

THE COMPANIES ACTS
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
WRITTEN RESOLUTION OF THE MEMBERS (PASSED AS A SPECIAL
RESOLUTION)
LEONARD CHESHIRE DISABILITY ("THE COMPANY")
Company Registration Number: 552847

(Passed on 3rd September 2009 by all of the members unanimously as a resolution in writing pursuant Sections 288 and 296 of the Companies Act 2006)

I hereby certify that the following resolution was duly approved and passed on 3rd September 2009 by all of the Members of the Company entitled to receive notice of, attend and vote at General Meetings as at that date by means of a resolution in writing signed by each of them as a special resolution as if the same had been passed at a General Meeting duly convened and held.

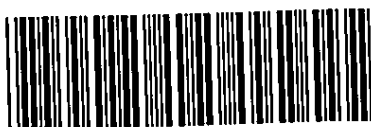
RESOLVED THAT:

1. The Articles of Association of the Company shall be amended by renumbering the existing Articles 45-52 (both inclusive) as Articles 46-53 (both inclusive)
2. The Articles of Association of the Company shall be further amended by adding in that document the following new words as a new Article 45.

CONFLICTS OF INTEREST

45. (A) Where the duty of a Trustee under Section 175(1) of Companies Act 2006 to avoid conflict of interest would otherwise be infringed in relation to a particular transaction or arrangement, the duty is not infringed if:
- (1) the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them;
 - (2) any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee; and
 - (3) the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted.
- (B) The Trustees shall also observe the rules in the Companies Act 2006, and such other rules as the Trustees adopt, as to the management of conflicts of duty or interest and to the extent required by law every Trustee shall fully disclose to the Trustees the circumstances giving rise to any conflict or potential conflict that he has.


ASHLEY SILVER
SECRETARY



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