISIONS

(1) Subject to paragraph (2), no majority decision shall be taken at a meeting of Directors unless two (the "relevant quorum") participate in the meeting and are entitled to vote on the matter on which a majority decision is to be taken

(2) If the Company has one or more Directors, but the total number of Directors is less than the relevant quorum, a meeting of Directors may take a majority decision

- (a) to appoint further Directors; or
- (b) that will enable the Members to appoint further Directors.

16 CHAIRING OF MEETINGS OF DIRECTORS

(1) The Directors shall appoint a Director to chair all meetings of Directors.

(2) If the person appointed under paragraph (1) is for any reason unable or unwilling to chair a particular meeting, the Directors shall appoint another Director to chair that process.

(3) The Directors may terminate an appointment made under paragraph (1) or paragraph (2) at any time.

(4) A Director appointed under this article shall be known as the Chair for as long as such appointment lasts.

17 DIRECTORS' DISCRETION TO MAKE FURTHER RULES

- (1) Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions.
- (2) The Directors must ensure that any rule which they make about how they take decisions is communicated to all persons who are Directors while that rule remains in force.

18 DEFECT IN APPOINTMENT

- (1) This article applies if:

- (a) a decision is taken by the Directors, or a committee of the Directors, or a person acting as a Director, and
- (b) it is subsequently discovered that a person who, acting as a Director, took, or participated in taking, that decision:
 - (i) was not validly appointed as a Director,
 - (ii) had ceased to hold office as a Director at the time of the decision;
 - (iii) was not entitled to take that decision, or
 - (iv) should, in consequence of a conflict of interests, not have voted in the process by which that decision was taken.

- (2) Where this article applies:

- (a) the discovery of any defect of the kind specified in paragraph (1)(b) shall not invalidate any decision which has been taken by, or with the participation of, the person in relation to whom that defect existed, and
- (b) any such decision shall be as valid as if no such defect existed in relation to any person who took it or participated in taking it.

PART FIVE: DIRECTORS' APPOINTMENT AND TERMS OF SERVICE

19 MINIMUM NUMBER OF DIRECTORS

The number of Directors shall not be less than two.

20 ELIGIBILITY TO BE A DIRECTOR

- (1) A person shall not be a Director unless that person.

- (a) is a Member and (if that person is an individual) is willing to serve as a Director and has attained the age of 18 years, and
 - (b) is elected or appointed as a Director in accordance with the Articles
- (2) No person shall be elected or appointed as a Director in circumstances which, if that person had already been a Director, would have resulted in that person ceasing to be a Director under the Articles.

21 METHODS OF APPOINTING DIRECTORS

- (1) The first Directors shall be the persons named in the Form 10 upon incorporation.
- (2) Thereafter, Directors may be appointed
 - (a) by decision of the Directors; or
 - (b) by ordinary resolution of the Members,provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.
- (3) No powers to appoint Directors may be given to persons who are not Members which immediately after their exercise could result in the majority of the Directors having been appointed by persons who are not Members

22 ELECTION OF DIRECTORS AT GENERAL MEETINGS

- (1) A person who wishes to be considered for election or re-election as a Director at a general meeting shall give notice to the Secretary at least fourteen but not more than thirty-five clear days before the date appointed for the meeting.
- (2) At least seven but not more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is eligible for election or re-election as Director and has given notice under paragraph (1) (each such person being, for the purposes of this article, a "candidate")
- (3) Every notice given under paragraphs (1) and (2) shall state those particulars which would be required to be included in the Company's register of Directors if the person to which the notice relates were to be elected a Director
- (4) Subject to paragraph (5), the question whether each such person is to be elected as a Director shall be decided by a separate ordinary resolution of the Members at the general meeting.
- (5) If:

- (a) a number has been fixed by or in accordance with the Articles as the maximum number of Directors (the "relevant maximum"), and
- (b) the election of all of the candidates would cause the number of Directors to exceed the relevant maximum,

then the election of Directors shall follow the procedure set out in paragraph (6) rather than that set out in paragraph (4).

(6) Where the conditions specified in paragraph (5) are fulfilled

- (a) each Member shall be invited to vote on the candidates by ranking them in order of preference on ballot papers which they must sign and return to the Company at or before the general meeting in order to cast their votes on the candidates (and any ballot papers returned at the general meeting must be returned before the time appointed for the return of ballot papers by the chair of the meeting);
- (b) the general meeting may be adjourned for the counting of votes under paragraph (6)(a) (and, if it is so adjourned, the existing Directors shall continue in office until the outcome of the vote has been determined); and
- (c) the candidates elected as Directors shall be those who have been ranked highest in order of preference, taking account of the average of all Members' votes, and shall be equal in number to the relevant maximum less the number of existing Directors

(7) If fewer than the minimum number of Directors are elected at a general meeting, the Directors shall appoint further Directors to fill any vacancy.

23 TERMINATION OF DIRECTORS' APPOINTMENT

(1) A person shall cease to be a Director if.

- (a) that person ceases to be a Member;
- (b) that person ceases to be a Director by virtue of any provision of the Companies Acts or is prohibited by law from being a Director,
- (c) any notice to the Company that that person is resigning or retiring from office as Director takes effect (except that where such resignation or retirement would otherwise lead to the Company having fewer than two Directors, it shall not take effect until sufficient replacement Directors have been appointed),
- (d) the Members pass an ordinary resolution removing that person from office;
- (e) a contract under which that person is appointed as a Director of, or personally performs services for, the Company or any of its subsidiaries terminates, and the Directors decide that that person should cease to be a Director;

- (f) the Directors decide, at a meeting of Directors, that that person should be removed from office, but such a decision shall not be taken unless the person in question has been given:
 - (i) at least fourteen clear days' notice in writing of the proposal to remove that person from office, specifying the circumstances alleged to justify removal from office, and
 - (ii) a reasonable opportunity of being heard by, or of making representations in writing to, the Directors
- (2) No powers to remove Directors may be given to persons who are not Members which immediately after their exercise could result in either:
 - (a) the majority of the remaining Directors having been appointed by persons who are not Members; or
 - (b) the number of Directors removed during the financial year of the Company by persons who are not Members exceeding the number of the remaining Directors,

but this shall not prevent a Director from appointing, or subsequently removing, an alternate director, if permitted to do so by the Articles.

24 DIRECTORS' REMUNERATION AND OTHER TERMS OF SERVICE

- (1) Subject to the Companies Acts, and the Articles, the Company satisfying the community interest test, and any resolution passed under paragraph (2), the Directors may decide the terms (including as to remuneration) on which a Director is to perform Directors' functions, or otherwise perform any service for the Company or any of its subsidiaries
- (2) The Members may by ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled, either generally or in particular cases.

25 DIRECTORS' EXPENSES

The Company may meet all reasonable expenses which the Directors properly incur in connection with

- (a) the exercise of their functions; or
- (b) the performance of any other duty which they owe to, or service which they perform for, the Company or any of its subsidiaries

PART SIX: MEMBERS

26 APPOINTMENT OF MEMBERS

- (1) The subscribers to the Memorandum are the first Members of the Company.
- (2) Such other persons as agree to become Members of the Company, whose names are entered in the register of Members, and who are admitted to membership in accordance with the Articles, shall be Members of the Company
- (3) No person shall be admitted as a Member of the Company unless he, she or it is approved by the Directors.
- (4) Every person who wishes to become a Member shall execute and deliver to the Company an application for membership in such form (and containing such information) as the Directors require

27 TRANSFER AND TERMINATION OF MEMBERSHIP

- (1) Membership is not transferable to anyone else.
- (2) Membership is terminated if
 - (a) the Member dies or ceases to exist,
 - (b) the Members pass an ordinary resolution expelling the Member, or
 - (c) otherwise in accordance with the Articles.
- (3) No resolution shall be passed under paragraph (2) unless the Member has been given
 - (a) at least fourteen clear days' notice in writing that it is proposed to expel him, her or it, specifying the circumstances alleged to justify expulsion, and
 - (b) a reasonable opportunity of being heard by or of making written representations to the Members passing the ordinary resolution

PART SEVEN: GENERAL MEETINGS (MEETINGS OF MEMBERS)

28 GENERAL MEETINGS

- (1) The Directors may decide to call a general meeting at any time.
- (2) The Directors shall call a general meeting on receiving a requisition to that effect in accordance with the Companies Acts.

29 NOTICE

- (1) Notice of general meetings shall be given to every Member, the Directors and the Company's auditors (if any).
- (2) All general meetings shall be called by at least 14 clear days' notice in writing.
- (3) Every notice calling a general meeting shall specify.
 - (a) the place, date and time of the meeting, and
 - (b) the general nature of the business to be transacted
- (4) If a special resolution is to be proposed, the notice shall contain a statement to that effect and set out the text of the special resolution.

30 QUORUM

- (1) No business shall be transacted at any meeting unless a quorum is present.
- (2) The quorum for a general meeting shall be two persons present who are entitled to vote on the business to be transacted, each person being a Member, a proxy for a Member or a duly appointed representative of a corporate Member
- (3) If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned for a minimum of seven days until such time as the Directors determine.

31 CONDUCT OF BUSINESS – GENERAL

- (1) The Chair shall preside as chair of the general meeting. In the Chair's absence, the Members shall appoint some other Director, or (if no Director willing to preside is present) Member to preside
- (2) The chair
 - (a) may adjourn the meeting from time to time and from place to place, with the consent of a meeting at which a quorum is present, and
 - (b) shall do so if so directed by the meeting or in accordance with the Articles.
- (3) No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place
- (4) When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice

- (5) Except as required by law, all decisions of the Members at a general meeting shall be made by ordinary resolution.

32 VOTING PROCEDURES

- (1) Every Member who is an individual present in person or by proxy, and every corporate Member present by proxy or by its duly authorised representative, shall have one vote
- (2) A person who is not a Member shall not have any right to vote at a general meeting of the Company (except as the proxy or (in the case of a corporate Member) duly authorised representative of a Member)
- (3) Paragraphs (1) and (2) are without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures
- (4) A declaration by the chair that a resolution has been

- (a) carried;
- (b) carried unanimously, or by a particular majority,
- (c) lost, or
- (d) not carried by a particular majority, and

an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

- (5) The proceedings at any general meeting shall not be invalidated by reason of any accidental informality or irregularity (including with regard to the giving of notice) or any want of qualification in any of the persons present or voting
- (6) No objection shall be raised to the qualification of any voter except at the general meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding

33 MINUTES

- (1) The Directors shall cause minutes to be made and kept in writing of all proceedings at general meetings of the Company
- (2) Any such minute, if purported to be signed by the chair of the meeting, or by the chair of the next succeeding general meeting, shall be sufficient evidence of the proceedings

PART EIGHT: MISCELLANEOUS

34 COMPANY SECRETARY

- (1) Subject to the provisions of the Companies Acts, the Directors may appoint an individual to act as Company Secretary for such term and at such remuneration and upon such other conditions as they may think fit
- (2) The Directors may decide to remove a person from the office of Secretary at any time.

35 COMPANY SEAL

- (1) This article applies if the Company has a seal (the “common seal”)
- (2) The common seal shall only be applied to a document if its use on that document has been authorised by a decision of the Directors

36 ACCOUNTS AND REPORTS

- (1) The Directors shall comply with the requirements of the Companies Acts and any other applicable law as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies of annual reports and accounts.
- (2) Subject to paragraph (3), the Company’s statutory books and accounting records shall be open to inspection by the Members during usual business hours.
- (3) The Company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by Members

37 NOTICES

- (1) Except where the Articles provide otherwise, any notice to be given to or by any person under the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice.
- (2) The Company may give any notice to any person under the Articles:
 - (a) in person;
 - (b) by sending it by post in a prepaid envelope addressed to that person at that person’s registered address, or by leaving it at that address;
 - (c) by fax or by electronic communication to an address provided for that purpose; or
 - (d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person.

(3) A person present at any meeting shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called

(4) Proof that

- (a) an envelope containing a notice was properly addressed, prepaid and posted, or
- (b) that an electronic communication or fax has been transmitted to the correct address or number,

shall be conclusive evidence that the notice was given.

(5) A notice shall, unless the contrary is proved, be deemed to be given:

- (a) at the expiration of 48 hours after the envelope containing it was posted; or
- (b) in the case of a notice contained in an electronic communication or fax, at the expiration of 48 hours after the time it was transmitted

38 INDEMNITY

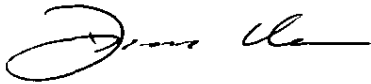
(1) Subject to the Companies Acts, a Director shall be indemnified out of the Company's assets against any expenses which that Director incurs:

- (a) in defending civil proceedings in relation to the affairs of the Company (unless judgement is given against the Director and the judgement is final);
- (b) in defending criminal proceedings in relation to the affairs of the Company (unless the Director is convicted and the conviction is final),
- (c) in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company (unless the Court refused to grant the Director relief, and the refusal is final).

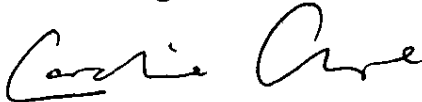
(2) Judgement, conviction or refusal of relief becomes final if the period for bringing an appeal or any further appeal has ended and any appeal brought is determined, abandoned or otherwise ceases to have effect.

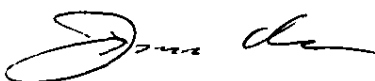
(3) This article is without prejudice to any other indemnity to which a Director may be entitled.

Names, Addresses and Signatures of Subscribers

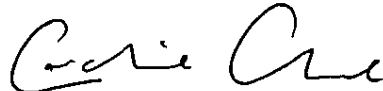
1 Signature: 
Name: Donald Macrae, signing on behalf of Project Health Ltd
Address: 146 Buckingham Palace Road, London SW1W 9TR
Date: 15/04/08

Witness to the above signature.

Signature: 
Name: C Ayre
Address: Flat 1, 14 Taunton Drive, London N2 8JD

2 Signature: 
Name: Donald Macrae
Address: "Montana", West Hill Road, Woking, Surrey
Date: 15/4/08

Witness to the above signature

Signature: 
Name: C Ayre
Address: Flat 1, 14 Taunton Drive, London N2 8JD

3

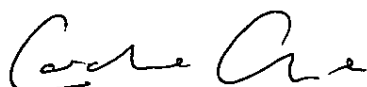
Signature 

Name Michael Higgins

Address Flat 1, 27 Roland Gdns, London SW7 3PF

Date 18.04.08

Witness to the above signature:

Signature 

Name C Ayre

Address Flat 1, 14 Taunton Drive, London N2 8JD

160002 / 350

CIC 36

Declarations on Formation of a Community Interest Company

For official use
(Please leave blank)

*Please
complete in
typescript, or
in bold black
capitals.*

Company Name in
full

Health for E England 3 CIC

SECTION A: DECLARATIONS ON FORMATION OF A COMMUNITY INTEREST COMPANY

1 We/I, the undersigned, declare that the company whose proposed name appears above will not be

- (a) a political party;
 - (b) a political campaigning organisation; or
 - (c) a subsidiary of a political party or of a political campaigning organisation.
- (as defined in regulation 2 of the Community Interest Company Regulations 2005 ("**the Regulations**")). (See note 1)

2. We/I further declare that the company will carry on its activities for the benefit of the community, or a section of the community, (as defined in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 ("**the Act**") and the Regulations. Please insert a short description of the community, or section of the community, which it is intended that the company will benefit, in the space provided below (See note 2):

The company's activities will provide benefit to...

The company will support improvements in health and health-related services across a range of sectors within the community through local consultation and the distribution of funding

SATURDAY



AGHNSZL6

10/05/2008

COMPANIES HOUSE

COMPANIES HOUSE

46

2

COMPANY NAME

Health for E. England 3 CIC

SECTION B: COMPANY ACTIVITIES

Please indicate how it is proposed that the company's activities will benefit the community (or a section of the community). Please provide as much detail as possible to enable the Regulator to make a properly informed decision about whether your company is eligible to be a community interest company (See note 3). We would find it useful if you brought out how you think your company will be different from a commercial company providing similar services or products for individual, personal gain.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? (The community will benefit by)
The company is being set up to improve health services in the local community	The activity will ensure that <ul style="list-style-type: none">• funding streams mirror the identified regional and local community health needs,• local people's needs and interests are represented through local consultation,• there is increased availability of health/health-related funding to local providers of health/health-related services,• there is an increase in health/health-related service quality, quantity and diversity across the community
If the company makes any surplus it will be used for Fostering the company's objectives	

(Please continue on separate continuation sheet if necessary)

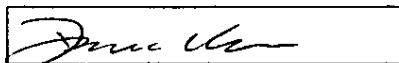
COMPANY NAME

Health for E England 3 CIC

SECTION C: SIGNATORIES

Each person who will be a first director of the company must sign the declarations.

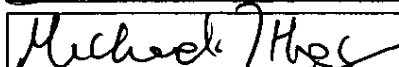
Signed



Date

11/4/08

Signed



Date

18.04.08

Signed

Date

Signed

Date

Signed

Date

(Please continue on separate continuation sheet if necessary.)

CHECKLIST

These declarations must be accompanied by the following documents under section 10 of the Companies Act 1985 or Article 21 of the Companies (Northern Ireland) Order 1986 – have you included them with your application?

- (a) Memorandum and articles of association, which comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (b) Form 10 or Form 21 - First directors and secretary and intended situation of registered office
- (c) Form 12 or Form 23 - Declaration on application for registration
- (d) Any completed continuation sheets

You do not have to give any contact information in the box opposite but if you do, it will help the Registrar of Companies to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

First Floor, 146 Buckingham Palace Rd, London, SW1W 9TR

Tel 2077306226

DX Number

DX Exchange

When you have completed and signed the form please send it to the Registrar of Companies at.

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX235 Edinburgh

for companies registered in Scotland

or LP – 4 Edinburgh 2

or

Companies Registry, Department of Enterprise, Trade and Investment, Waterfront Plaza, 8 Laganbank Road Belfast BT1 3BS

for companies registered in Northern Ireland

NOTES

- 1 A company is not eligible to be formed as a community interest company if it will be an "excluded company" If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form
2. Insert a short description of the community or section of the community which it is intended that the company will benefit (e g "the residents of Oldtown" or "those suffering from XYZ disease")
- 3 This form will be placed on the public record at Companies House or Companies Registry Northern Ireland **Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to Registrar of Companies with the other formation documents.**



Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals

CHWP000

Declaration on application for registration

Company Name in full

Health for E England 3 CIC

I, Donald Macrae

of "Montana" West Hill Road Woking Surrey

† Please delete as appropriate

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

Declared at 146 Buckingham Palace Rd, SW1W 9TR

Day Month Year

On 08 05 2008

● Please print name

before me ●

ALASTAIR PURCELL

Signed

Date

08/05/08

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query

Fiona Driscoll, First Floor, 146 Buckingham Palace Rd London SW1W 9TR

Tel 02077306226

DX number

DX exchange

Companies House receipt date barcode

This form has been provided free of charge
by Companies House

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at

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

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Companies House
for the record

10¹

*Please complete in typescript,
or in bold black capitals*

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

Health for E England 3 CLC

Proposed Registered Office

(PO Box numbers only, are not acceptable)

First Floor

146 Buckingham Palace Rd

Post town

London

County / Region

Postcode

SW1W 9TR

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record

First Floor,

146 Buckingham Palace Rd, London

SW1W 9TR

Tel 0207 7306226

DX number

DX exchange

Companies House receipt date barcode
***This form is been provided free of charge
by Companies House***

When you have completed and signed the form please send it to the
Registrar of Companies at

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

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name	Health for E England 3 CIC		
NAME	*Style / Title	Mr	*Honours etc
* Voluntary details	Forename(s)	Michael	
	Surname	Higgins	
	Previous forename(s)		
	Previous surname(s)		
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address In the case of a corporation or Scottish firm, give the registered or principal office address	Address ††	Flat 1,	
	<input type="checkbox"/>	27 Roland Gardens	
	Post town	London	
	County / Region		Postcode SW7 3PF
	Country	UK	

I consent to act as secretary of the company named on page 1

Consent signature  Date 12. 04. 08

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc
	Forename(s)	Michael	
	Surname	Higgins	
	Previous forename(s)		
	Previous surname(s)		
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address In the case of a corporation or Scottish firm, give the registered or principal office address	Address ††	Flat 1	
	<input type="checkbox"/>	27 Roland Gdns	
	Post town	London	
	County / Region		Postcode SW7 3PF
	Country	UK	

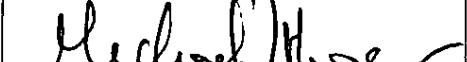
Date of birth Day Month Year 18/8/08 19/5/16 Nationality BRITISH

Business occupation COMPANY DIRECTOR

Other directorships THOMSON INFORMATION PLC


PROSTATE THERAPY LTD

I consent to act as director of the company named on page 1

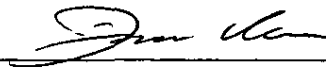
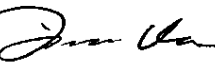
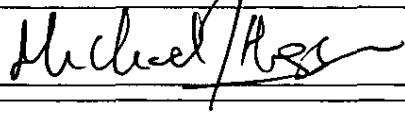
Consent signature  Date 12. 04. 08

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr		*Honours etc						
* Voluntary details	Forename(s)	Donald								
	Surname	Macrae								
	Previous forename(s)									
	Previous surname(s)									
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	Address ††	Montana								
		West Hill Road								
	Post town	Woking								
	County / Region	Surrey	Postcode	GU22 7UJ						
	Country	UK								
	Date of birth	Day	Month	Year	Nationality	BRITISH				
		1	4	01	1	9	5	2		
	Business occupation	Consultant								
	Other directorships	Project Health Ltd								
	I consent to act as director of the company named on page 1									
	Consent signature				Date	15/4/08				

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e. those who signed as members on the memorandum of association).

Signed		Date	15/4/08
Signed	 on behalf of Project Health Ltd.	Date	15/4/08
Signed		Date	18.04.08
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	