

Number of }
Company }

1141676

THE COMPANIES ACTS 1948 to 1967

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

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

THE GUY PILKINGTON MEMORIAL HOME
LIMITED

Presented by

Presentor's Reference DDM

ALSOP STEVENS BATESONS & CO.

290 India Buildings, Water Street,

LIVERPOOL 2.

Form No. 41
(No filing fee payable)

Printed and Published by The Solicitors' Law Stationery Society, Limited, Oyez House, Breems Buildings,
Fetter Lane, London EC4P 4BU and at Birmingham, Cardiff, Liverpool, Manchester and Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, DONALD DAVID MASON

of 290 India Buildings, Water Street in the City
of Liverpool

(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 Solicitor

of the Supreme Court engaged in the formation

of The Guy Pilkington Memorial Home

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.

7
Declared at Liverpool

the 27th day of September
one thousand nine hundred and seventy
three

Before me,

D. H. Mason

DD Mason

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

THE COMPANIES ACTS, 1948 TO 1967.

COMPANY LTD BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

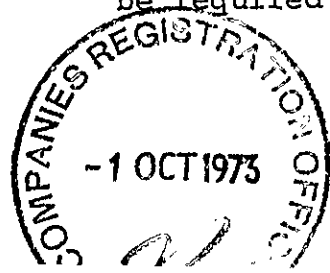
of

THE GUY PILKINGTON MEMORIAL HOME
LIMITED

1. The name of the Company is "THE GUY PILKINGTON MEMORIAL HOME 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 promote manage and maintain a nursing home or nursing homes for the relief of:-
 - (1) persons suffering from mental or physical illness or incapacity (whether temporary or permanent) or who are convalescing therefrom
 - (2) the aged; and
 - (3) pregnant women but not for the purpose of performing abortions

In furtherance of the above objects but not otherwise

- (B) To provide endow furnish and fit out with all necessary furniture and other equipment, and maintain and manage such buildings and grounds and other premises as may from time to time be required for the purposes of the Company



- (C) To employ all such officers and servants as may be required for the purposes of the Company
- (D) To purchase take on lease or otherwise acquire lands for any estate or interest
- (E) To build and maintain houses (whether or not required for occupation for the purposes of the Company) and alter or improve the same including any existing buildings and to provide the same with light water drainage and all other necessities
- (F) To let as residences offices shops or otherwise any part or parts of any land or buildings and in such divisions and manner as may be expedient
- (G) To raise money for any of the above purposes by mortgaging or charging all or any such property as may legally be mortgaged or charged with capital sums or with terminable annuities for lives or years
- (H) To accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Company and generally to manage invest and expend all monies belonging to the Company

(I) To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit

(J) As employers of staff to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or ex-employees and their respective wives widows and other dependants

(K) To do all such other things as are necessary for the attainment of the above objects or any of them

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 five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company but so that no Director of the Company (Director for the purpose of this provision meaning a person appointed or purported to be appointed to be a Director under the Company's Articles of Association) 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 such Director, except repayment of his 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 Director may be a member, and in which such Director shall not hold more than one-hundredth part of the capital, and such Director shall not be bound to account for the share of profits he may receive in respect of any such payment

5. No addition alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force the effect of which would be that the Company ceased to be a charity

6. The liability of the members is limited

7. 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 ceased 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

8. 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 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 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 other 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.

Edmund Jeffrey Shew

35 Westfield Street, St. Helens.

Chartered Accountant.

Donald David Mason

290 India Buildings

Water Street

Liverpool 2

Solicitor

Dated this 27th day of September 1973

Witness to the above Signatures

T. SHARROCK

Insurance Agent
35 Westfield Street
St Helens

David Edmundson

290 India Buildings

Water Street

Liverpool 2.

Solicitor

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

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:-

WORDSMEANINGS

The Act	The Companies Act, 1948.
The Statutes	The Act and all statutory modifications and re-enactments of the Act, or of any of them for the time being in force.
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 Office	The Registered Office of the Company.
The Seal	The Common Seal of the Company.

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:-

- (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.

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

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, 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.

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.

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 Director may be appointed at any time by the Company in general meeting.

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 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. The Directors shall have power at any time and from time to time to fill any casual vacancy occurring in the Board of Directors.

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.

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. Subject to the provisions of the Company's Memorandum of Association 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.

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 remove 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 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.

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 Articles shall only have effect in so far as its provisions are not avoided by the Statutes for the time being in force.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Edmund Jeffrey Shaw

35 Westfield Street, Gr. Helms

Chartered Accountant.

Donald David Mason

290 India Buildings

Water Street

Liverpool 2

Dated this

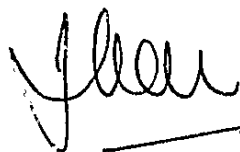
27th

day of

September

1973

Witnesses to the above Signatures:-



J. SHARROCK
INSURANCE BROKER
35 WESTFIELD STREET
GR. HELMS



290 India Buildings
Water Street
Liverpool 2.
Solicitor



CERTIFICATE OF INCORPORATION

No. 1141676

I hereby certify that

THE GUY PILKINGTON MEMORIAL HOME 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 25th October 1973

N Taylor
N. TAYLOR

Assistant Registrar of Companies

Number of } 1141676
Company }

8

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

THE GUY PILKINGTON MEMORIAL HOME LIMITED

Passed 14th July, 1977.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Fairfield, Crank, St. Helens, Wall 7RS

on the 14th day of July, 1977, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

"That the objects of the Company be extended to include power for the Company to promote manage and maintain an old people's home or old people's homes and that the Memorandum of Association of the Company be modified accordingly by adding the following new sub-clause

(AA) at the end of sub-clause (A) of Clause 3 thereof before the words "In furtherance of the above objects but not otherwise" namely:—

"(AA) to promote manage and maintain a residential home or residential homes for the relief of the aged."

57

Signature Edmund J. Shaw

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

..... SECRETARY

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.



1141676/9

THE GUY PILKINGTON MEMORIAL HOME LIMITED

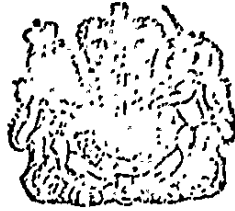
MEMORANDUM OF ASSOCIATION

(as amended by Special Resolution
passed 14th July 1977)

Incorporated 25th October 1973.

Alsop Stevens Batesons & Co.
Liverpool London





CERTIFICATE OF INCORPORATION

No. 11141676

I hereby certify that

THE GUY PILKINGTON MEMORIAL HOME 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 25th October 1973

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

N. TAYLOR

Assistant Registrar of Companies

THE COMPANIES ACTS, 1948 TO 1967

MEMORANDUM OF ASSOCIATION

of

THE GUY PILKINGTON MEMORIAL HOME
LIMITED

(As amended by Special Resolution passed 14th July, 1977)

1. The name of the Company is "THE GUY PILKINGTON MEMORIAL HOME 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 promote manage and maintain a nursing home or nursing homes for the relief of:-
 - (1) persons suffering from mental or physical illness or incapacity (whether temporary or permanent) or who are convalescing therefrom
 - (2) the aged; and
 - (3) pregnant women but not for the purpose of performing abortions
 - (AA) To promote manage and maintain a residential home or residential homes for the relief of the aged
- In furtherance of the above objects but not otherwise
- (B) To provide endow furnish and fit out with all necessary furniture and other equipment, and maintain and manage such buildings and grounds and other premises as may from time to time be required for the purposes of the Company

- (C) To employ all such officers and servants as may be required for the purposes of the Company
- (D) To purchase take on lease or otherwise acquire lands for any estate or interest
- (E) To build and maintain houses (whether or not required for occupation for the purposes of the Company) and alter or improve the same including any existing buildings and to provide the same with light water drainage and all other necessities
- (F) To let as residences offices shops or otherwise any part or parts of any land or buildings and in such divisions and manner as may be expedient
- (G) To raise money for any of the above purposes by mortgaging or charging all or any such property as may legally be mortgaged or charged with capital sums or with terminable annuities for lives or years
- (H) To accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Company and generally to manage invest and expend all monies belonging to the Company

(I) To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit

(J) As employers of staff to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or ex-employees and their respective wives widows and other dependants

(K) To do all such other things as are necessary for the attainment of the above objects or any of them

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 five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company but so that no Director of the Company (Director for the purpose of this provision meaning a person appointed or purported to be appointed to be a Director under the Company's Articles of Association) 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 such Director, except repayment of his out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or lot to the Company; PROVIDED that the provision last aforesaid shall not apply to any payment to any company of which a Director may be a member, and in which such Director shall not hold more than one-hundredth part of the capital, and such Director shall not be bound to account for the share of profits he may receive in respect of any such payment

5. No addition alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force the effect of which would be that the Company ceased to be a charity

6. The liability of the members is limited

7. 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 ceased 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

8. 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 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 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 other 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.

EDMUND JEFFREY SHEW
35, Westfield Street,
ST. HELENS.
Chartered Accountant

DONALD DAVID MASON
290, India Buildings,
Water Street,
LIVERPOOL, 2.
Solicitor.

Dated this 27th day of September 1973

Witness to the above Signatures

T. SHARROCK,
Insurance Broker
35, Westfield Street,
ST. HELENS.

DAVID EDMUNDSON,
290, India Buildings,
Water Street,
LIVERPOOL, 2.
Solicitor

Number of } 1141676
Company } 19

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

THE GUY PILKINGTON

MEMORIAL

LIMITED

Passed 2nd April, 19 80.

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at Rainford Hall
. Crank St Helens

on the 2nd day of April, 19⁸⁰, the subjoined
SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

- THAT the Memorandum of Association of the Company be altered by the deletion of sub-clause (G) of Clause 3 thereof and the adoption in substitution therefor of the following new sub-clause:—
- " (G) To borrow and raise money for any of the above purposes either upon or without security 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 (without prejudice to the generality of the foregoing) by mortgages of or charges upon the undertaking and all or any of the real and personal property, both present and future, of the Company or by the creation and issue upon such terms and for such consideration as may be thought expedient, of debentures, debenture stock or other securities whether permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance
Provided always that no such mortgage or charge shall be granted or created over property subject to the jurisdiction of the Charity Commissioners for England and Wales without such authority approval or consent as may be required by law. "

Signature To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

Edmund J. Shaw
.....
SECRETARY.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.



MEMORANDUM OF ASSOCIATION
of

THE GUY PILKINGTON MEMORIAL HOME
LIMITED

(As amended by Special Resolutions passed 14th July,
1977 and 2nd April 1980)

1. The name of the Company is "THE GUY PILKINGTON MEMORIAL HOME 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 promote manage and maintain a nursing home or nursing homes for the relief of:-
 - (1) persons suffering from mental or physical illness or incapacity (whether temporary or permanent) or who are convalescing therefrom
 - (2) the aged; and
 - (3) pregnant women but not for the purpose of performing abortions
 - (AA) To promote manage and maintain a residential home or residential homes for the relief of the aged
- In furtherance of the above objects but not otherwise
- (B) To provide endow furnish and fit out with all necessary furniture and other equipment, and maintain and manage such buildings and grounds and other premises as may from time to time be required for the purposes of the Company



- (C) To employ all such officers and servants as may be required for the purposes of the Company
- (D) To purchase take on lease or otherwise acquire lands for any estate or interest
- (E) To build and maintain houses (whether or not required for occupation for the purposes of the Company) and alter or improve the same including any existing buildings and to provide the same with light water drainage and all other necessities
- (F) To let as residences offices shops or otherwise any part or parts of any land or buildings and in such divisions and manner as may be expedient
- (G) To borrow and raise money for any of the above purposes either upon or without security 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 (without prejudice to the generality of the foregoing) by mortgages of or charges upon the undertaking and all or any of the real and personal property, both present and future, of the Company or by the creation and issue upon such terms and for such consideration as may be thought expedient, of debentures, debenture stock or other securities whether permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance Provided always that no such mortgage or charge shall be granted or created over property subject to the jurisdiction of the Charity Commissioners for England and Wales without such authority approval or consent as may be required by law

- (H) To accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Company and generally to manage invest and expend all monies belonging to the Company
- (I) To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit
- (J) As employers of staff to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or ex-employees and their respective wives widows and other dependants
- (K) To do all such other things as are necessary for the attainment of the above objects or any of them

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 five per cent per annum on money lent or

INDISTINCT ORIGINAL

reasonable and proper rent for premises demised or let by any member to the Company but so that no Director of the Company (Director for the purpose of this provision meaning a person appointed or purported to be appointed to be a Director under the Company's Articles of Association) 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 such Director, except repayment of his 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 Director may be a member, and in which such Director shall not hold more than one-hundredth part of the capital, and such Director shall not be bound to account for the share of profits he may receive in respect of any such payment

5. No addition alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force the effect of which would be that the Company ceased to be a charity

6. The liability of the members is limited

7. 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 ceased 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

8. 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 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 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 other 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.

EDMUND JEFFREY SHEW
35, Westfield Street,
ST. HELENS.
Chartered Accountant

DONALD DAVID MASON
290, India Buildings,
Water Street,
LIVERPOOL, 2.
Solicitor.

Dated this 27th day of September 1973

Witness to the above Signatures

T. SHARROCK,
Insurance Broker
35, Westfield Street,
ST. HELENS.

DAVID EDMUNDSON,
290, India Buildings,
Water Street,
LIVERPOOL, 2.
Solicitor

No. 1141676

137 THE COMPANIES ACTS 1948 TO 1967
THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

of

THE GUY PILKINGTON MEMORIAL HOME LIMITED

Passed 14th February 1986

At an EXTRAORDINARY GENERAL MEETING of the above named company
duly convened and held on 14th February 1986 the following Resolution
was duly passed as SPECIAL RESOLUTION:-

THAT the Articles of Association of the Company be altered as
follows:-

- (1) by the insertion after the word "Auditors" in Article 13 thereof
the words "the election of Directors in the place of those
retiring"; and
- (2) by the deletion of Articles 32 and 40 thereof and the adoption
in substitution therefor respectively of Articles 32A and B and
40A and B of the printed document submitted to this Meeting and
for the purposes of indentification signed by the Chairman
thereof

.....
CHAIRMAN



11416-26
38

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 passed 14th February 1986)

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:-

<u>WORDS</u>	<u>MEANINGS</u>
The Act	The Companies Act, 1948.
The Statutes	The Act and all statutory modifications and re-enactments of the Act, or of any of them for the time being in force.
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 Office	The Registered Office of the Company.
The Seal	The Common Seal of the Company.

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:-



- (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.

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

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.

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.

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.

(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.

(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 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.

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. Subject to the provisions of the Company's Memorandum of Association 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.

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 remove 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 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.

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 Articles shall only have effect in so far as its provisions are not avoided by the Statutes for the time being in force.