



Company number 11695500

Minutes of Meeting of Directors

Date held: 9th March 2022

Held at: Virtually via videoconference


Directors Present: Julia Patterson - Chairperson
Georgina Wood
Megan Smith

1. Quorum

- 1.1. It was confirmed that notice of the meeting had been given to all the Directors of the Company.
- 1.2. It was noted that a quorum of Directors was present at the meeting in accordance with the Company's Articles of Association.

2. Adoption by Directors of modified Memorandum of Association

- 2.1. It was unanimously agreed by the Directors that the Memorandum of Association of the Company be amended in the form contained in the Appendix to these minutes.

Signed .....Julia Patterson - Chairperson

Dated 9th March, 2022

Appendix 1

**AMENDMENT TO THE MEMORANDUM OF ASSOCIATION
OF
EVERYDOCTOR LIMITED
(completed on 23rd November, 2018)**

Adopted on 9th March, 2022

1. The name of the Company is EveryDoctor Limited.
2. The Company is registered in England and Wales (company number 11695500).
3. The registered office of the Company is situated in England and is currently Suites 1-3, The Hop Exchange, 24 Southwark Street, London, SE1 1TY.
4. The two founder members of the Company (the “founder members”) entered into a Memorandum of Association dated 23rd November, 2018 (the “2018 Memorandum”).
5. By a resolution of the founder members and directors dated 26th January, 2022, Dr Megan Smith became a member of the Company.
6. The objects for which the Company is established are unrestricted in accordance with section 31 of the Companies Act 2006, however for the avoidance of doubt, the three members of the Company wish to declare that the overriding object of the Company is to campaign nationally (and internationally where relevant) for a better and safer National Health Service (“NHS”) for NHS staff and patients by:
 - 6.1. Campaigning for the NHS to be appropriately funded so that every patient receives world class, gold standard care (in accordance with the guidelines of the National Institute for

Clinical Excellence in the UK, or peer-reviewed equivalents where no such guidelines exist).

- 6.2. Campaigning to ensure that the NHS is publicly funded, free at the point of use and is never run by for profit organisations, corporate or otherwise.
 - 6.3. Campaigning for the writing off/paying down of all Private Finance Initiative incurred NHS debt.
 - 6.4. Campaigning for NHS staff to work in conditions which comply with all national and international (as applicable) laws and best practice standards (including those enacted by the British Standards Institute and the Technical Committee of the International Organisation for Standardisation) relating to employment, health, safety and wellbeing.
 - 6.5. Campaigning to eliminate discriminatory practices against doctors and patients on the grounds of any “protected characteristic” as defined by the Equality Act 2010 (or any superseding legislation).
 - 6.6. Being committed to minimising the impact of our work on the environment.
 - 6.7. Challenging misleading media messaging about health, doctors, other NHS staff, and the NHS and promoting fair, evidence-based thinking in health-related policy and in the press coverage it attracts.
7. The income and property of the Company, howsoever generated, shall be applied solely towards the promotion of its objects as set out in this Memorandum of Association and as provided by the Companies Act 2006 and no portion thereof whatsoever 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, provided that nothing herein shall prevent any payment in good faith by the Company:

7.1. Of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company;

7.2. Of reasonable and proper recompense to any member, officer or servant of the Company for out-of-pocket expenses.

8. The liability of the members of the Company is limited to £1.

9. If, upon the winding up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, rather it shall be given or transferred to some other institution(s) having objects similar to those set out at paragraphs 6.1 to 6.8 above, and which prohibit(s) the distribution of its/their income and property to an extent at least as great as is imposed on the Company by virtue of paragraph 7 hereof, such institution(s) to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some other object.

10. We, the several persons whose names and addresses are contained within both the 2018 Memorandum and the resolution of members dated 9th March, 2022, formally subscribe to the Memorandum of Association of the Company as set out in the preceding paragraphs.

Signed:




Dated: 03/14/22

Julia Patterson

Suites 1-3, The Hop Exchange, 24 Southwark Street, London,
SE1 1TY

Doctor and Chief Executive of the Company

Signed: 

Dated: 03/13/22

Georgina Wood

Suites 1-3, The Hop Exchange, 24 Southwark Street, London,
SE1 1TY

Doctor

Signed: 

Dated: 9th March, 2022

Megan Smith

Suites 1-3, The Hop Exchange, 24 Southwark Street, London,
SE1 1TY

Doctor and Barrister (in-house counsel to the Company)