

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTIONS**

of

**THE GUY PILKINGTON MEMORIAL HOME LIMITED**

("Company")

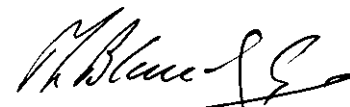
**PASSED ON 8 DECEMBER 2005**

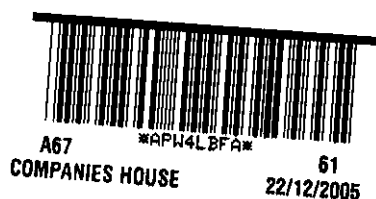
At an extraordinary general meeting of the Company duly convened and held on Thursday 8 December 2005 at Fairfield Independent Hospital, Crank, St Helens WA11 7RS, the following resolutions were duly passed as special resolutions:

**SPECIAL RESOLUTIONS**

1. The memorandum of association be altered by:
  - 1.1 inserting the words "Subject to the provisions of article 45 of the Company's articles of association" at the beginning of clause 4;
  - 1.2 inserting the word "or" at the end of clause 4(B); and
  - 1.3 inserting the following clause after clause 4(B):

"(C) to any firm or company of which a Director is a partner, employee, consultant or director."
2. The draft regulations attached be adopted as the articles of association of the Company to the exclusion of and in substitution for the existing articles of association of the Company.

  
P.L. BLACKLEDGE  
Director/Secretary



In default of the  
Charity Commission for England and Wales  
Consent is given under section 17 of  
The Charities Act 1960 to these provisions.  
T. Keen 26/9/2005

**THE COMPANIES ACTS 1948 TO 1967**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**of**

**THE GUY PILKINGTON MEMORIAL HOME LIMITED**

(as amended by special resolution(s) passed on 14th February 1986 and 8 December 2005)

**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:

"Act" means the Companies Act, 1948;

"Company" means the above-named Company;

"these Presents" means these Articles of Association, and the regulations of the Company from time to time in force;

"Office" means the registered office of the Company;

"Seal" means the common seal of the Company;

"Statutes" means the Act and all statutory modifications and re-enactments of the Act, or of any of them for the time being in force.

Subject as aforesaid, any words or expressions defined in the Statutes, shall if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of members with which the Company proposes to be registered is twenty five, but subject as hereinafter provided, the Directors may from time to time register an increase of members.
3. The Company shall be a private company within the meaning of the Act, and accordingly the following provisions shall have effect, namely:

On behalf of the  
Commission for Engineers  
and under  
to these

- (A) the Company shall not offer any of its shares or debentures to the public for subscription;
  - (B) the number of members of the Company shall not at any time exceed fifty;
  - (C) the Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of shares.
4. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.
5. No person other than the said subscribers shall become a member unless he has been recommended by the Directors for membership and also has signed an application in the following form:
- "I
- of
- desire to be admitted to membership of the Company, and request you to enter my name in the Register of Members accordingly, subject to the Memorandum and Articles of Association of the Company.
- Dated this       day of       19."
- 6.
- (a) Any member may at any time withdraw from the Company by giving three months' notice in writing of his intention so to do and upon the expiration of such notice he shall cease to be a member.
  - (b) The Directors may at any time by notice in writing served as hereinafter provided require a member (including a Director) to withdraw from the Company and the person so required to withdraw shall at the expiration of one month from such notice cease to be a member.
7. The rights of members as such shall be personal and shall not be transferable and shall cease upon death.

**On behalf of the**  
**Charity Commission for England and Wales,**  
Consent is given under section 64 of  
The Charities Act 1993 to these proposed amendments

*T. Khan 26/9/2005*

## GENERAL MEETINGS

8. 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 Directors shall appoint.
9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
10. The Directors may, whenever they think fit, 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.

## NOTICE OF GENERAL MEETINGS

11. 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 to such members of the Company as are, under the provisions of these presents, entitled to receive 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 Articles 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 ninety five per cent. of the total voting rights at that meeting of all the members.

On behalf of the

Charity Commission for England and Wales,

Consent is given under section 64 of

The Charities Act 1993 to these proposed amendments.

T. Jones 26/9/2005

12. 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

13. 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 accounts and Balance Sheet, and the reports of the Directors and of the Auditors, the election of Directors in the place of those retiring, and the appointment of and the fixing of the remuneration of the Auditors.
14. 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 the quorum shall be three members personally present.
15. 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 to such other day and at such other time and place as the Directors shall 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.
16. With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time and from place to place, as the meeting shall determine. 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 any adjournment, or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
17. The Chairman (if any) of the Directors shall preside 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 Directors present shall elect one of their number to be Chairman of the meeting. If no Director is willing to act as Chairman, or if no Director is present, the members present shall choose one of their number to be Chairman of the meeting.

On behalf of the  
Charity Commission for England  
Consent is given under section 19  
of the Charities Act 1993 to these proposed amendments.

18. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least two members present in person and entitled to vote or 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 members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
19. 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.
20. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
21. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a further or casting vote.
22. The demand for a poll shall not prevent the continuance of a meeting and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

#### **VOTES OF MEMBERS**

23. Every member shall have one vote.
24. Save as herein expressly provided, no person other than a member duly registered, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, at any General Meeting.
25. 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. Except in the case of a corporation no person shall act as a proxy who is not entitled to be present and vote in his own right. A corporation may vote by its duly authorised representative as provided by Section 139 of the Act.

On behalf of the  
Charity Commission for England  
Consent is given under seal

*26/1/2005*

26. The instrument of 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, or under the hand of some officer duly authorised in that behalf.
27. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office at least twenty four hours before the time appointed for holding the meeting at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.
29. Any instrument appointing a proxy shall be in any usual or common form or in such other form as the Directors may from time to time approve.
30. Subject to the provisions of the Act, any resolution in writing, signed by all the members for the time being of the Company, either personally or by any duly authorised agent, shall be as valid and effectual as an Ordinary Resolution passed at a General Meeting of the Company duly convened and held. Such resolution may consist of several documents to the like effect each signed by or by a duly authorised agent of one or more members of the Company.

## DIRECTORS

31. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than three. The first Directors of the Company shall be appointed by the subscribers to the Memorandum of Association.
- 32.
- (A) (i) At every Annual General Meeting held after the date of adoption of this Article (other than the first such meeting), one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one Director who is subject to retirement by rotation, he shall retire;

On behalf of the

Charity Commission for England and Wales

Consent is given under section 17(2) of

The Charities Act 1993 to these proposed amendments

- (ii) Subject to the provisions of the Statutes, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
  - (iii) If the Company, at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost;
- (B) (i) No person other than a Director retiring by rotation shall be appointed or reappointed a Director at any General Meeting unless:
- (a) he is recommended by the Directors; or
  - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed or reappointed;
- (ii) Not less than seven nor more than twenty-eight clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors.

On behalf of the  
Charity Commission for England and Wales  
Consent is given under  
The Charities Act 1993 to these provisions



- (iii) Subject as aforesaid, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.

### POWERS AND DUTIES OF DIRECTORS

33. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Statutes or by these presents required to be exercised by the Company in General Meeting subject nevertheless to any regulation of the presents, to the provisions of the Statutes, and to such regulations (not being inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
34. Any Director may grant to any person, who need not be a Director, a power of attorney to represent him at any meeting of the Board of Directors. The person so authorised shall exercise and discharge all the duties of the Director he represents.
35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

### PROCEEDINGS OF THE DIRECTORS

36. The Directors may meet together for the despatch 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.
37. On the request of any Directors, the Secretary shall at any time summon a meeting of the Directors by notice served upon the several Directors to their last known address in the United Kingdom.
38. The Directors shall from time to time elect a Chairman who shall preside at all meetings of the Directors 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

On behalf of the

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Consent is given to the

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within fifteen minutes after the time appointed for holding a meeting, the Directors present shall choose some one of their number to be Chairman of the meeting.

39. A meeting of the Directors for the time being 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 Directors generally, and a resolution passed at such a meeting shall be deemed to be a resolution of the Company's Board of Directors and shall be valid and effectual in all respects.

40.

(A) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these presents as the maximum number of Directors. A Director so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.

(B) Subject to the provisions of the Statutes, a Director who retires at an Annual General Meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

41. The Directors may delegate any of their powers to Committees consisting of such persons (whether or not members of the Company or Directors) as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

42. A committee may elect a Chairman of its meetings; if no such 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 members present may choose one of their number to be Chairman of the meeting.

43. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

On behalf of  
Charity Commission  
Consent to

T Robins 26/9/2005

## RESOLUTIONS OF DIRECTORS

44. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as a resolution passed at a duly convened and constituted meeting of the Board of Directors. Any such resolution may consist of several documents to the like effect each signed by one or more of the Directors.

## CONTRACTS BY DIRECTORS

45. Any Director may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of such contract, arrangement or dealing to which he is a party or in which he is interested, provided that such Director discloses to the Board at or before the time when such contract, arrangement or other dealing is determined upon his interest therein, or that the Board is of its own knowledge generally aware of such Director's interest, or if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest. A Director may vote in respect of any contract, arrangement or dealing in which he is interested. At no time shall a majority in number of Directors receive benefits arising from a contract, arrangement or dealing with the Company to which they are parties or in which they are interested.
46. The office of a Director shall ipso facto be vacated by any Director:
- (i) if he becomes of unsound mind; becomes bankrupt or compounds with his creditors;
  - (ii) if by notice in writing to the Company he resigns his office;
  - (iii) if the Company in General Meeting removes him.
47. No Director shall be entitled to any remuneration for his services.
48. All acts bona fide done at any meeting of the Directors or of a Committee or by any person acting as a Director or member of a Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such 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 and was qualified to be a Director or member of such Committee.
49. The Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company and of the Directors and all business transacted at such meetings, and any such

On behalf of the

Charity Commission for England and Wales,

Consent is given under section 64 of

The Charities Act 1993 to these proposed amendments.

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minute 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 conclusive evidence without any further proof of the facts therein stated.

#### SEAL

50. The Directors shall provide for the safe custody of the Seal, and every instrument to which the Seal of the Company is affixed shall be signed either by two Directors or by one Director and the Secretary.

#### SECRETARY

51. The Directors shall appoint the first Secretary of the Company. The Directors may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall while so acting be deemed for all purposes to be the Secretary of the Company.

#### ACCOUNTS

52. The Directors shall cause proper books of account to be kept with respect to:
- (A) the assets and liabilities of the Company;
  - (B) the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place; and
  - (C) all other transactions carried out by the Company.
53. 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 Directors shall think fit, and shall always be open to the inspection of any Director.
54. The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of members at all reasonable times during business hours.

On behalf of the  
Charity Commission for England and Wales  
Consent is given under section 64 of  
The Charities Act 1993 to these proposed rules

T B. 26/9/2005

## AUDIT

55. Once at least in every year the accounts of the Company shall be examined and the correctness of the Balance Sheet and the Accounts to be annexed thereto, shall be ascertained by one or more properly qualified Auditor or Auditors.
56. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

## 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, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice 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.

## INDEMNITY

60. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the Statutes for the time being in force.

On behalf of the  
Charity Commission for England and Wales,  
Consent is given under section 64 of

The Charities Act 1993 to these proposed amendments