

CONFIDENTIAL A COMPANY
AND THE COMPANY

J. L. L. L.
Secretary

TICEHURST HOUSE PRIVATE CLINIC LIMITED
Registered No: 904127

The Companies Act 1985
Company Limited by Shares

At an Extraordinary General Meeting held at 41 Tower Hill, London EC3 on 24th March 1993, the following Resolution was passed as a Special Resolution.

"That the Memorandum of Association of the Company be altered by the deletion of Clause 3(F) thereof and the substitution therefor of the following:-

"(F) To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act 1985) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company".

M.G. ROGERS

.....
Chairman

M. G. Rogers



No. 904127

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum
AND
NEW
Articles of Association
OF
TICEHURST HOUSE PRIVATE CLINIC LIMITED

Re-incorporated the 20th day of April, 1967

Memorandum of Association amended 24th March 1993

MEREDITH & CO.,
SARDINIA HOUSE,
52 LINCOLN'S INN FIELDS,
LONDON WC2A 3LZ.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

TICEHURST HOUSE PRIVATE CLINIC LIMITED

1. The name of the Company is "TICEHURST HOUSE PRIVATE CLINIC LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :—
 - (A) To acquire the goodwill and all or any of the assets and liabilities of the business of superintending the care and management of lunatic or insane persons heretofore carried on at Ticehurst in the County of Sussex under the style or firm of "The Doctors Newington" and also the freehold of the Asylum or Establishment in which such business has been carried on and of the lands, buildings and premises held therewith, and to carry on and extend such business.
 - (B) For the purposes aforesaid forthwith upon incorporation to enter into agreements in the terms (with or without modification) of the drafts which have already been prepared and are subscribed for identification by Mr. Leonard Mager and which are expressed to be made (1) between John Courtney Lane Andrews and Herbert Archer Hayes Newington of the one part and the Company of the other part, (2) between Charles May

Hayes Newington and Campbell Newington of the first part, Mary Gertrude Fancourt Newington and Durrant Henry Cooper and Charles Wigan of the second part, and the Company of the third part, and (3) between Mary Gertrude Fancourt Newington and Durrant Henry Cooper of the one part and the Company of the other part, and to carry the said agreements when entered into into effect with such (if any) modifications as may be agreed upon.

- (C) Generally to carry on at Ticehurst aforesaid or elsewhere the business of owning, managing, conducting, and carrying on public or private lunatic asylums or establishments for the care of lunatics or insane persons or persons of unsound mind, or hospitals, nursing homes, and any other like establishments, and to make provision for the medical treatment, superintendence, care, and management of any persons coming for treatment to any such establishments, and to carry on any other business which is considered incidental or conducive to, or which can conveniently be carried on in connection with any such business or establishment as aforesaid.
- (D) To carry on the businesses of farmers, dealers in and breeders of horses, cattle, sheep, pigs, poultry, and game, dairymen, milk contractors, dairy farmers, millers, purveyors and vendors of milk, cream, cheese, butter, eggs, poultry, game, and provisions of all kinds, green-grocers, butchers, sausage manufacturers, growers of and dealers in corn, hay and straw, vegetables, seedsmen, and nurserymen, and buy, sell, and trade in any goods usually traded in any of the above businesses or any other business associated with the farming or gardening interest.
- (E) To purchase or otherwise acquire for any estate or interest any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- ~~(F) To borrow or raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages and charges upon the undertaking, and all or any of the real and personal property (present and future), and the uncalled capital of the Company, or by~~

(F) To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act 1985) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company .

~~the creation and issue on such terms as may be thought expedient of debentures, debenture stock or other securities of any description.~~

- (G) To make, accept, endorse, negotiate and execute promissory notes, bills of exchange, and other negotiable instruments.
- (H) To amalgamate with or enter into partnership or any joint purse or profit sharing arrangement with or co-operate in any way with any company, firm, or person carrying on or proposing to carry on any business within the objects of this Company.
- (I) To promote any company whose objects shall include the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be considered to be calculated to advance directly or indirectly the objects of this Company or the interests of its members.
- (J) To lend money to and guarantee the performance of the obligations of and the payment of dividends and interest on any stock, shares and securities of any company, firm, or person in any case in which such loan or guarantee may be considered likely directly or indirectly to further the objects of this Company or the interests of its members.
- (K) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether limited or unlimited.
- (L) To subscribe for, purchase or otherwise acquire, and to hold, dispose of, and deal in the shares, stocks and securities of any company promoted by this Company, or carrying on or proposing to carry on any business within the objects of this Company, but so that no part of the monies or assets of the Company shall be applied in the purchase of or in loans upon the security of any shares of the Company.
- (M) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the

interests of its members, and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.

- (N) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition.
- (O) To grant pensions or gratuities to any employees or ex-employees of the Company or its predecessors in business, or the relations, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds and trusts calculated to benefit any such persons or otherwise advance the interests of the Company or of its members.
- (P) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments (other than shares in the Company) as may be thought proper and to hold, sell or otherwise deal with such investments.
- (Q) To do all or any of the things, and matters aforesaid either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (R) To distribute any of the assets of the Company among the members in specie or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (S) To do all such things as may be considered to be incidental or conducive to the attainment of the above or any of them provided that nothing in the Memorandum contained shall authorise the Company to carry on the business of assurance within the meaning of Section 1 of the Assurance Companies Act 1909 or the ordinary business of bankers or of stock and share brokers. And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or any other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall be in nowise limited by reference to any other paragraph or by the name of the Company.

4. The liability of Members is limited.

5. The share capital of the Company is £30,000 divided into 13,200 Four per cent. Cumulative Preference Shares of £1 each and 336,000 Ordinary Shares of 1s. each. The said Preference Shares shall confer on the holders thereof the right to a fixed cumulative preferential dividend at the rate of Four per cent. per annum and the right on a winding up or other return of capital to repayment of the capital paid up thereon together with a sum equal to all arrears and accruals of the said fixed dividend thereon whether earned or declared or not in priority to the other shares in the capital of the Company, but no further right to participate in the profits or assets of the Company.

6. The share of the Company whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

We, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
ETHEL D. ANKINS, St. Ronans, Bedford Hill, Balham, S.W.12, Widow.	One
ALICE G. COCKING, Ellesmere, Woodville Road, South Woodford, E.18, Spinster.	One

Dated the 24th day of January, 1918.

Witness to the above signatures—

LEONARD MAGER,
 70/71 Gracechurch Street, E.C.3,
 Solicitor.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution
OF
TICEHURST HOUSE PRIVATE CLINIC LIMITED

Passed 26th April, 1974

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 26th April, 1974, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :—

SPECIAL RESOLUTION

That the regulations contained in the printed document submitted to this meeting and for the purpose of identification subscribed by the Chairman hereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles thereof.

W. F. H. NEWINGTON,
Chairman.

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

TICEHURST HOUSE PRIVATE CLINIC LIMITED

(Adopted by a Special Resolution passed 26th April, 1974)

PRELIMINARY.

1. The regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. Regulations 24, 53, 75, 77 and 89 to 97 (inclusive) in Part I of Table A and regulations 3 and 5 in Part II of Table A shall not apply to the Company.

SHARE CAPITAL.

3. (A) The share capital of the Company is £30,000, divided into 13,200 4 per cent. Cumulative Preference Shares of £1 each and 336,000 Ordinary Shares of 5p each. The said Preference Shares shall confer on the holders thereof the right to a fixed cumulative preferential dividend at the rate of 4 per cent. per annum and the right on a winding up or other return of capital to repayment of the capital paid up thereon together with a sum equal to all arrears and accruals of the said fixed dividend thereon whether earned or declared or not in priority to the other shares in the capital of the Company, but no further right to participate in the profits or assets of the Company.

(B) The shares shall be at the disposal of the Directors who may (subject to the provisions of the Act) allot, grant options over, or

otherwise dispose of them to such persons and at such times and on such terms as they think proper, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Act.

TRANSFER OF SHARES.

4. The transferee of a share which is fully paid up shall not be required to sign the instrument of transfer and regulation 22 of Part I of Table A shall be read accordingly.

5. No transfer of any share in the capital of the Company shall be made or registered without the previous sanction of the Directors who may without assigning any reason decline to give any such sanction.

RESOLUTIONS.

6. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company, duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

DIRECTORS AND DIRECTORS' POWERS.

7. The number of the Directors shall not be less than two.

8. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors any person to act as alternate Director in his place at all meetings and in all proceedings at which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall *ipso facto* vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Article shall be effected in writing under the hand of the Director making the same.

9. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

10. The proviso to regulation 79 of Part I of Table A shall not apply to the Company.

11. Paragraphs (2) and (4) of regulation 84 in Part I of Table A shall not apply to the Company. A Director may vote in respect of any contract or arrangement in which he is interested and shall be counted in the quorum present at the meeting notwithstanding such interest.

12. No Director shall at any time be required to retire or vacate his office of Director or be ineligible for re-appointment as Director by reason of his attaining or having attained the age of seventy or any other age and sub-clause (a) of regulation 88 of Part I of Table A shall be modified accordingly.

13. (1) A Member or Members holding a majority in nominal amount of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person as a Director either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors or any other authorised person on its behalf, and shall take effect upon lodgment at the registered office of the Company.

(2) The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

NOTICES.

14. The following regulations in Part I of Table A shall apply as amended by this Article :—

- (1) The last sentence of regulation 98 shall be deleted ;
- (2) In regulation 131 there shall be deleted the words " or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him " ; and
- (3) In regulation 134 there shall be deleted all words in paragraph (a) thereof other than the words " every member ".

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ETHEL D. ANKINS,
St. Ronans,
Bedford Hill,
Balham, S.W.12,
Widow.

ALICE G. COCKING,
Ellesmere,
Woodville Road,
South Woodford, E.18,
Spinster.

Dated the 24th day of January, 1918.

Witness to the above Signatures—

LEONARD MAGER,
70/71 Gracechurch Street, E.C.3,
Solicitor.

No. 904127

COMPANY LIMITED BY SHARES

Memorandum

AND

NEW

Articles of Association

OF

TICEHURST HOUSE PRIVATE CLINIC LIMITED

Re-incorporated the 20th day of April, 1967

MEREDITH & CO.,
Sardinia House,
52 Lincoln's Inn Fields,
London WC2A 3LZ.