



COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering* Insert full
name of Company

Name of company

* THE NATIONAL ASSOCIATION FOR THE WELFARE OF CHILDREN IN HOSPITAL
LIMITEDI, MARTIN PARKER
of 34 SOUTH MOLTON STREET
LONDON
W1Y 2BP† 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(2)(b) and that all the requirements of the above Act in respect of the registration of the~~
above company and of matters precedent and incidental to it have been complied with,

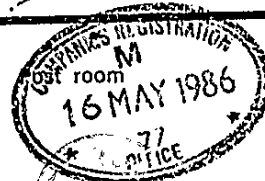
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 51 South Molton St.
London W1

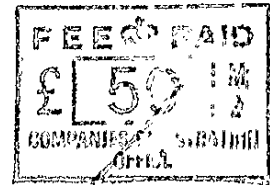
Declarant to sign below

the fourteenth day of March
One thousand nine hundred and eighty six
before me Norman LipmanMartin Parker

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.
NORMAN LIPMAN

Presenter's name address and
reference (if any):HARBOTTLE AND LEWIS
34 SOUTH MOLTON STREET
LONDON
W1Y 2BPFor official Use
New Companies Section

504170/L



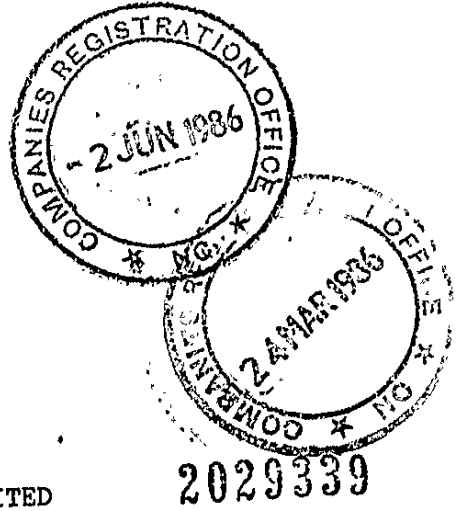
THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE NATIONAL ASSOCIATION FOR THE
WELFARE OF CHILDREN IN HOSPITAL LIMITED



1. The name of the Company is THE NATIONAL ASSOCIATION FOR THE WELFARE OF CHILDREN IN HOSPITAL LIMITED.
2. The registered office of the Company will be situate in England.
3. (a) The object for which the Company is established is to promote the welfare of sick children and for that purpose:-
 - (i) to bring to the notice of parents teachers those employed in or under training for the National Health Service those responsible for training medical and nursing staffs and the public in general the special needs of children in hospital
 - (ii) to seek to ensure that all children's wards are designed to accommodate parents with their children and include indoor and outdoor playspace for child patients and the children of visiting parents and a rest-room for living-in or visiting parents
 - (iii) to promote the treatment of sick children at home wherever possible
 - (iv) to provide an information service for parents and others interested in the welfare of children in hospital
 - (v) to provide a means of liaison and co-ordination and a channel of communication between members of the Company and kindred organisations and to seek publicity on a national scale for the objects of the Company



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(b) In furtherance of these objects but not further or otherwise the Company shall have the following powers:-

- (i) To present, promote, organise, provide manage and produce exhibitions, lectures, performances and teaching conducive to the encouragement and advancement of education and to enter into agreements and engagements with lecturers, teachers, authors and other persons and to retain advisers and to reimburse such persons and advisers by salaries or fees.
- (ii) To associate with charitable organisations willing to support the objects of the Company and subject as hereinafter provided to protect and promote their interests by any legal means insofar as such interests are in accordance with the objects of the Company including the support, provision of advice and assistance in the conduct of proceedings relevant to them and the acquisition, codification and co-ordination of material relevant to the activities of the Company.
- (iii) To co-operate with manufacturers, dealers, traders, the press and other sources of publicity for the purpose of promoting the objects of the Company.
- (iv) to procure to be written and print, publish, issue, circulate or otherwise disseminate gratuitously or otherwise, reports and periodicals, books, pamphlets, leaflets and other literature, particularly to the parents, relevant professionals, relatives and friends of sick children, as well as to children themselves.
- (v) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Company shall not undertake any permanent trading activity in raising funds for its primary objects.
- (vi) To take and accept any gifts of property of any description whether subject to any special trusts or not, for the purposes of the Company.
- (vii) To undertake and execute any charitable trusts.
- (viii) To purchase, acquire or undertake all or any of the property, liabilities and engagements of such charitable organisations and institutions with which the Company may co-operate or federate.
- (xi) To purchase, lease, hire or otherwise acquire and to sell, let, mortgage, dispose of, turn to account and subject to such consents as may be required by law from time to time otherwise deal with real and personal property and any rights or privileges which may be thought expedient to promote the objects of the Company and to maintain, construct, alter, pull down and convert buildings for the purpose of the Company.

- (xii) Subject to such consents as may be required by law from time to time and subject as hereinafter provided to borrow or raise money and to execute and issue security as the Company shall think fit including mortgages, charges or securities over the whole or any part of its assets, present or future.
- (xiii) To lend money and give credit to to take security for such loans or credit and to guarantee, become or give security for the performance of contracts by any person or company as may be necessary for the furtherance of the objects of the Company.
- (xiv) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments, for the purpose of or in connection with the objects of the Company.
- (xv) To invest and deal with the moneys of the Company not immediately required in such manner as the Company may from time to time determine subject nevertheless to such conditions (if any) and such contents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xvi) As employers of staff to make all reasonable and necessary provision for the payment of superannuation and pensions to or on behalf of employees and their wives, widows, widowers and other dependants.
- (xvii) To pay out of the funds of the Company the costs of forming and registering the Company.
- (xviii) To do all such other lawful things as shall further the attainment of the objects of the Company.

(c) PROVIDED THAT:-

- (i) In the case the Company shall take or hold any property which may be subject to any trust, the company shall only deal with or invest the same in such manner as allowed by law.
- (ii) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 members of the Executive Committee and members of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts,

neglects and defaults, for the due administration of such property in the same manner and to the same extent as they would have if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such members of the Executive Committee and members of the Company, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company and no member of the Executive Committee shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in moneys or money's worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company:-

- (a) of a reasonable and proper remuneration to any Member, officer or servant of the Company (not being a member of the Executive Committee) for any services rendered to the Company and to any member of the Executive Committee being a solicitor or other person engaged in any profession who shall be entitled to charge and be paid all usual professional or other charges for work done by him or his firm in connection with the execution of the objects hereof.
- (b) of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any Member of the Company or of the Executive Committee.
- (c) to any member of the Executive Committee of out-of-pocket expense.
- (d) to a company of which a Member of the Company or of the Executive Committee may be a Member holding not more than one hundredth part of the capital of such Company.

5. The liability of the Members is limited.

6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding in the case of any Member the sum of £1.

7. If upon the winding up or dissolution of the Company there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but

shall be given or transferred to some other charitable society, institution or organisation having objects similar to those of the Company and which shall be established for charitable purposes only and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed on the Company by Clause 4 hereof such society, institution or organisation to be determined by the Members of the Company at or before the time of dissolution and if so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions that may be imposed in accordance with regulations of the Company shall be audited and the correctness of the balance sheet ascertained by a properly qualified auditor.

WE, the persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this MEMORANDUM OF ASSOCIATION.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

HOLA ROSS HONEYMAN, 364, WEST WAY, BROADSTONE,
DORSET. SENIOR PLAY THERAPIST. *Hola P. Honeyman*
J M Davison

JOHN CHARLES SILVERTHORNE, 10 SCOTCH ORCHARD, KICKFIELD.
RETIRED. *J. C. Silvertorne*
J M Davison

JOHN ANDREW KILBY, 11 WINFIELD HOUSE, VICTORIA
CHAMBERED ACCOUNTANT CRESCENT, WADON SWIL 3LN
JA Kilby
J M Davison

JEAN WILE RIGBY BIRMINGHAM
MATRON / DIRECTOR OF CHILDRENS HOSP
NURSING SERVICES, LADY WOOD MIDDLE
WAY
BIRMINGHAM
J. W. Rigby
J M Davison

ROSALYN BURNS.
HOUSEWIFE
Rosalyn Burns

12 THE MIDDLELINES
SEVENOAKS
KENT TN13 2NW
J M Davison

DATED the 14th day of March 1986

WITNESS to the above signatures : *J M Davison*

JENNIFER MARION DAVISON
25 DERWENT ROAD
PALMERS GREEN
LONDON N13 4PY
Administrator

THE COMPANIES ACT 1985

2029339

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
THE NATIONAL ASSOCIATION FOR
THE WELFARE OF CHILDREN IN HOSPITAL LIMITED

1. In these Articles:-

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

"the Seal" means the common seal of the Company

"Secretary" means any person appointed to perform the duties of the Secretary of the Company

"the United Kingdom" means Great Britain and Northern Ireland
Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act

MEMBERS

2. The Company is established for the purposes expressed in the Memorandum of Association.
3. The number of Members with which the Company proposes to be registered is unlimited
4. (a) The Members of the Company shall be the subscribers to the Memorandum of Association and such of the following as the Executive Committee shall admit to Membership and as pay the appropriate subscription:-



- (i) organisations whether incorporated or not established maintained and accepted by the Executive Committee as branches of the Company ("Branches") and
 - (ii) individuals willing and able to support the objects of the Company and accepted by the Executive Committee as special members ("Special Members") and
 - (iii) individuals willing and able to support the objects of the Company and accepted by the Executive Committee as Corresponding Members in districts of the United Kingdom (by reference to the boundaries of the jurisdiction of the District Health Authorities and hereinafter called "Districts") where the Company has no Branch or corresponding member ("Corresponding Members") and
 - (iv) individuals accepted by the Executive Committee as honorary members ("Honorary Members") who shall have no voting rights
- (b) Save as hereinafter provided the rights and privileges of a Member shall not be transferable
5. (a) (i) Branches shall each have one vote at meetings of the Company which they are entitled to attend and shall each appoint a representative to attend vote and speak at such meetings and Branches shall save as herein provided only be entitled to act in relation to the Company by their appointed representatives
- (ii) A representative properly appointed in accordance with this Article is hereinafter called a Branch Representative
- (iii) A Branch Representative shall be entitled to appoint a single proxy who would be entitled to be a member of the Branch represented by the Branch Representative to vote in his or her stead at meetings of the Company at which the Branch Representative would be entitled to vote
- (iv) A Special Member shall have one vote at meetings of the Company which he or she is entitled to attend and may appoint a single proxy who would be entitled to be a Member to vote in his or her stead at such meetings
- (v) A Corresponding Member shall have one vote at meetings of the Company which he or she is entitled to attend and may appoint a proxy who would be entitled to be a Member to vote in his or her stead at such meetings
- (b) (i) A Branch Representative shall be appointed by a Branch giving written notice of the name of such Member's Representative to the Secretary not later than 14 days before any action is taken by such Representative and may be replaced from time to time by the same notice

(ii) A Branch Representative shall automatically cease to be a Branch Representative if the Branch represented ceases to be a Branch

(c) Each Branch or the Branches in an area where there is more than one Branch shall elect a member of the Branch or of one of the Branches in question to sit on the Executive Committee as representative of the area in question ("Area Representative") and the Company shall inform each Branch of the area in which it is situated for this purpose

6. A Member shall cease to be a Member of the Company:-

- a) upon giving notice in writing to the Company resigning from membership
- (b) upon a two-thirds majority of the Executive Committee of the Company giving the Member notice requiring the Member to resign from membership
- (c) (if an individual) upon dying, becoming of unsound mind or bankrupt, or compounding with his or her creditors
- (d) (if a corporation) upon its having a winding up resolution passed or winding up petition presented or a receiver being appointed of any of its assets
- (e) if a Branch not being a corporation upon its passing a resolution for its dissolution

REGISTERS

7. The Executive Committee shall cause the following registers to be kept at the Registered Office of the Company:-

- (a) a Register of Members
- (b) a Register of the interests of the Members of the Executive Committee in debentures of the Company or its associated Companies

8. The Executive Committee shall cause such Registers as are kept under the provisions of Article 6 hereof to be completed and made available for inspection in accordance with the provisions of the Act

GENERAL MEETINGS

9. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the company and that of the next Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year

of its incorporation or in the following year The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint

10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
11. The Executive Committee may, whenever it thinks 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 368 of the Act If at any time there are not within the United Kingdom sufficient members of the Executive Committee acting to form a quorum, any member of the Executive Committee or any two Members of the Company may convene and Extraordinary General Meeting in the same manner as nearly possible as that in which meetings may be convened by the Executive Committee

NOTICE OF GENERAL MEETINGS

12. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such Members as are, under the Articles of the Company, entitled to receive such notice from the Company:-

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the Members
13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an

Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Executive Committee and Auditors, the election of members of the Executive Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors

15. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three Members or 1/10th of the membership whichever is the greater present in person or by proxy shall be a quorum
16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum
17. The Chair, or one of the Vice-Chairs, of the Executive Committee shall preside as Chair at every General Meeting of the Company, or if there is no such Chair or Vice-Chair or if they shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Executive Committee present shall elect one of their number to be Chair of the meeting
18. If at any meeting no member of the Executive Committee is willing to act as Chair or if no member of the Executive Committee is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chair of the meeting
19. The Chair, may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting). adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded (a) by the Chair or (b) by at least two Members present in person or by proxy or (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting Unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence

of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

21. Except as provided in Article 22 if a poll is duly demanded it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
23. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
24. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.
25. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, then error shall not vitiate the results of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chair of the Meeting, be sufficient magnitude to vitiate the result of the voting.

VOTES OF MEMBERS

26. The voting rights of the Members shall be as prescribed in Article 5 hereof.
27. The instrument appointing a proxy shall be in legible writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a Branch, either under seal or under the hand of an officer or attorney duly authorised.
28. The instrument appointing a proxy (which shall be valid for twelve months) and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

MEMBERS OF THE EXECUTIVE COMMITTEE

29. Until otherwise determined by a General Meeting the number of members of the Executive Committee shall not be less than five nor more than twenty two. The subscribers to the Memorandum of Association shall be the first members of the Executive Committee and subject thereto at least one third of the members of the Executive Committee shall be Area Representatives who shall each upon being elected in accordance with Article 5 hereof become members of the Executive Committee and who shall cease to be members of the Executive Committee if the Branch of which the Area Representative is a member ceases to be a Branch.
30. Subject to Article 31 the Executive Committee shall have power at any time, and from time to time, to appoint any person to be a member of the Executive Committee, either to fill a casual vacancy or as an addition to the existing Executive Committee, but so that the total membership of the Executive Committee shall not at any time exceed the number fixed in accordance with these Articles. Any member of the Executive Committee so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Executive Committee who are to retire by rotation at such meeting.
31. Subject to Article 29 no person who is not a Special or Corresponding Member of the Company or a member of a Branch shall be entitled to hold office as a member of the Executive Committee.
32. No member of the Executive Committee shall vacate his or her office or be ineligible for re-appointment as a member of the Executive Committee nor shall any person be ineligible for appointment as a member of the Executive Committee by reason only of his or her having attained any particular age.

BORROWING POWERS

33. The Executive Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

34. The business of the Company shall be managed by the Executive Committee who shall be its committee of Management and Governing Body and who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.

35. (a) The Executive Committee shall have the power from time to time to make such Rules or By Laws as they deem necessary to expedient or convenient for the proper conduct and management of the Company and its Branches and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such Rules or By Laws regulate:-
- (i) The conditions of membership including in the case of prospective branches rules relating to their capacity and willingness to support the Company's objects themselves to obtain charitable status to elect their own members and regulate their membership in a manner acceptable to the Company and to obtain and submit regularly to the Company properly certified accounts
 - (ii) the rights and privileges of Members and the terms on which Members may resign or have their membership terminated and the entrance fees subscriptions and other fees or payments to be made by Members
 - (iii) the conduct of Members of the Company in relation to one another and to the Company's servants
 - (iv) the appointment of Branch Representatives and the election of Area Representatives
 - (v) the allocation of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes
 - (vi) all such matters as are commonly the subject matter of Company rules
- (b) The Company in General Meetings shall have power to alter or repeal the Rules or By Laws and to make additions thereto and the Executive Committee shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or By Laws which so long as they shall be in force shall be binding on all Members of the Company Provided nevertheless that no Rule or By Law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine
37. The Executive Committee shall cause minutes to be made of all appointments of officers made by them, of the names of the Members of the Executive Committee present at each meeting of the Executive Committee and of any sub-committee of the Executive Committee, and of all resolutions and proceedings at all meetings of the Company, and of

the Executive Committee, and of sub-committees of the Executive Committee and any such minutes if signed by the Chair of such meeting or by the Chair of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated

38. The Executive Committee may act notwithstanding any vacancy in the Board but if the number of members of the Executive Committee is less than the minimum prescribed herein they may only act as the Executive Committee to admit persons to membership of the Company fill vacancies in the Executive Committee or summon a General Meeting

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

39. (a) The office of member of the Executive Committee shall be vacated if the member of the Executive Committee:-
- (i) has a receiving order made against him or her or makes an arrangement or composition with his or her creditors generally
 - (ii) becomes prohibited from being a Director of a company by reason of any provision of the Act or
 - (iii) becomes of unsound mind or
 - (iv) resigns his or her office by notice in writing to the Company or
 - (v) is removed from office by a resolution duly passed pursuant to Section 303 of the Act or
 - (vi) ceases to be a Member of the Company or
 - (vii) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in the manner required by section 317 of the Act
- (b) A member of the Executive Committee shall not vote in respect of any contract in which he or she is interested or any matter arising thereout and if he or she does so vote such vote shall not be counted

ROTATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

40. (a) One third of the Members of the Executive Committee shall retire from office at each Annual General Meeting or if their number is not three or a multiple of three, then the number nearest one third shall retire from office
- (b) The Members of the Executive Committee to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Executive Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

- (c) A retiring member of the Executive Committee shall be eligible for re-election provided that after six consecutive years in office a member of the Executive Committee shall not be eligible for re-election until one year has elapsed from the date on which he ceases to hold office unless his ineligibility would cause members of the Executive Committee to fall below the minimum number herein provided
 - (d) The Company at the meeting at which a member of the Executive Committee retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring member of the Executive Committee shall, if offering himself or herself 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 of the Executive Committee shall have been put to the meeting and lost
 - (e) No person other than a Area Representative elected in accordance with Article 5 hereof or a member of the Executive Committee retiring at the meeting shall unless recommended by the Executive Committee be eligible for election to the office of member of the Executive Committee at any General Meeting unless, not less than 35 days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a Member duly qualified to attend and vote at the said meeting notice of his or her intention to propose such person for election, and also notice in writing signed by that person of his or her willingness to be elected (the Secretary shall not later than 56 days before the General Meeting in question send forms to Members inviting nominations)
 - (f) Provided that the members of the Executive Committee shall be not fewer than five the Company may from time to time by Ordinary Resolution increase or reduce the number of members of the Executive Committee, and may also determine in what rotation the increased or reduced number is to go out of office
41. The Company may by ordinary resolution of which special notice has been given in accordance with section 379 of the Act, remove any member of the Executive Committee before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member of the Executive Committee
42. The Company may by ordinary resolution appoint another person in place of a member of the Executive Committee removed from office under the immediately preceding article Without prejudice to the powers of the Executive Committee under Article 33 the Company in General Meeting may appoint any person to be a member of the Executive Committee either to fill a casual vacancy or as an additional member of the Executive Committee The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he or she had become a member of the Executive Committee on the day on which the member of the Executive Committee in whose place he or she is appointed was last elected a member of the Executive Committee

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

43. (a) The Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. A member of the Executive Committee may, and the Secretary on the requisition of a member of the Executive Committee shall, at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Executive Committee to any member of the Executive Committee for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Executive Committee shall be four.
- (b) The Executive Committee shall elect from their number annually a Chair who shall not serve as Chair for more than three consecutive years and two vice-chairs who shall not serve as vice-chairs for more than two consecutive years but if at any meeting neither the Chair nor a Vice-Chair is present within five minutes after the time appointed for holding the same, the members of the Executive Committee present may choose one of their number to be Chair of the meeting.
- (c) A meeting of the Executive Committee at which a quorum is present, shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Executive Committee generally.
44. The Executive Committee may delegate any of their powers to committees consisting of such Members of the Executive Committee as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee. All acts and proceedings of such committees shall be reported promptly to the full body of Executive Committee.
45. A Committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chair of the meeting.
46. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chair shall have a second or casting vote.
47. All acts done by any meeting of the Executive Committee or of a committee of members of the Executive Committee, or by any person acting as a member of the Executive Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee.

48. A resolution in writing, signed by all the Members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held

THE SECRETARY AND TREASURER

49. The Secretary not being a member of the Executive Committee shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them and the Company shall in each Annual General Meeting elect a Treasurer who shall be a Member of the Executive Committee and who shall hold office until the next Annual General Meeting

THE SEAL

50. The Executive Committee shall provide for the safe custody of the Seal, which shall only be used by the authority of the Executive Committee or of a committee of the Executive Committee authorised by the Executive Committee in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of the Executive Committee and shall be countersigned by the Secretary or by a second member of the Executive Committee or by some other person appointed by the Executive Committee for the purpose

ACCOUNTS AND DIRECTORS REPORT

51. The Executive Committee shall cause proper books of account to be kept in accordance with the provision of Schedule 221 of the Act with respect to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place
- (b) the assets and liabilities of the Company and
- (c) all those matters required by the Act to be shown in the Accounts of the Company

Proper books 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 Company's affairs and to explain its transactions

52. (a) The books of account shall be kept at the registered office of the Company, or, subject to Section 222 of the Act at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of the Executive Committee

(b) The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Executive Committee, and no Member (not being a member of the Executive Committee) shall have any right of inspecting any account or books or document of the Company except as conferred by Statute or authorised by the Executive Committee or by the Company in General Meeting subject nevertheless to the provision of Clause 8 of the Memorandum of Association of the Company

53. The Executive Committee shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and Executive Committee reports as are provided for in the Act

54. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report, shall not less than twenty one days before the date of the meeting be sent to every member of the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware

AUDIT

55. Auditors shall be appointed and their duties regulated in accordance with the Act

NOTICES

56. A notice may be given by the Company to any Member either personally or by sending it by post to the Member or to the Member's registered address, or (if the Member has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by the Member to the Company for the giving of notice to the Member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty four hours after the letter containing the same is posted

57. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them

(b) the auditor for the time being of the Company

No other person shall be entitled to receive notices of General Meetings

DISSOLUTION

58. Clause 7 of the Memorandum of Association of the Company shall have effect as if the provisions thereof were repeated herein

**Statement of first directors
and secretary and intended
situation of registered office****10**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

2029339Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* NATIONAL ASSOCIATION FOR THE WELFARE OF CHILDREN IN HOSPITAL LIMITED

* insert full name
of company

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

ARGYLE HOUSE,	
29-31 EUSTON ROAD,	
LONDON	
Postcode	NW1 2SD

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

X

HARBOTTLE AND LEWIS SOLICITORS,	
34 SOUTH MOLTON STREET,	
LONDON	
Postcode	W1Y 2BP

Number of continuation sheets attached (see note 1)

2Presentor's name address and
reference (if any):HARBOTTLE AND LEWIS,
34 SOUTH MOLTON STREET,
LONDON,
W1Y 2BP

1:26:njw

For official Use
General Section

Post room



Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

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

Continuation sheet No (1)
to Form No. 10

Company number

2029339

Name of company

* insert full name
of company

* **NATIONAL ASSOCIATION FOR THE WELFARE OF CHILDREN IN HOSPITAL LIMITED**

Particulars of other directors (continued)

Name (note 3) **JEAN WILE RIGBY**

Business Occupation
**MATRON OF BIRMINGHAM'S
CHILDRENS HOSPITAL**

Previous name(s) (note 3)

Nationality

Address (note 4) **BIRMINGHAM CHILDRENS HOSPITAL,**

BRITISH

LADYWOOD, MIDDLEWAY, BIRMINGHAM

Date of birth (where applicable)
(note 6)

Postcode

B16 8NT

I consent to act as director of the company named above (notes 8 and 10)

Signature

Date **14th March 1986**

Particulars of other directorships

NONE

† delete if
inappropriate

continued overleaf †

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

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

Continuation sheet No (2)
to Form No. 10

Company number

1

Name of company

* insert full name
of company

* NATIONAL ASSOCIATION FOR THE WELFARE OF CHILDREN IN HOSPITAL LIMITED

Particulars of other directors (continued)

Name (note 3)	JOHN ANDREW KILBY	Business Occupation	ACCOUNTANT
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	11 WINFIELD HOUSE, VICARAGE CRESCENT, LONDON	Date of birth (where applicable) (note 6)	
	Postcode	SW11 3LN	
I consent to act as director of the company named above (notes 9 and 10)			
Signature		Date 14th March 1986	
JA Kilby			

Particulars of other directorships

NONE

† delete if
inappropriate

continued overleaf †

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2029339

I hereby certify that

NATIONAL ASSOCIATION FOR THE WELFARE OF
CHILDREN IN HOSPITAL LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the

18TH JUNE 1986

D. G. Blackstock
D. G. BLACKSTOCK
an authorised officer