

Company No. 1263446

THE COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

Of

HELP THE AGED

Passed the *21st November* 2001

By written resolution the above named Company duly passed on *21st November* 2001 as a resolution of the Company as follows:-

WRITTEN RESOLUTION

THAT the Articles of Association of the Company amended by the insertion of the following new article as Article 44.4:

"44.4 Any Trustee or alternate Trustee may validly participate in a meeting of the Board or Committee thereof through the medium of conference telephone, video conferencing or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the Board or a committee of the Board shall for the purpose of these Articles be deemed to be validly and effectively transacted at a meeting of the Board notwithstanding that a quorum of Trustees is not physically present in the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group of those participating, where the Chairman of the meeting then is."

.....*K. R. M. M. M.*.....
Secretary



*Certified
a true copy*
[Signature]
*Company
Secretary*