

**C L I F F O R D
C H A N C E**

Company No 1833385

MONDAY



THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

OF THE SOLE SHAREHOLDER OF

CARE UK COMMUNITY PARTNERSHIPS LTD (the "Company")

Care UK Community Partnerships Group Limited, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed, in the case of resolutions 1 and 2 as special resolutions, and in the case of resolutions 3, 4, 5 and 6 as ordinary resolutions:

SPECIAL RESOLUTIONS

- 1 **THAT** the existing articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association, and
- 2 **THAT** the articles of association of the Company shall be amended by inserting a new article 9A immediately after Article 9 and a new Article 10A immediately after Article 10, which reads as follows

"Article 9A: Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a Secured Institution Article 9 and Regulation 8 shall be amended accordingly

Article 10A: Notwithstanding anything to the contrary in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such a transfer

- (i) is executed by any chargee to whom such shares have been charged by way of security, or by a nominee of such chargee ("**Secured Institution**"),
- (ii) is executed by a Secured Institution pursuant to the power of sale under security, and a certificate by an official of such Secured Institution that the shares were so charged and the

transfer was so executed shall be conclusive evidence of such facts; or

- (iii) is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares,

and the directors shall immediately register such transfer of shares upon receipt and furthermore, notwithstanding anything to the contrary in these Articles, no shares in the Company to be transferred or proposed to be transferred to a Secured Institution shall be required to be offered to the shareholders for the time being of the Company and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them for valuable consideration or otherwise. Regulations 9-11, 24-26 and 28 of Table A shall not apply to the Company "

ORDINARY RESOLUTIONS

The undersigned, a person entitled to vote on the above resolutions on 12 JULY 2010
hereby irrevocably agreed to the Special Resolutions and Ordinary Resolutions

Dated .. 12 JULY 2010 ..

Signed P. J. H. ..

For and on behalf of **Care UK Community Partnerships Group Limited**

NOTES

- 1 The circulation date of this resolution is 12 JULY 2010 This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date Only such eligible members (or persons duly authorised on their behalf) should sign this resolution
2. An eligible member can signify its agreement to the resolution by signing the resolution and by delivering a copy of the signed resolution to an officer of the Company by hand
- 3 This resolution must be passed by 12 JULY 2010 If the resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CARE UK COMMUNITY PARTNERSHIPS LIMITED

Company Number 2644862

Incorporated 11 September 1991

Registered Number 2644862

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CARE UK COMMUNITY PARTNERSHIPS LIMITED

TABLE A

- 1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended in relation to private companies limited by shares by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles (**Table A**) apply to **Care UK Community Partnerships Limited**¹ (the Company) except in so far as they are excluded or varied by these articles
- 2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits

PRIVATE COMPANY

- 3 The Company is a private company. Accordingly, no shares in or debentures of the Company may be offered to the public (whether for cash or otherwise) and the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

SHARE CAPITAL

- 4 The authorised share capital of the Company as at the date of incorporation of the Company is **£1,000** divided into 1,000 ordinary shares of £1.00 each²
- 5 Subject to the provisions of the Act, all shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of any unissued shares in the capital of the Company (whether forming part of the original or any increased share capital) to such persons and generally on such terms and conditions and in such manner as they think fit
- 6 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the Act) up to an aggregate nominal amount equal to the amount of the authorised but as yet unissued share capital of the Company as at the date of

¹ Insert name of Company

² Insert details of share capital

incorporation of the Company This authority shall expire on the fifth anniversary of the date of incorporation of the Company unless varied or revoked or renewed by the Company in general meeting PROVIDED THAT the directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority

- 7 Section 89(1) and sections 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in section 94 of the Act) by the Company

SHARE CERTIFICATES

- 8 A share certificate need not be sealed with the seal but may be executed as a deed in accordance with the Act and signed by any two directors or any director and the company secretary Regulation 6 of Table A shall be modified accordingly

LIEN

- 9 The lien conferred by Regulation 8 of Table A shall also attach to fully paid shares The Company shall also have a first and paramount lien on all shares, whether or not fully paid, which are registered in the name of any person indebted or under any liability to the Company, whether or not he is the sole registered holder or one of two or more joint holders, for all moneys presently payable by him or his estate to the Company Regulation 8 of Table A shall be modified accordingly
- 9A Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a Secured Institution Article 9 and Regulation 8 shall be amended accordingly

TRANSFERS

- 10 The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien Regulation 24 of Table A shall be modified accordingly
- 10A Notwithstanding anything to the contrary in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such a transfer
- (i) is executed by any chargee to whom such shares have been charged by way of security, or by a nominee of such chargee ("**Secured Institution**"),
 - (ii) is executed by a Secured Institution pursuant to the power of sale under security, and a certificate by an official of such Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts, or
 - (iii) is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares,

and the directors shall immediately register such transfer of shares upon receipt and furthermore, notwithstanding anything to the contrary in these Articles, no shares in the

Company to be transferred or proposed to be transferred to a Secured Institution shall be required to be offered to the shareholders for the time being of the Company and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them for valuable consideration or otherwise Regulations 9-11, 24-26 and 28 of Table A shall not apply to the Company

NOTICE OF GENERAL MEETINGS

- 11 If and for so long as the Company has only one member, then the sole member may agree that any general meeting (other than a general meeting called for the passing of an elective resolution) be called by shorter notice than that provided for by these Articles Regulation 38 of Table A shall be modified accordingly

PROCEEDINGS AT GENERAL MEETINGS

- 12 If and for so long as the Company has only one member, then the sole member or a proxy for that member (or if the sole member is a corporation, a duly authorised representative of that member) shall be a quorum Regulation 40 of Table A shall be modified accordingly
- 13 If, at an adjourned meeting, a quorum is not present within half an hour from the time appointed for the adjourned meeting, then the meeting shall be dissolved Notice of an adjourned meeting shall be given to all the members of the Company Regulation 45 of Table A shall be modified accordingly
- 14 A corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any general meeting of the Company or at any meeting of any class of members of the Company The person so duly authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as such corporation could exercise if it were an individual member
- 15 A poll may be demanded by a member (present in person or by proxy) having the right to attend and vote at the meeting or by a duly authorised representative of a corporation Regulation 46 of Table A shall be modified accordingly
- 16 A demand for a poll may, before the poll is taken, be withdrawn Regulation 48 of Table A shall be modified accordingly

VOTES OF MEMBERS

- 17 Unless the directors otherwise determine, no member shall vote at any general meeting or at any separate meeting of the holders of any class of share in the Company (either in person or by proxy) in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid Regulation 57 of Table A shall not apply
- 18 The deposit of an instrument of proxy by a member shall not preclude such member from attending and voting at the meeting or at any adjournment thereof Regulation 59 of Table A shall be modified accordingly
- 19 An instrument appointing a proxy (and, where it is signed on behalf of the member by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be

delivered at any such place as may be specified for that purpose in the notice convening the meeting (or, if no such place is specified, at the registered office of the Company) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or delivered to the secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. An instrument of proxy may be in the form of a facsimile or other machine-made copy and shall (unless the contrary is stated thereon) be valid as well for any adjournment of the meeting as for the meeting to which it relates. Regulation 62 of Table A shall not apply.

NUMBER OF DIRECTORS

- 20 Unless and until the Company in general meeting shall otherwise determine, the number of directors is not subject to any maximum and the minimum number is one.

ALTERNATE DIRECTORS

- 21 Any director (other than an alternate director) may appoint any other director or any other person willing to act to be an alternate director and may remove from office any alternate director so appointed by him. The alternate need not be approved by a resolution of the directors. Regulation 65 of Table A shall not apply. Every such appointment or removal shall be effected by notice in writing and signed by the relevant director. Such notice may be in the form of a facsimile or other machine-made copy and shall take effect immediately (or on such later date, if any, specified in the notice) upon deposit of the notice at the registered office of the Company marked for the attention of the company secretary. Regulation 68 of Table A shall be modified accordingly.
- 22 The same person may be appointed as the alternate director of more than one director, in which event, such alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote in respect of every director whom he represents in addition to his own vote (if any) as a director, but he shall not be counted more than once for the purpose of determining whether or not a quorum is present.
- 23 An alternate director shall not be entitled to receive any remuneration from the Company in respect of his appointment as an alternate director, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Regulation 66 of Table A shall be modified accordingly.
- 24 An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors. Regulation 66 of Table A shall be modified accordingly.
- 25 The appointment of an alternate director shall also terminate automatically on the happening of any event which if he were a director would cause him to vacate his office as a director. Regulation 67 of Table A shall be modified accordingly.

DELEGATION OF DIRECTORS' POWERS

- 26 Where any provision of these Articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee of the directors, such provision shall be construed as permitting the exercise of such power, authority or discretion by such committee. Regulation 72 of Table A shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 27 Notwithstanding any other provision of these Articles, the holder or holders of more than half in nominal value of the issued ordinary shares in the capital of the Company may at any time and from time to time appoint any person to be a director (provided that any such appointment does not cause the number of directors to exceed a number fixed by or in accordance with these Articles as the maximum number of directors) or remove any director from office. Every such appointment or removal shall be effected by notice in writing and signed by or on behalf of the relevant holder or holders. Such notice may be in the form of a facsimile or other machine-made copy and shall take effect immediately (or on such later date, if any, specified in the notice) upon deposit of the notice at the registered office of the Company marked for the attention of the company secretary. Any such notice of appointment or removal may consist of several documents in similar form, each signed by or on behalf of one or more holders.
- 28 A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

REMUNERATION OF DIRECTORS

- 29 Any director who serves on any committee or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the directors may determine. Regulation 82 of Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

- 30 A director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors. A director may waive (either prospectively or retrospectively) the requirement that notice of a meeting of the directors or of a committee of the directors be given to him. Regulation 88 of Table A shall be modified accordingly.
- 31 The quorum for the transaction of business of the directors shall be two unless there is a sole director, in which event, the sole director shall constitute a quorum. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall be modified accordingly.
- 32 A meeting of the directors or of a committee of the directors who are not all in one place may consist of a conference between directors (or their alternates) through the medium of conference telephone or similar form of communications equipment provided that each director (or his alternate) participating in the meeting is able to hear and speak to each other participating director (or his alternate) throughout the meeting. A director (or his

alternate) 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 directors or a committee of the directors shall for the purposes of these Articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors notwithstanding that fewer than two directors or alternate directors are physically present at 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, where the chairman of the meeting then is The word "**meeting**" in these Articles shall be construed accordingly

- 33 Without prejudice to the obligation of any director to disclose his interest in accordance with the Act or the provisions of these Articles, in respect of any matter in which a director is in any way interested, he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof Regulations 94 to 98 of Table A shall be modified accordingly
- 34 If and so long as there is a sole director, he shall be entitled to exercise all the powers and authorities vested in the directors by these Articles or Table A, in which event, the provisions of these Articles and Table A shall be construed accordingly A sole director may exercise any such powers and authorities by resolution in writing signed by him
- 35 As from the commencement date of section 175 of the Companies Act 2006, the Board may authorise any matter proposed to it in accordance with these Articles which would otherwise involve a breach of duty by a Director under that section, including, without limitation, any matter which relates to a situation in which a director has, or can have, a direct or indirect interest which conflicts, or possibly may conflict, with the interests of the Company

CAPITALISATION OF PROFITS

- 36 The directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted under Regulation 110 of Table A to any member in respect of a holding by the member of any partly paid shares shall, so long as those shares remain partly paid, rank for dividends only to the extent that the partly paid shares rank for dividend Regulation 110 of Table A shall be modified accordingly

NOTICES

- 37 Any member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at that address Regulations 112 and 116 of Table A shall be modified accordingly
- 38 A notice sent to an address outside the United Kingdom shall be deemed to be given at the expiration of seven days after the envelope containing it was posted Regulation 115 of Table A shall be modified accordingly

INDEMNITY

- 39 Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, every director, alternate director, secretary or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds

against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities suffered or incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court Regulation 118 of Table A shall not apply

- 40 Without prejudice to the provisions of Regulation 87 of Table A or the provisions of these Articles, the directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is an officer or employee, or former officer or employee, of the Company or of a company which is a subsidiary undertaking of the Company or in which the Company has an interest (whether direct or indirect), or who is or was a trustee of a retirement benefits scheme or another trust in which an officer or employee or former officer or employee is or has been interested, indemnifying him against liability for negligence, default, breach of duty or breach of trust or another liability which may lawfully be insured against by the Company