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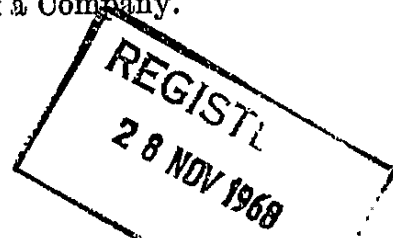
943228

1

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.

THE SUE RYDER FOUNDATION

LIMITED

represented by

Document Filer's Reference B

Allison & Humphreys,

Capel House, 62, New Broad Street,

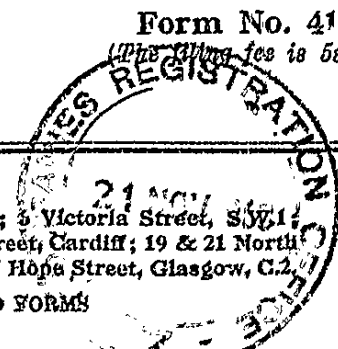
London, E.C. 2.

Form No. 41

(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited
111-113 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 3 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



I, Michael John Booth

of Capel House, 62, New Broad Street, London, E.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

The Sue Ryder Foundation 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.

Declared at

Capel House, New Broad
Street in the City of London

the 20th day of November

one thousand nine hundred and sixty-
eight

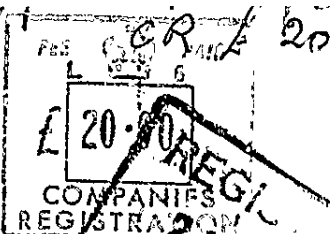
Before me,

[Signature]
J. J. ABERSTONE

M. J. Booth

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

Public



The Companies Acts 1948 to 1967

943228/2

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Memorandum of Association



OF

THE SUE RYDER FOUNDATION LIMITED

1. The name of the Company is "THE SUE RYDER FOUNDATION 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 act as the Trustee or as one of the Trustees of the charity (hereinafter called "the Charity") which was established by a Declaration of Trust (hereinafter called "the Trust Deed") dated the 13th November, 1958 and made by Sue Ryder, O.B.E. and Geoffrey Leonard Cheshire, V.C., D.S.O., D.F.C. under the name "The Ryder Cheshire Foundation" which name was changed to "The Sue Ryder Forgotten Allies Trust" by a supplemental Declaration of Trust dated the 1st July, 1961 and made by the same persons;
 - (B) to do all such other things as are incidental or conducive to the attainment of the above object.

Provided that:-

- (i) If the Company shall take or hold any property which is subject to the trusts of the Trust Deed the Company shall deal with or invest the same only in such manner as is allowed by law, having regard to such trusts.
- (ii) If the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or

COMPANIES REGISTRATION

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 Council of Management 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 Council of Management 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 Council of Management but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Charity as set forth in the Trust Deed 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 subject to the provisions of the Trust Deed 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 or prevent the payment of interest at a reasonable and proper rate 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 Council of Management 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 Council except repayment of out-of-pocket expenses and interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let to the Company;

But so that the proviso last aforesaid shall not apply to any payment to any Company of which a member of the Council of Management 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 if it is 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 One Pound.

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 the Charity.

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

Sue Ryder

Sub. RYDER, HOMES
CAVEN.DIST.

SUFFOLK.

Social Worker.

Geoffrey Leonard Cheslop
Cavendish, Suffolk.

RtF. Retired.

St. Berthoud

Holls, Little Wakerley, Colchester

Consultant

John Priest

71 Westfield Road,

Birmingham, 15

Company Director

AmS Neave

32 Westminster Gardens

London S.W.1 Company Director

H. J. Sparberg

Culver, Titch Hadham,
Banker. Hert.

Grace Griffiths M.D. B.S.

Warren Cottage,

Tiger Hill, BURES, Suffolk
Physician

DATED this 20th day of November 1968.

WITNESS to the signature of

Sue Ryder

Stella Curran

11 Sue Ryder Home,
Cavendish, Suffolk.

Secretary

WITNESS to the Signature of **Geoffrey Leonard Cheshire**

Witness **F. L. Ewing**
Address **See Lyden House,**
Caenwick
Suffolk
Occupation **Secretary.**

WITNESS to the Signature of

R. Locke

5A, Randolph Road, London W.9.
Banker.

WITNESS to the Signature of

Witness **Joan Reed**

School House
St. Bees, Cumberland.
Married woman

WITNESS to the Signature of

Witness

Address

Goy L. Robilliard
22 Mortimer Court,
Abney Road, N.W.8.
Private Secretary.

WITNESS to the Signature of

Witness

J. Ashkenas

41, Bishopsgate, London E.C.2.
Secretary.

WITNESS to the Signature of

Witness

Address

Mr. Bett,
The Old Forge,
Assington,
Colchester, Essex.
Housewife.

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50 60/-

The Companies Acts 1948 to 1967

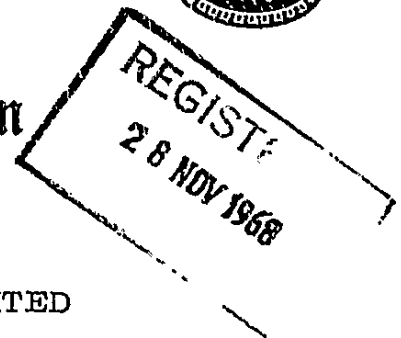
COMPANY LIMITED BY GUARANTEE, AND
NOT HAVING A SHARE CAPITAL



Articles of Association

OF

THE SUE RYDER FOUNDATION LIMITED



INTERPRETATION

1. In these Articles:-

"the Acts" means the Companies Acts 1948 to 1967

"the Council" means the Council of Management for the time being of the Company

"Councillor" means a member for the time being of the Council

"the Office" means the registered office of the Company

"the Seal" means the common seal of the Company

"the United Kingdom" means Great Britain and Northern Ireland

"year" means calendar year

"month" means calendar month

The expression "Secretary" shall include any person appointed by the Council to perform any of the duties of the Secretary

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Acts or any statutory modification thereof in force at the

date at which these Articles become binding on the Company.

MEMBERS

2. The number of members with which the Company proposes to be registered is 25, but the Council may from time to time register an increase of members.
3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Company.
4. The Council shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to give any reason for its decision.
5. Any member may at any time resign his membership by notice in writing to the Council.
6. The rights of a member are not transferable or transmissible on his death.

GENERAL MEETINGS

7. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that, so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
8. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
9. The Council may, whenever they think fit, and shall on requisition in accordance with the Acts convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

10. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other

manner, if any, as may be prescribed by the Company in General Meeting to such persons as are, under the Articles, entitled to receive such notices from the Company:

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

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent. of the total voting rights at the meeting of all the members.

11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the 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.

13. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, three members present in person shall be a quorum.

14. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

15. The Chairman, if any, of the Council shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Council present shall elect one of their number to be Chairman of the meeting.

16. If at any meeting no member of the Council is willing to act as

Chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be Chairman of the meeting.

17. 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

(a) by the Chairman; or

(b) by at least three members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

19. Except as provided in Article 21, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

21. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a

poll has been demanded may be proceeded with pending the taking of the poll.

22. Subject to the provisions of the Acts a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTES OF MEMBERS

23. Every member shall have one vote.

24. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

25. On a poll votes may be given either personally or by proxy.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a member of the Company. The Council may, but shall not be bound to, require evidence of the authority of any such attorney.

27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed shall be deposited at the Office, or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time 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 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

28. An instrument appointing a proxy may be in the usual common form, or in such other form as the Council may accept. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

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

30. 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, if no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

COUNCIL OF MANAGEMENT

31. Until otherwise determined by a General Meeting, the number of

Councillors shall not be less than 3 nor more than 8.

32. The first Councillors shall be appointed in writing by a majority of the subscribers to the Memorandum of Association.

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

34. The Councillors may be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Council or any sub-committee thereof or General Meetings of the Company or in connection with the business of the Company.

APPOINTMENT AND RETIREMENT OF COUNCILLORS

35. The office of Councillor shall be vacated if he:-

- (a) resigns by notice in writing signed by him left at the Office;
or
- (b) has a receiving order made against him or compounds with his creditors generally; or
- (c) becomes liable to be detained or subject to guardianship under Part IV of the Mental Health Act, 1959 or under any statutory modification or re-enactment thereof or other similar enactment for the time being in force; or
- (d) is removed from office by a resolution passed pursuant to Article 37; or
- (e) ceases to be a member of the Company.

36. The Council shall have power at any time, and from time to time, to appoint any person to be a Councillor, either to fill a casual vacancy or as an additional Councillor.

37. The Company may at any time, and from time to time, by Ordinary Resolution appoint any person to be a Councillor either to fill a casual vacancy or as an additional Councillor and, without prejudice to the provisions of the Acts, may at any time remove a Councillor from office.

PROCEEDINGS OF THE COUNCIL

38. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote unless two Councillors only are present at the meeting when the Chairman shall not have a second or casting vote. A Councillor may, and the Secretary on the requisition of a member shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to

any Councillor for the time being absent from the United Kingdom.

39. The quorum necessary for the transaction of the business of the Council may be fixed by the members of the Council, and unless so fixed shall be two. A meeting of the Council at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Council.

40. The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum, the continuing Councillors or Councillor may act for the purpose of increasing the number of Councillors to that number, or of summoning a General Meeting of the Company, but for no other purpose. If there are no Councillors able or willing to act any two members of the Company may summon a General Meeting for the purpose of appointing Councillors.

41. The Council may elect a Chairman and determine the period for which he is to hold office, but, if no Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same the Councillors present may choose one of their number to be Chairman of the meeting.

42. The Council may delegate any of its powers to sub-committees consisting of such Councillor or Councillors as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council. Any such regulations may provide for or authorise the co-option to the sub-committee of persons not being members of the Council or of persons not being members of the Company and for such co-opted persons to have voting rights as members of the sub-committee. Provided that no resolution of a sub-committee on which any person who is not a member of the Company has voted shall be effective unless a majority of the members of the sub-committee present at the meeting are members of the Company or unless the resolution is confirmed by the Council.

43. The meetings and proceedings of any sub-committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Council so far as the same are applicable and are not superseded by any regulations made by the Council.

44. All acts done by any meeting of the Council or a sub-committee thereof or by any person acting as a member of the Council or of a sub-committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment or continuance in office of any member of the Council or sub-committee or person so acting, or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council or sub-committee and had been entitled to vote.

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

POWERS AND DUTIES OF COUNCIL

46. The affairs of the Company shall be managed by the Council, who may exercise all such powers of the Company as are not by the Acts or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Acts or these Articles and to such regulations, being no inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article.

47. The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorse, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

49. The Council shall cause minutes to be made in a book or books provided for the purpose -

- (a) of all appointments of officers made by the Council;
- (b) of the names of the members of the Council present at each meeting of the Council and of any sub-committee of the Council;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Council and of sub-committees of the Council.

BORROWING POWERS

50. The Council may exercise all the powers of the Company to

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

SECRETARY

51. The Secretary shall be appointed by the Council for such term at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by the Council.

THE SEAL

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

ACCOUNTS

53. The Council 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 the receipt and expenditure takes 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 Company's affairs and to explain its transactions.

54. The books of account shall be kept at the Office or at such other place within the United Kingdom as the Council think fit, and shall always be open to the inspection of the members of the Council.

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

AUDIT

56. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts.

NOTICES

57. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, 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. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours (Sundays and public holidays excepted) after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

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

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them; and
- (b) the auditor for the time being of the Company.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Sue Ryder
Sue Ryder Home
Cavendish
Social Worker
Suffolk.
Betty Leonard Chesler
Cavendish, Suffolk.
Retired.

Gatherford
Hills, Little Wymondley, Colchester
Consultant

John Priest,
71 Westfield Road, Birmingham 15
Company Director

Russ Weare
32 Westminster Gardens London S.W.6
Company Director

A. J. Groberg
Culver, North Hadham,
Herts.
Banker.

Grace Griffin MB, BS.
Warren Cottage,
Tyer Hill, BURES, Suffolk
Physician.

DATED this 29th day of November 1968

WITNESS to the signature of Sue Ryder

W: K. R. Stella Curran

Address Sue Ryder Home, Cavendish, Suffolk.

Co-opted Secretary

WITNESS to the signature of

Witness
Address

Occupation

Geoffrey Leonard Cheshire

P.L. Baint
Sue Lyden House,
Cavenish
Suffolk.
Secretary.

WITNESS to the signature of

R. H. Caste.

5 A, Randolph Road, London W.9.
Banker.

WITNESS to the signature of

Joan Lees.

School House
St. Bees, Cumberland.

Married Woman.

WITNESS to the signature of

P. W. S. N.

Joy L. Robilliard
22 Mortimer Court,
Abbey Road, N.W.8.

Private Secretary.

WITNESS to the signature of

P. W. S. N.
J. A. Bucknash

41, Bishopsgate, E.C.2.

Secretary.

WITNESS to the signature of

Mr. Bett,
The Old Forge,
Assington,
Eaton, Essex.

Housewife.



CERTIFICATE OF INCORPORATION

No. 943228

I hereby certify that

THE SUE RYDER FOUNDATION LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the

28TH NOVEMBER, 1968.

M

W. R. Knight

Assistant Registrar of Companies

No. of Company 943228

/19.

THE COMPANIES ACT 1948 to 1980

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

THE SUE RYDER FOUNDATION LIMITED

NOTICE IS HEREBY GIVEN that at the Annual General Meeting of the above Company held at 41 Bishopsgate, London, EC2P 2AA, on Friday, the 9th January 1981, the following Resolution was passed as a Special Resolution:-

"That Regulation 31 of the Company's Articles of Association in so far as it restricts the maximum number of Members of the Council be and is hereby altered by substituting the figure 15 for the figure 8."

Dated this 16th day of January 1981

A. H. Shoubo

Chairman of the Council of Management.

To The Registrar of Companies.



(a) Insert name
of Company

(a)
The Sue Ryder Foundation Limited

SPECIAL RESOLUTION

pursuant to Section 378 (2) of the Companies Act 1985

passed on the 23rd January 1989 .

At an EXTRAORDINARY GENERAL MEETING of the above-named Company
held at The House of Lords, London, SW1 on 23rd day the
day of January 1989, the following resolution(s) was/were(b) duly
passed as a (b) SPECIAL RESOLUTION(s) (b) :-

(b) Delete as
necessary

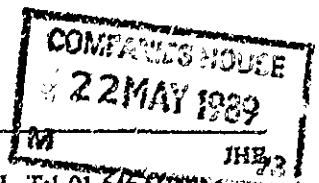
THAT paragraphs 2 and 42 of the Articles of Association be deleted
and that the following be inserted in their stead:-

2. The number of members shall not exceed 100.
42. In addition to all other powers hereby expressly conferred
upon it, and without detracting from the generality of the
powers conferred upon it by any other Article, or by anything
contained in the Trust Deed, or otherwise, the Council shall
have the following powers, namely:-
 - (a) To delegate any of its powers to a Committee or Committees
for such purposes and with such powers (including power to
co-opt persons not being members of the Council, or persons
not being members of the Company, who shall have first been
approved by the Council) authorities and discretions (not
exceeding those vested in or exercisable by the Council
under these Articles or by the Trust Deed) for such period
and subject to such provisions as the Council may think fit.
 - (b) To make, and from time to time, repeal or alter, regulations as
to the management of the Company or the Charity, and the
affairs thereof, and as to the duties of any officers or
servants of the Company, and as to the conduct of business by
the Council or any Sub-Committee, provided that the same shall
not be inconsistent with the Memorandum and Articles of
Association or the Trust Deed.
 - (c) Generally to do all things necessary or expedient for the
conduct of the affairs of the Company or Charity.

Signed(c) *[Signature]*
Secretary

(c) This notice must
be signed by the
Chairman, a Director
or the Secretary of
the Company

N.B. This notice must be forwarded to the Registrar of Companies within 15 days after
the passing of the resolution(s) (see overleaf).



NOTE :- Section 380(1) of the Companies Act 1985 requires a printed copy of every resolution or agreement to which the section applies to be forwarded to the Registrar of Companies within 15 days after the passing or making thereof.

However the Registrar of Companies accepts copy resolutions or agreements produced by any of the following processes :-

Letterpress, Gravure, Lithography, Stencil duplicating, Offset Lithography, "Office" Type - Set, Electrostatic Photocopying, "Photostat" or similar processes properly processed and washed, or if produced by spirit duplicator or if typed.

A document will not be accepted if its general appearance, legibility format or durability is unsuitable for publication or use on the file kept by the Registrar.

(a) Insert name
of Company

The Sue Ryder Foundation Limited
(a)

SPECIAL RESOLUTION

pursuant to Section 378 (2) of the Companies Act 1985

passed on the 23rd January 1989 .

(b) Delete as
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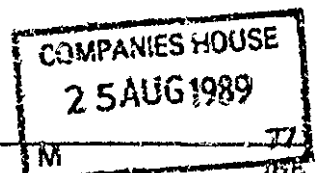
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Association or the Trust Deed.
 - (c) Generally to do all things necessary or expedient for the
conduct of the affairs of the Company or Charity.

(c) This notice must
be signed by the
Chairman, a Director
or the Secretary of
the Company

Signed(c) *[Signature]*
Secretary

N.B. This notice must be forwarded to the Registrar of Companies within 15 days after
the passing of the resolution(s) (see overleaf).



THE SUE RYDER FOUNDATION LTD

Company Registration No. 943228

Registered Office:-
Sue Ryder Home
Cavendish Suffolk CO10 8AY

HEREBY GIVES NOTICE to the Registrar of Companies that the following effective resolutions were passed on the 29th July 1991 :-

THAT the Company dispenses with the holding of Annual General Meetings and

THAT it does not require the accounts to be laid before the company in general meeting

both these resolutions to remain effective until further notice.

Dated this 2nd day of August 1991



Secretary

Presented for filing by :-
A H Nicholls
1 Summerfield Close
Ipswich

