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COMPANIES REGISTRATION OFFICE
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COMPANIES REGISTRATION

THE COMPANIES ACT, 1948

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

Pursuant to Section 15 (2).

Insert the Name of the Company. MACINTYRE SCHOOLS

LIMITED

REGISTERED
15 DEC 1966

Presented by

Wilkinson Howlett & Durham
14 Bedford Street
London. W.C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY LIMITED
COMPANY DEPARTMENT

COMPANIES REGISTRATION
12 DEC 1966

Form No. 41
(The fee is 5s.)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

F13138.3-6-65 Companies 6c [P.T.O.

I, KENNETH GORDON DOULTON

of 14 Bedford Street, Strand, London, W.C.2.

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

Do solemnly and sincerely declare that I am (a) a Solicitor of the Supreme Court engaged in the formation of

of

MACINTYRE SCHOOLS Limited,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

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

Declared at 25, Southampton Street

London, W.C.2.

the First day of December

one thousand nine hundred and sixty-six

K. G. Doulton

Before me,

The Companies Act 1948

COMPANIES REGISTRATION

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

894054/2

Memorandum of Association

OF

MacINTYRE SCHOOLS LIMITED

1. The name of the Company (hereinafter called "the Association") is "MacIntyre Schools Limited."

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

3. The object for which the Association is established is the relief of persons who are physically handicapped or mentally handicapped and in furtherance of this object and for no other purpose.

(A) To establish residential and day schools for physically handicapped and educationally retarded children, to provide special treatment and vocational training for such children, and to provide, promote and encourage the after care of students, scholars and patients. To co-operate in every possible manner with the local and public authorities in all matters relating to the progress, education and development of the children, and to join with such authorities and others having similar objects in all kinds of research and exchange of information. To print and publish any circulars or other literature relating to the welfare, treatment and education of physically handicapped and educationally retarded persons.

(B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

(C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as would further the promotion of its objects.

REGISTERED 15 DEC 1966

THE SOLICITORS LAW STATIONERY SOCIETY LIMITED COMPANY DEPARTMENT

COMPANIES REGISTRATION 12 DEC 1966

COMPANIES REGISTRATION 15 DEC 1966

(D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be necessary to its objects.

(E) To borrow or raise money for the purposes of the Association on such terms and on such security as may be determined from time to time.

(F) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(G) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.

(H) To do all such other things as are incidental or necessary to the attainment of the above objects or any of them.

Provided that :—

(i) In case the Association shall take or hold any property which may be subject to any charitable trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association 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, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but

they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £5.

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

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Robert Harvey Wright
6. Montague Road. Ealing - W. 13.
Property Manager.

Patrick Francis Kinna
65 Eltham Park Gardens, London S.E.9
Staff Manager

Ronald S. Pain
Orchardleigh, Briar Hill, Purley, Surrey.
Company Director.

Simon N. Haskell.
43 Chimney Hill, Bishop's Stortford Herts.
Lecturer Inst. of Educ. Univ. of London.

Michael John Hedge.
Cherry Tree Cottage, Trotts Lane, Westerham, Kent.
Life Assurance Manager.

Brian H. Kirman. M.D., D.P.M.
Queen Mary's Hospital for Children.
Carshalton - Surrey. Consultant Psychiatrist.

FELIX EDWARDSON. S.R.N. R.M.P.A. R.N.M.S. H.V.T.D.H.H.
PRINCIPAL NURSE TUTOR.
24. SELWYN ROAD
NEW MALDEN. SURREY.

Dated this 1st day of December, 1966.

Witness to the above Signatures—

K. Newton Wright

Kenilworth Court
Lower Richmond Road
Putney SW15

Insurance Representative

894054/3

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

MacINTYRE SCHOOLS LIMITED

REGISTERED
15 DEC 1966

GENERAL.

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

WORDS	MEANINGS
The Act	The Companies Act, 1948.
These presents ..	These Articles of Association, and the regulations of the Association from time to time in force.
The Association ..	The above-named Company.
The Council ..	The Council of Management for the time being of the Association.
The Office ..	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom ..	Great Britain and Northern Ireland.
Month	Calendar month.
In writing ..	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

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

Words importing persons shall include corporations.

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

2. The number of members with which the Association proposes to be registered is seven, but the Council may from time to time register an increase of members.

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

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

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

GENERAL MEETINGS.

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

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

8. The Council may whenever they determine from time to time convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

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

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

PROCEEDINGS AT GENERAL MEETINGS.

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

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

16. 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members

present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

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

VOTES OF MEMBERS.

21. Subject as hereinafter provided, every member shall have one vote.

22 Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person

named in the instrument proposes 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. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

27. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

"MACINTYRE SCHOOLS LIMITED.

"I, ,
"of ,
"a member of MACINTYRE SCHOOLS LIMITED, hereby
"appoint ,
"of ,
"and failing him, ,
"of ,
"to vote for me and on my behalf at the [Annual
"or Extraordinary, or Adjourned, as the case may
"be] General Meeting of the Association to be held
"on the day of ,
"and at every adjournment thereof.

"As witness my hand this day of 19 ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT.

28. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than five nor more than twenty.

29. The first members of the Council shall be the subscribers to the Memorandum of Association.

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

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

POWERS OF THE COUNCIL.

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

33. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY.

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

THE SEAL.

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

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

36. The office of a member of the Council shall be vacated—

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

(B) If he becomes of unsound mind.

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

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

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

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

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

ROTATION OF MEMBERS OF THE COUNCIL.

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

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

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

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

41. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

42. In addition and without prejudice to the provisions of section 184 of the Act, the Association may by Extraordinary

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

PROCEEDINGS OF THE COUNCIL.

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

44. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

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

46. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

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

48. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

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

50. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS.

51. The Council shall cause proper books of account to be kept with respect to—

(A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Association; and

(C) the assets and liabilities of the Association.

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 affairs of the Association and to explain its transactions.

52. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

53. The Council 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 Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

54. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time

10

being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (*c*) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

AUDIT.

55. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

56. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES.

57. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

58. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

59. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION.

60. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Robert Hartley Wright.
6. Montague Road. Ealing. W. 13.
Property Manager.

Patrick Francis Kinna
65 Eltham Park Gardens, London. S.E.9
Staff Manager

Robert S. Pain.
Orchardleigh, Briar Hill, Purley, Surrey.
Company Director.

Simon H. Haskell
43 Chimney Hill, Bishop's Stortford Herts.
Lecturer, Inst. of Educ. Univ. of London.

Michael John Hedge
Cherry tree Cottage, Watts Lane, Westerham Kent.
Life Assurance Manager.

Brian A. Kirman M.D., D.P.M.
Queen Mary's Hospital for Children. Carshalton,
Surrey. Consultant Psychiatrist

F. EDWARDSON. S.R.N. R.M.P.A. R.N.M.S. A.M.I.P.H.H.
PRINCIPAL NURSE TUTOR.
24. SELWYN ROAD, NEW MALDEN. SURREY.

Dated this 1st day of December, 1966.

Witness to the above Signatures— Helen Dorothy Wright

1 Kenilworth Court
Lower Richmond Road
Putney SW 15

C.173

DUPLICATE FOR THE FILE.

No. 894054

Certificate of Incorporation

I Hereby Certify that

MACINTYRE SCHOOLS LIMITED

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

Given under my hand at London this FIFTEENTH DAY OF DECEMBER ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L.S. Whitfield

Assistant Registrar of Companies.

Certificate received by THE SOLICITORS LAW STATIONERY SOCIETY LIMITED, OYEZ HOUSE, BREAMS BUILDINGS, FETTER LANE, LONDON, E.C.4 COMPANY DEPARTMENT Date 15 DEC 1966

7) D3493. 35421 50m 12/64 S(P&D L

DISSOLVED

894054 MACINTYRE SCHOOLS LIMITED

This Company was dissolved under Section 353(5) of the Companies Act, 1948, by notice in the London Gazette dated 19 JUN 1973

(R.W. WESTLEY)
Registrar

Companies Registration Office
Companies House 55-71 City Road London EC1Y 1BB

Telephone 01-253 9393 ext 259

THE SECRETARY
MACINTYRE SCHOOLS LIMITED
27, LENTON CLOSE,
BRAMPTON,
HUNTINGDON.

Please reply to The Registrar
Your reference
Our reference GAZ list 2992
D24/ 894054
Date 9 MAR 1973

Dear Sir/Madam

I hereby give notice under section 353(3) of the Companies Act, 1948, that after three months from the date of this letter, the name of your company will be struck off the register and the company will be dissolved unless objections are received in this office from persons interested. Should objections be received dissolution action will be suspended until they have been resolved, after which it will proceed. Previous correspondence with the secretary of the company refers.

Yours faithfully

S. PHILLIPS (MISS)

for Registrar

OFFICE

C 24

C.39

On Her Majesty's Service

LONDON
9 MAR
1973

OFFICIAL
PAID

Gone away

Department of Trade and Industry,
Companies House, 55/71, City Road, LONDON EC1Y 1BB

COMPANIES REGISTRATION OFFICE
Companies House, 55-71 City Road, London, E.C.1.
Telephone: 01-253 9393, Ext. 234

The Secretary,
MacIntyre Schools Limited.
1, Kenilworth Court,
Lower Richmond Road,
Putney, London. S.W.15.

Please address any reply to
THE REGISTRAR

and quote: CD2/894054

27 APR 1972

RECORDED DELIVERY

Dear Sir/Madam,

MacIntyre Schools ..... Limited

A letter, as printed overleaf, was sent on 22-3- 1972 to the Secretary of the above-named company at its last-notified registered office address.

No reply has as yet been received and accordingly I have to inform you that unless a reply (accompanied, if the company wishes to remain in existence, by the annual returns and fees) is received within one month of the date of this letter a notice will be published in the London Gazette with a view to removing the company from the register.

Yours faithfully

B. HARNESS (MRS.)

for Registrar

CD2

"Dear Sir,

The last annual return submitted by your company is in respect of the period ended .....14.10..... 19.68 and accordingly the Registrar considers that he has reasonable cause to believe that the company is no longer carrying on business or in operation. He therefore proposes, under the powers given in section 353 of the Companies Act 1948, to dissolve your company and to remove it from the register.

However, if your company wishes to remain in existence you should, within one month of the date of this letter, write to the Registrar confirming that this is the case and enclosing all the outstanding annual returns together with the appropriate registration fee of £3 on each.

Yours faithfully

for Registrar"

C. 39

On Her Majesty's Service

E985584 Recorded Delivery O.H.M.S.

PLEASE USE THE POST CODE

OFFICIAL PAID

Gone away

13

23733

Department of Trade and Industry,
Companies House, 55/71, City Road, LONDON EC1Y 1BB

894054/8 0'6/1 4/7/74 Diss 73

No. 1 of 1974

IN THE PETERBOROUGH COUNTY COURT

IN THE MATTER OF MACINTYRE SCHOOLS LIMITED

AND

IN THE MATTER OF THE COMPANIES ACTS 1948 to 1967

BETWEEN

PETERBOROUGH COUNTY COURT

MACINTYRE SCHOOLS LIMITED

and

THEO CROSBY — Petitioners

and

THE REGISTRAR OF COMPANIES — Respondent

UPON THE PETITION of the above-named MACINTYRE SCHOOLS LIMITED and of THEO CROSBY of 61 North Wharf Road London W2 1LA Director and a member of the said Company on the 22nd day of May 1974 preferred unto this Court

AND UPON HEARING the Solicitor for the Petitioners

AND UPON READING the said Petition the Affidavit of the said Theo Crosby filed on the 9th day of April 1974 and the Affidavit of Charles George Stephen Smith filed on the 2nd day of May 1974 and the exhibit of the said Affidavit of Charles George Stephen Smith

AND there being no opposition on behalf of Her Majesty to the relief sought by the said Petition as appears from the said Affidavit of the said Charles George Stephen Smith and the exhibit thereto

AND the Petitioners by their Solicitor undertaking within one month of the restoration of the name of the above-named Company to the Register of Companies:-

(i) to forward to the Registrar of Companies as required by Sections 124 and 126 of the above-mentioned Act a copy of the Annual Return of the said Company for each of the years 1969 1970 1971 1972 and 1973 together with the documents annexed thereto as required by Section 127 of the said Act

(ii) To send to the Registrar of Companies in Form No. 9A in The Companies (Forms) Order 1949 as required by Section 200 of the said Act a notification of any changes among the Directors of the said Company or its Secretary or in their particulars contained in

its register of directors and secretaries specifying the date of the change

(iii) to give to the Registrar of Companies as required by Section 107 of the said Act a notice of any change in the situation of the Registered Office of the said Company .

THIS COURT DOTH ORDER that the name of the above-named MACINTYRE SCHOOLS LIMITED be restored to the Register of Companies

AND IT IS ORDERED that an office copy of this Order be delivered to the Registrar of Companies and pursuant to the above-mentioned Act the said MACINTYRE SCHOOLS LIMITED is thereupon to be deemed to have continued in existence as if it had not been struck off

AND IT IS ORDERED that the Registrar of Companies do advertise this Order in his official name in the "London Gazette"

AND IT IS ORDERED that the Petitioners the said MACINTYRE SCHOOLS LIMITED and THEO CROSBY do pay to the Registrar of Companies his costs of the said Petition

DATED this 22nd day of May 1974

894054 / 28

No. 001963 of 1974

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

GROUP 'A'

MR. REGISTRAR BERKELEY

FRIDAY the 30th day of AUGUST 1974

IN THE MATTER of MACINTYRE SCHOOLS LIMITED

- and -

IN THE MATTER of THE COMPANIES ACT 1948

UPON THE APPLICATION by Originating Summons dated the 21st August 1974 of the above-named Macintyre Schools Limited whose registered office is situate at Westoning Manor, Westoning, Bedfordshire

AND UPON HEARING the Solicitors for the Applicant

AND UPON READING the said Originating Summons the Affidavit of Coralie Mary Steel and the Affidavit of Donald Yelland both filed the 28th August 1974 and the Memorandum of Deposit hereinafter mentioned

AND THE COURT being satisfied that the omission to deliver to the Registrar of Companies pursuant to Section 95 of the above mentioned Act the Memorandum of Deposit hereinafter mentioned together with the prescribed Particulars thereof was due to inadvertence and that it is just and equitable to grant relief DOTH pursuant to Section 101 of the said Act ORDER that the time for delivering to the Registrar of Companies for registration the

Memorandum of Deposit dated the 3rd July 1974 (whereby the Applicant deposited with Guinness Mahon & Co. Limited the deeds and documents relating to the freehold property known as Westoning Manor Westoning Bedfordshire by way of charge of such property to secure all monies owed by the Applicant to the said Guinness Mahon & Co. Limited and interest as therein mentioned) together with the prescribed Particulars thereof be and the same is hereby extended to the 20th day of September 1974

M.B. REGR.

AND IT IS ORDERED that the Applicant do deliver an Office Copy of this Order to the Registrar of Companies

AND THIS ORDER is without prejudice to the rights of any person acquired during the period between the date of the creation of the said Memorandum of Deposit and the date of its actual registration

MAURICE BERKELEY

REGISTRAR

OFFICE COPY
SUPREME COURT
COMPANIES COURT
OF JUDICATURE

Companies Registration Office
Companies House 55-71 City Road London EC1Y 1BB

Telephone 01-253 9393 ext 259

THE SECRETARY
MACINTYRE SCHOOLS LIMITED
27, LENTON CLOSE,
BRAMPTON,
HUNTINGDON.

Please reply to The Registrar
Your reference

Our reference GAZ list 2992

D24/ 894054

Date - 9 MAR 1973

Dear Sir/Madam

.....

I hereby give notice under section 353(3) of the Companies Act, 1948, that after three months from the date of this letter, the name of your company will be struck off the register and the company will be dissolved unless objections are received in this office from persons interested. Should objections be received dissolution action will be suspended until they have been resolved, after which it will proceed. Previous correspondence with the secretary of the company refers.

Yours faithfully

S. PHILLIPS (MISS)

for Registrar

C 24

No. 394054 / 37

THE COMPANIES ACTS 1948 - 1967

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION
of
MACINTYRE SCHOOLS LIMITED

(Passed 26th April, 1976)

At the Annual General Meeting of MacIntyre Schools Limited convened and held on 26th April, 1976 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That Article 12 of the Articles of Association of the Company be amended by deleting the word "seven" from line 3 and substituting therefor the word "four" and inserting the words "or by proxy" in line 4 between the words "present" and "shall".

Secretary

COMPANIES REGISTRATION
25 MAY 1976
10 OFFICE 10

894054/38

6759

Companies House
REGISTRATION

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

894054/2

Memorandum of Association

OF

MacINTYRE SCHOOLS LIMITED

1. The name of the Company (hereinafter called "the Association") is "MacINTYRE SCHOOLS LIMITED."

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

3. The object for which the Association is established is the relief of persons who are physically handicapped or mentally handicapped and in furtherance of this object and for no other purpose.

(A) To establish residential and day schools for physically handicapped and educationally retarded children, to provide special treatment and vocational training for such children, and to provide, promote and encourage the after care of students, scholars and patients. To co-operate in every possible manner with the local and public authorities in all matters relating to the progress, education and development of the children, and to join with such authorities and others having similar objects in all kinds of research and exchange of information. To print and publish any circulars or other literature relating to the welfare, treatment and education of physically handicapped and educationally retarded persons.

(B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

(C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as would further the promotion of its objects.

15 DEC 1964

THE STATIONERY OFFICE
STATIONERY SOCIETY LIMITED
COMPANY DEPARTMENT

12 DEC 1964

28 DEC 1964

(D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be necessary to its objects.

(E) To borrow or raise money for the purposes of the Association on such terms and on such security as may be determined from time to time.

(F) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(G) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.

(H) To do all such other things as are incidental or necessary to the attainment of the above objects or any of them.

Provided that:—

(i) In case the Association shall take or hold any property which may be subject to any charitable trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed, by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association 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, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but

they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association: provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

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

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

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Robert Henry Wright.
6. Montague Road. Ealing. W.13.
Property Manager.

Patrick Francis Kinsey
65 Elsham Park Gardens, London S.E.9
Staff Manager

Ronald S. Pain.
Gordonbleagh, Brier Hill, Purley, Surrey.
Company Director.

Simon H. Haskell.
4-3 Chimney Hill, Bishop's Stortford Herts.
Lecturer Inst. of Educ. Univ. of London.

Michael John Gale.
Berry Lane Cottage. Trotts Lane, Westerham, Kent.
Life Assurance Manager.

Brian H. Kipner. M.D., D.P.M.
Queen Mary's Hospital for Children.
Carshalton. Surrey. Consultant Psychiatrist

FELIX B. WARBSON. S.R.N. R.M.P.A. R.N.M.S. R.M.T.P.H.N.
PRINCIPAL NURSING TUTOR.
24 SELWYN ROAD
NEW MALDEN. SURREY.

Dated this 1st day of December, 1966.

H. Dexter Wright

Witness to the above Signatures—

Kenilworth Court
Lower Richmond Road
Putney SW15

Insurance Representative

894054/3

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

MacINTYRE SCHOOLS LIMITED

REGISTERED
15 DEC 1966

GENERAL.

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

WORDS	MEANINGS
The Act	The Companies Act, 1948.
These presents ..	These Articles of Association, and the regulations of the Association from time to time in force.
The Association ..	The above-named Company.
The Council ..	The Council of Management for the time being of the Association.
The Office ..	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom ..	Great Britain and Northern Ireland.
Month	Calendar month.
In writing ..	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

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

Words importing persons shall include corporations.

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

2. The number of members with which the Association proposes to be registered is seven, but the Council may from time to time register an increase of members.

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

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

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

GENERAL MEETINGS.

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

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

8. The Council may whenever they determine from time to time convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

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

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

PROCEEDINGS AT GENERAL MEETINGS.

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

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided four members personally present or by proxy shall be a quorum.

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

16. 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 upon the declaration of the result of the show of hands, demanded by the Chairman, or by at least three members present in person or by proxy, or by a member or members

present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

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

VOTES OF MEMBERS.

21. Subject as hereinafter provided, every member shall have one vote.

22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person

named in the instrument proposes 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. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

27. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

"MACINTYRE SCHOOLS LIMITED.

"I, ,
"of ,
"a member of MACINTYRE SCHOOLS LIMITED, hereby
"appoint ,
"of ,
"and failing him, ,
"of ,
"to vote for me and on my behalf at the [Annual
"or Extraordinary, or Adjourned, as the case may
"be] General Meeting of the Association to be held
"on the day of ,
"and at every adjournment thereof.

"As witness my hand this day of 19 ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT.

28. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than five nor more than twenty.

29. The first members of the Council shall be the subscribers to the Memorandum of Association.

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

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

POWERS OF THE COUNCIL.

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

33. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY.

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

THE SEAL.

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

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

36. The office of a member of the Council shall be vacated—

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

(B) If he becomes of unsound mind.

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

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

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

(F) If he is removed from office by a resolution duly passed pursuant to section 181 of the Act.

(G) If he ceases to be a member by virtue of section 183 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL.

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

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

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

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

41. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number is to go out of office, and may make the appointments necessary for effecting any such increase.

42. In addition and without prejudice to the provisions of section 181 of the Act, the Association may by Extraordinary

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

PROCEEDINGS OF THE COUNCIL.

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

44. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

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

46. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

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

48. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

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

50. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS.

51. The Council shall cause proper books of account to be kept with respect to—

(a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;

(b) all sales and purchases of goods by the Association; and

(c) the assets and liabilities of the Association.

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 affairs of the Association and to explain its transactions.

52. The books of account shall be kept at the [illegible], or, subject to section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

53. The Council 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 Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

54. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up to the same date. Every such balance sheet shall be accompanied by a proper report of the Council and the Auditor, and a copy of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time

being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

AUDIT.

55. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

56. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES.

57. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

58. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

59. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION.

60. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Robert Harry Wright.
6. Montague Road. Ealing W 13.
Deputy Manager.

Patrick Francis Kane
65 Bickham Park Gardens, London. S E 9
Staff Manager

Samuel S. Pain
Orchardleigh, Brim Hill, Purley, Surrey.
Company Director.

Simon N. Hoskell
45 Chimney Hill, Bishop's Stortford Herts.
Lecturer, Inst. of Educ. Univ. of London.

Michael John Healy
Abbey Lee Cottage, Wells Lane, Wistaston Nant.
Life Insurance Manager.

Brian H. Kirman M.D., D.P.M.
Queen Mary's Hospital for Children. Carshalton.
Surrey. Consultant Psychiatrist

F. Edwardson S.R.N. R.M.P. R.N.M.S. A.M.I.P.H.
Principal Nurse Tutor.
24. Selwyn Road, New Malden Surrey.

Dated this 1st day of December, 1966.

Witness to the above Signatures—

1 Kenilworth Court
Lower Richmond Road
Putney SW 15

No. 894054

THE COMPANIES ACTS 1948 - 1976

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

MACINTYRE SCHOOLS LIMITED

(Passed 5th April, 1978)

At the Annual General Meeting of MacIntyre Schools Limited convened and held on 5th April, 1978 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the Memorandum and Articles of Association of the Company be and they are hereby amended as follows:-

a) By deleting from Article 1 the words "The Council" and "The Council of Management for the time being of the Association" and substituting therefor the words "The Board" and "The Board of Governors for the time being of the Association" respectively.

b) By deleting from Article 1 the words "The Association" and substituting therefor the words "The Company".

c) By deleting from the Memorandum and Articles of Association the word "Council" wheresoever it may appear and substituting therefor the word "Board".

d) By deleting from the Memorandum and Articles of Association the word "Association" wheresoever it may appear in the context of the definition contained in Article 1 and substituting therefor the word "Company".

Secretary/Governor

21 APR 1978

THE COMPANIES ACTS 1948 - 1976

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

MACINTYRE SCHOOLS LIMITED

(Passed 21st September 1978)

At an Extraordinary General Meeting of MacIntyre Schools Limited convened and held on 21st September, 1978 the following Resolution was duly passed as a Special Resolution :-

SPECIAL RESOLUTION

That the Memorandum of Association of the Company be and it is hereby amended as follows:-

(a) By the addition of the following sub-clause 3 G:

> To grant pensions and retirement benefits to or for employees or former employees of the Company and to the widows, children and other dependants of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provisions of pensions and retirement benefits for employees and former employees of the Company their widows, children and other dependants

and the re-numbering of sub clauses 3 G and 3 H as 3 H and 3 I respectively.

(b) By the deletion from line 6 of the second paragraph of Clause 4 of the words "6 per cent per annum" and substituting therefor the words "2 per cent less than minimum lending rate (or its accepted equivalent from time to time)".

Secretary/Governor

894 054/49

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association

(As Amended by Special Resolutions passed 26th April 1976, 5th April 1978 and 20th September 1978)

OF

MACINTYRE SCHOOLS LIMITED

Incorporated the 1st day of December 1966

COMPANIES REGISTRATION
M
- 8 JUN 1979
52
DATE

Certificate of Incorporation.

No. 894054

I HEREBY CERTIFY that MACINTYRE SCHOOLS LIMITED was incorporated under the Companies Act 1948 as a limited company on the 15th December 1966.

GIVEN under my hand at London the 2nd September 1974.

R.B. MARTIN
Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF

MACINTYRE SCHOOLS LIMITED

1. The name of the Company, is "MACINTYRE SCHOOLS LIMITED."

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

3. The object for which the Company is established is the relief of persons who are physically handicapped or mentally handicapped and in furtherance of this object and for no other purpose.

(A) To establish residential and day schools for physically handicapped and educationally retarded children, to provide special treatment and vocational training for such children, and to provide, promote and encourage the after care of students, scholars and patients. To co-operate in every possible manner with the local and public authorities in all matters relating to the progress, education and development of the children, and to join with such authorities and others having similar objects in all kinds of research exchange of information. To print and publish any circulars or other literature relating to the welfare, treatment and education of physically handicapped and educationally retarded persons.

(B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may

think necessary or covenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or covenient for the work of the Company.

(C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as would further the promotion of its objects.

(D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary to its objects.

(E) To borrow or raise money for the purposes of the Company on such terms and on such security as may be determined from time to time.

(F) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(G) To grant pensions and retirement benefits to or for employees or former employees of the Company and to the widows, children and other dependants of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provisons of pensions and retirement benefits for employees and former employees of the Company their widows, children and other dependants.

(H) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

(I) To do all such other things as are incidental or necessary to the attainment of the above objects or

any of them.

Provided that:-

(i) In case the Company shall take or hold any property which may be subject to any charitable trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Union.

(iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, 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 Board of Governors 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, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Governors have been 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, the Charity Commissioners or the Secretary of State for Education and Science over such Board of Governors, but they shall as regards any such property be subject jointly and separately so such control or authority as if the Company were not incorporated.

4. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of

the Company.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding 2 per cent. less than minimum lending rate (or its accepted equivalent from time to time) on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Board of Governors of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board of Governors except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Governors may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. 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 the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £5.

7. 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 but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Company, 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 is imposed on the Company under or by virtue of Clause 4 hereof, such charitable institution or institutions 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 charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT HARVEY WRIGHT
6 Montague Road,
Ealing, W.13.
Property Manager

PATRICK FRANCIS KINNA
65, Eltham Park Gardens,
London S. E. 9
Staff Manager

RONALD S. PAIN
Orchardleigh, Briar Hill,
Purley,
Surrey.
Company Director

SIMON H. HASKELL
43, Chimney Hill,
Bishop's Stortford,
Herts.
Lecturer Inst. of Educ. Univ. of London

MICHAEL JOHN HEDGE
Cherry Tree Cottage,
Trotts Lane,
Westerham, Kent.
Life Assurance Manager

BRIAN H. KIRMAN M.D., D.P.M.
Queen Mary's Hospital for Children
Carshalton,
Surrey.
Consultant Psychiatrist

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

F.EDWARDSON S.R.N. R.M.P.A. R.N.M.S. A.M.I.P.H.H.
24, Selwyn Road,
New Malden,
Surrey,
Principal Nurse Tutor

DATED this 1st day of December, 1966.

WITNESS to the above Signatures

K.NEWTON-WRIGHT
1, Kenilworth Court,
Lower Richmond Road,
Putney S.W.15.
Insurance Representative

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association

(As Amended by Special Resolutions passed 26th April 1976, 5th April 1978 and 20th September 1978)

OF

MACINTYRE SCHOOLS LIMITED

GENERAL.

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

WORDS	MEANINGS
The Act	The Companies Act, 1948.
These presents..	These Articles of Association, and the regulations of the Company from time to time in force.
The Company	The above-named Company.
The Board	The Board of Governors for the time being of the Company.
The Office	The registered office of the Company.
The Seal	The common seal of the Company.
The United Kingdom.. ..	Great Britain and Northern Ireland.

Month	Calendar month.
In writing..	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

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

Words importing persons shall include corporations.

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

2. The number of members with which the Company proposes to be registered is seven, but the Board may from time to time register an increase of members.

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

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

5. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company.

GENERAL MEETINGS

6. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held

not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds it first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

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

8. The Board may whenever they determine from time to time convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

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

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

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of members of

the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided four members personally present or by proxy shall be a quorum.

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

16. 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a

member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

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

VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.

22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may

vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes 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. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

27. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"MACINTYRE SCHOOLS LIMITED

"I ,
"of ,
"a member of MacIntyre Schools Limited, hereby
"appoint ,
"of ,
"and failing him, ,
"of ,
"to vote for me and on my behalf at the [Annual

"or Extraordinary, or Adjourned, as the case may
"be] General Meeting of the Company to be held
"on the day of ,
"and at every adjournment thereof.

"As witness my hand this day of 19 ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

BOARD OF GOVERNORS

28. Until otherwise determined by a General Meeting, the number of the members of the Board shall not be less than five nor more than twenty.

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

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

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

POWERS OF THE BOARD

32. The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or 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 Board which would have been valid if such regulation had not been made.

33. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company, filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

SECRETARY

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

THE SEAL

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

DISQUALIFICATION OF MEMBERS OF THE BOARD

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

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

(B) If he becomes of unsound mind.

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

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

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

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

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

ROTATION OF MEMBERS OF THE BOARD

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

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

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

40. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board at any General Meeting, unless within the prescribed time

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

41. The Company may from time to time in General Meeting increase or reduce the number of members of the Board, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

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

PROCEEDINGS OF THE BOARD

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

44. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.

45. The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what

period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.

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

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

48. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

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

50. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the

Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS

51. The Board shall cause proper books of account to be kept with respect to

(A) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Company and

(C) the assets and liabilities 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 affairs of the Company and to explain its transaction.

52. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

53. The Board 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 members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.

54. At the Annual General Meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and

of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the day of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

AUDIT.

55. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

56. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Board being treated as the Directors mentioned in those sections.

NOTICES.

57. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

58. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

59. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

60. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT HARVEY WRIGHT
6 Montague Road,
Ealing, W.13.
Property Manager.

PATRICK FRANCIS KINNA
65, Eltham Park Gardens,
London S.E.9.
Staff Manager

RONALD S. PAIN
Orchardleigh, Briar Hill,
Purley,
Surrey.
Company Director.

SIMON H. HASKELL
43, Chimney Hill,
Bishop's Stortford,
Herts.
Lecturer Inst. of Educ. Univ. of London

MICHAEL JOHN HEDGE
Cherry Tree Cottage,
Trotts Lane,
Westerham, Kent.
Life Assurance Manager

BRIAN H. KIRMAN M.D., D.P.M.
Queen Mary's Hospital for Children
Carshalton,
Surrey.
Consultant Psychiatrist

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

F. EDWARDSON S.R.N. R.M.P.A. R.N.M.S. A.M.I.P.H.H.
24, Selwyn Road,
New Malden,
Surrey.
Principal Nurse Tutor

DATED this 1st day of December, 1966.

WITNESS to the above Signatures -

K. NEWTON-WRIGHT
1, Kenilworth Court,
Lower Richmond Road,
Putney S.W.15.
Insurance Representative

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association

(As amended by Special Resolutions passed 26th April 1976, 5th April 1978 and 20th September 1978)

OF

MACINTYRE SCHOOLS LIMITED

Incorporated the 1st day of December 1966

A.S. Turnbull & Co. Ltd. (Printers) 32-38 Leman Street, E1 8EW

30 DEC 1985

FORM OF CONSENT

I hereby consent to become a member of MacIntyre Schools Limited, and confirm that I accept the liability of such membership as set out in Clause 6 of that Company's Memorandum of Association.

Signed ..... Date 6/12/1985

Countess A. Mapelli-Mozzi,
7 Bunhouse Place,
London.
SW3

COMPANIES REGISTRATION
M
20 JAN 1986
79

COUNTESS N D MAPELLI MOZZI'S LIST OF DIRECTORSHIPS:

Residential Holdings plc	29.9.84
City and Provincial Estates Ltd (formerly Rabstoke Ltd)	26.2.85
Crancour Ltd (formerly Evelyn Residential Ltd)	23.11.84
Eastech Ltd	23.11.84
Fawtum Ltd	20.11.84
London Residential Developments Ltd (formerly Spatelord Properties Ltd)	15.9.82
Priormine Ltd	10.9.85
Residential Nominees Ltd	21.11.84
Tinargon Ltd	24.7.85
Doveway Ltd	23.11.84
Acewhite Ltd	14.11.84
Rator Ltd	Not Known

40

FEE PAID £ 40

SPECIAL RESOLUTION ON CHANGE OF NAME

THE COMPANIES ACTS 1948 - 1981

SPECIAL RESOLUTION (pursuant to Section 141(2) of the Companies Act 1948)

COMPANY NUMBER 894054

COMPANY NAME MacIntyre Schools Limited

At an ~~Extraordinary General~~*/Annual General*/~~General~~ *Meeting of the members of the above named company, duly convened and held at:

4 Fore Street, London EC2

on the fourth day of April 19 86

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME MacIntyre

Signature: Valentine Thorne

Chairman, Director, Secretary or Officer of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution.

COMPANIES REGISTRATION OFFICE - 1 SEP 1986 NO

COMPANIES REGISTRATION OFFICE 23 AUG 1986 57

L10

40.00

012624

FILE COPY

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 894054

I hereby certify that

MACINTYRE SCHOOLS LIMITED

having by special resolution changed its name, is now

incorporated under the name of

MacIntyre

Given under my hand at the Companies Registration Office,

Cardiff the 8TH SEPTEMBER 1986

E. Chadwick

MRS E. CHADWICK

an authorised officer

C.172

COMPANIES FORM No. 30(5)(c)

Declaration on change of name omitting "limited" or its Welsh equivalent

30(5)(c)

Please do not write in this margin

Pursuant to section 30(5)(c) of the Companies Act 1985

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

For official use 1712

Company number 894054

Name of company

* MacIntyre

* Insert full name of company

I, John Valentine Thorne

of Lilac Barn, Wappenham Road, Helmdon, Northants.

† delete as appropriate

~~[a director]~~[the secretary]† of MacIntyre *

do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

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

Declared at Towcester in the County of Northampton

Declarant to sign below

JValentine Thorne

the 3rd day of September

One thousand nine hundred and eighty six

before me Rae Clyde Lawrence

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

Rae Lawrence

Solicitor Bedford

Presentor's name address and reference (if any):
John V. Thorne,
Secretary,
MacIntyre,
No. 2 Ridgeway Court,
Grovebury Road,
Leighton Buzzard, Beds.LU7

For official Use

General Section

CLASS DATE
8 SEP 1986
CRO

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1985 Edition
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NC
07 MAY 1993
£50 FEE PAID
COMPANIES
HOUSE

MACINTYRE

THE COMPANIES ACT 1985

Registered number: 894054

COPY resolution of the type and in the terms specified below as passed by the members of the Company named above at their extraordinary general meeting duly convened and held at 29 CRAWFORD STREET, LONDON, on 25th FEBRUARY 1993.

SPECIAL RESOLUTION

THAT the name of the Company be changed to MacIntyre Care.

Managing Director

Dated 25th February 1993.

COMPANIES HOUSE
07 MAY 1993
M 2

FILE COPY

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 894054

I hereby certify that

MACINTYRE

having by special resolution changed its name,

is now incorporated under the name of

MACINTYRE CARE

Given under my hand at the Companies Registration Office,

Cardiff the 14 MAY 1993

P Bevan

P. BEVAN

an authorised officer

Ncw INC - 14/5/78

794054

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

Memorandum

AND

Articles of Association

(As Amended by Special Resolutions passed 26th April 1976, 5th April 1978 and 20th September 1978)

OF

MACINTYRE CARE

Incorporated the 1st day of December 1966

COMPANIES HOUSE
07 MAY 1993
M 2

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

COMPANIES HOUSE
07 MAY 1993
M 2

Memorandum of Association

OF

MACINTYRE CARE

1. The name of the Company, is "MACINTYRE CARE"

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

3. The object for which the Company is established is the relief of persons who are physi[illegible] andicapped or mentally handicapped and in furtherance of this [illegible] and for no other purpose.

(A) To establish residential and day schools for physically handicapped and educationally retarded children, to provide special treatment and vocational training for such children, and to provide, promote and encourage the after care of students, scholars and patients. To co-operate in every possible manner with the local and public authorities in all matters relating to the progress, education and development of the children, and to join with such authorities and others having similar objects in all kinds of research exchange of information. To print and publish any circulars or other literature relating to the welfare, treatment and education of physically handicapped and educationally retarded persons.

(B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.

(C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as would further the promotion of its objects.

(D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary to its objects.

(E) To borrow or raise money for the purposes of the Company on such terms and on such security as may be determined from time to time.

(F) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(G) To grant pensions and retirement benefits to or for employees or former employees of the Company and to the widows, children and other dependants of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provisions of pensions and retirement benefits for employees and former employees of the Company their widows, children and other dependants.

(H) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

(I) To do all such other things as are incidental or necessary to the attainment of the above objects or any of them.

Provided that:

(i) In case the Company shall take or hold any property which may be subject to any charitable trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Union.

(iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, 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 Board of Governors 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, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Governors have been 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, the Charity Commissioners or the Secretary of State for Education and Science over such Board of Governors, but they shall as regards any such property be subject jointly and separately so such control or authority as if the Company were not incorporated.

4. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding 2 per cent less than minimum lending rate (or its accepted equivalent from time to time) on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Board of Governors of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board of Governors except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Governors may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. 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 the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £5.

7. 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 but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Company, 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 is imposed on the Company under or by virtue of Clause 4 hereof, such charitable institution or institutions 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 charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT HARVEY WRIGHT
6, Montague Road,
Ealing, W.13.
Property Manager

PATRICK FRANCIS KINNA
65, Eltham Park Gardens,
London. S.E.9
Staff Manager

RONALD S. PAIN
Orchardleigh, Briar Hill,
Purley,
Surrey.
Company Director

SIMON H. HASKELL
43, Chimney Hill,
Bishop's Stortford,
Herts.
Lecturer Inst. of Educ. Univ. of London

MICHAEL JOHN HEDGE
Cherry Tree Cottage,
Trotts Lane,
Westerham, Kent.
Life Assurance Manager

BRIAN H. KIRMAN M.D., D.P.M.
Queen Mary's Hospital for Children,
Carshalton,
Surrey.
Consultant Psychiatrist

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

F. EDWARDSON S.R.N. R.M.P.A. R.N.M.S. A.M.I.P.H.H.
24, Selwyn Road,
New Malden,
Surrey.
Principal Nurse Tutor

DATED this 1st day of December, 1966.

WITNESS to the above Signatures

K. NEWTON-WRIGHT
1, Kenilworth Court,
Lower Richmond Road,
Putney S.W.15
Insurance Representative

THE COMPANIES ACTS 1948 to 1976

COMPANIES HOUSE
07 MAY 1993
M 2

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association

(As Amended by Special Resolutions passed 26th April 1976, 5th April 1978 and 20th September 1978)

OF

MACINTYRE CARE

GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act, 1948.
These presents..	These Articles of Association, and the regulations of the Company from time to time in force.
The Company	The above-named Company.
The Board	The Board of Governors for the time being of the Company.
The Office	The registered office of the Company.
The Seal	The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.

Month	Calendar Month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visable form.

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

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

Words importing persons shall include corporations.

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

2. The number of members with which the Company proposes to be registered is seven, but the Board may from time to time register an increase of members.

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

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

5. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company.

GENERAL MEETINGS

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

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

8. The Board may whenever they determine from time to time convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened on such requisitionists, as provided by section 132 of the Act.

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

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

PROCEEDINGS AT GENERAL MEETINGS

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

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided four members personally present or by proxy shall be a quorum.

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

16. 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

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

VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.

22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes 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. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

27. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"MACINTYRE CARE

"I ,
"of ,
"a member of MacIntyre Care, hereby
"appoint ,
"of ,
"and failing him, ,
"of ,
"to vote for me and on my behalf at the [Annual or Extraordinary,
"or Adjourned, as the case may be] General Meeting of the Company
"to be held on the day of ,
"and at every adjournment thereof.

"As witness my hand this day of 19 ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

BOARD OF GOVERNORS

28. Until otherwise determined by a General Meeting, the number of the members of the Board shall not be less than five nor more than twenty.

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

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

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

POWERS OF THE BOARD

32. The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or 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 Board which would have been valid if such regulation had not been made.

33. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company, filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

SECRETARY

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

THE SEAL

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

DISQUALIFICATION OF MEMBERS OF THE BOARD

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

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

(B) If he becomes of unsound mind.

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

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

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

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

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

ROTATION OF MEMBERS OF THE BOARD

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

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

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

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

41. The Company may from time to time in General Meeting increase or reduce the number of members of the Board, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

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

PROCEEDINGS OF THE BOARD

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

44. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.

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

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

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

48. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

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

50. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS

51. The Board shall cause proper books of account to be kept with respect to

(A) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Company and

(C) the assets and liabilities 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 affairs of the Company and to explain its transaction.

52. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

53. The Board 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 members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.

54. At the Annual General Meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date.

Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in acccordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the day of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

AUDIT.

55. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

56. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Board being treated as the Directors mentioned in those sections.

NOTICES.

57. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

58. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

59. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

6. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT HARVEY WRIGHT
6, Montague Road,
Ealing, W. 13.
Property Manager

PATRICK FRANCIS KINNA
65, Eltham Park Gardens,
London. S.E.9
Staff Manager

RONALD S. PAIN
Orchardleigh, Briar Hill,
Purley,
Surrey.
Company Director

SIMON H. HASKELL
43, Chimney Hill,
Bishop's Stortford,
Herts.
Lecturer Inst. of Educ. Univ. of London

MICHAEL JOHN HEDGE
Cherry Tree Cottage,
Trotts Lane,
Westerham, Kent.
Life Assurance Manager

BRIAN H. KIRMAN M.D., D.P.M.
Queen Mary's Hospital for Children,
Carshalton,
Surrey.
Consultant Psychiatrist

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

F. EDWARDSON S.R.N. R.M.P.A. R.N.M.S. A.M.I.P.H.H.
24, Selwyn Road,
New Malden,
Surrey.
Principal Nurse Tutor

DATED this 1st day of December, 1966.

WITNESS to the above Signatures -

K. NEWTON-WRIGHT
1, Kenilworth Court,
Lower Richmond Road,
Putney. S.W.15.
Insurance Representative.