

THE COMPANIES ACT 1985

Company Limited by Guarantee

Special Resolution

of

The Sue Ryder Foundation

(passed on 14th May 1997)


At an Extraordinary General Meeting of the Company duly convened and held at Headquarters of The Sue Ryder Foundation, Cavendish, Sudbury, Suffolk CO10 8AY on 14th May 1997 the following Resolution was passed as a Special Resolution of the Company.

SPECIAL RESOLUTION

That the existing Articles of Association of the Company be and they are hereby altered in the manner following, that is to say:

By deleting the present Article 49(ii) and by adopting a new Article 49(ii) namely:

"All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the trustees shall from time to time by resolution provide, provided that the signing of such aforementioned instruments, not exceeding amounts to be stated in such resolution, be by a given number of, trustees, or, trustees and paid officials of the Charity, or, paid officials of the Charity alone, or, members of the House Committees of Sue Ryder Homes alone."

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REVEREND R.W. CLIFTON (Chairman)

(RES972)

