Company number: 2727907

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMBERS' WRITTEN RESOLUTIONS

of

Manor House Nursing Home (Stamford Bridge) Limited
(the "Company")

Passed on: 31 October 2005

We, at the date hereof being all the members of the Company, hereby unanimously agree that the following resolutions be passed as written resolutions of the Company pursuant to *Section 381A of the Companies Act 1985* (the "Act"), *namely*:

SPECIAL RESOLUTIONS

1 **Adoption of new articles of association**

That the regulations appended to this resolution be adopted as the articles of *association of the Company in substitution for the existing articles of association of* the Company.

2 **Conversion of shares into shares of a different class**

That each of the A ordinary shares of £1.00 each in the capital of the Company be converted into and redesignated as an ordinary share of £1.00 each ranking pari passu with existing ordinary shares of £1.00 each in the capital of the Company having the rights and being subject to the restrictions set out in the new articles of association of the Company to be adopted pursuant to resolution 1.

AYRYQAEB
A29 620
COMPANIES HOUSE 15/11/2005

In accordance with section 381B of the Act, a copy of these written resolutions was sent to the Company's auditors at the same time as, or before, this written resolution was supplied to any member of the company for signature.

ANTHONY GRAY	31 October 2005 **Date**
LAURA GRAY By the Hand of her attorney	31 October 2005 **Date**

INC 45058/ADRC
2727907

The Companies Act 1985
(As amended by the Companies Act 1989)
Private Company Limited by Shares

23 APR 1992
£50 FEE PAID
COMPANIES HOUSE

MEMORANDUM OF ASSOCIATION

of MANOR HOUSE NURSING HOME (STAMFORD BRIDGE) LIMITED

1. The Company's name is MANOR HOUSE NURSING HOME (STAMFORD BRIDGE) LIMITED

2. The Company's registered office is to be situated in England and Wales

3. The Company's objects are:-

(A) (i) To establish, promote, equip, organise, maintain, manage and administer and to act as promotional and administrative consultants, advisers and agents of and in connection with nursing homes, convalescent homes, homes for the aged and infirm, clinics, health clubs, gymnasia, sportsgrounds, turkish baths, sauna baths, solaria and any place for the treatment or relief of illness, disease or infirmity or the promotion of physical and mental health and to carry on business as surveyors, estate agents, financiers, designers, draughtsmen, advertising agents, employment agents, builders, decorators, landscape gardeners, hoteliers, travel agents and any other business which can conveniently be carried on in connection therewith.

(ii) To carry on business as pathologists, analysts, pharmacists, chemists and druggists with power to establish, maintain and operate all types of laboratories and provide facilities for or undertake all types of research for clients of the Company and others.

76929

N C
22 JUN 1992
COMPANIES HOUSE

OC182

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.

(C) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.

(D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To acquire by subscription or otherwise and hold, sell, deal with, make a market in or dispose of any shares, stocks, debentures, debenture stock, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

(F) To receive money on deposit or otherwise either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.

(G) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within, in each case, the meaning of Section 736 and Section 736(A) of the Companies Act 1985 (the "Act"), as amended by the Companies Act 1989, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

(H) To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested, and generally as the Directors think fit.

(I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired.

(J) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants, consultants, experts or agents.

(K) To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

(L) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.

(M) To draw, accept, make, endorse, discount, execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.

(N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.

(O) To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stocks or securities so acquired.

(Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.

(R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of

the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated company of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.

(U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

(V) To distribute in specie assets of the Company properly distributable amongst the members, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(W) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and or discharge of their duties and or in the exercise of their powers and or otherwise in relation to their duties, powers or offices in relation to the Company, and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability.

(X) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.

(Y) Subject to, and always in compliance with, the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(Z) To do all such other things (whether similar to any of the foregoing or not) as are incidental to or which the Company may think conducive to the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or

ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

5.1 By an Ordinary Resolution dated 11 November 2000, the authorised share capital of the Company was increased from £100.00 to £1000.00 by the creation at 900 new ordinary shares of £1 each.

5.2 By a Special Resolution dated 30 March 2001, the authorised share capital at the Company was increased from £1000 divided into 1000 ordinary shares of £1 each, to £200,000 by the creation of 99,000 new Ordinary Shares of £1 each and 100,000 new 'A' Ordinary Shares of £1 each.

5.3 By a Special Resolution dated 31 October 2005, each of the 'A' Ordinary Shares were converted into and redesignated as an Ordinary Share of £1 each so that the authorised share capital became 200,000 Ordinary Shares of £1 each

WE, the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of shares taken by each Subscriber
For and on behalf of WATERLOW NOMINEES LIMITED Classic House 174-180 Old Street LONDON EC1V 9BP	ONE
For and on behalf of WATERLOW SECRETARIES LIMITED Classic House 174-180 Old Street LONDON EC1V 9BP	ONE

Dated the 13th day of April 1992

WITNESS to the above Signatures:-

ZOE DOLPHIN
Classic House
174-180 Old Street
LONDON
EC1V 9BP

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

MANOR HOUSE NURSING HOME (STAMFORD BRIDGE) LIMITED[1]

1 PRELIMINARY

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.

1.2 In these Articles the expressions:-

"the Act"	means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force;
"the Acts"	the Act, the Companies Act 1989 and all other subordinate legislation for the time being in force concerning companies so far as they apply to the Company; and
"subsidiary company"	means a company which is a subsidiary of another company within the meaning of section 736 of the Act except that a company shall not be regarded as a subsidiary of another by reason only of the fact that that other is a member of it and has the right to appoint or remove a majority of its board of directors and the definition of "holding company" in the said section shall be construed accordingly.

[1] Adopted by virtue of a special resolution dated [ ] 2005

2 ALLOTMENT OF SHARES

2.1 Notwithstanding any other provisions contained in this article 2, for so long as the Company is a subsidiary company, the directors shall not be entitled to exercise any of the powers, authorities, rights or discretions conferred on them by this article 2 without the prior consent of the Company's holding company. Authority given to the directors for the purposes of or pursuant to section 80 of the Act shall not constitute a consent pursuant to the provisions of this article 0.

2.2 Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the directors who may (subject to section 80 of the Act and to article 2.4 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

2.3 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

2.4 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

3 GENERAL MEETINGS AND RESOLUTIONS

3.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

3.2 Regulation 37 in Table A shall be read and construed as if the last sentence were omitted therefrom.

3.3.1 No business shall be transacted at any general meeting unless a quorum is present. Subject to article 3.3.2 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

3.3.2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

3.3.3 *If a quorum is not present within half an hour from the time appointed for a* general meeting the general meeting 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 may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

3.3.4 Regulations 40 and 41 in Table A shall not apply to the Company.

3.4.1 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 3.4.3 below.

3.4.2 Any decision taken by a sole member pursuant to article 3.4.1 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

3.4.3 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.

3.5 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.

3.6.1 Regulation 62 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom.

3.6.2 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without the following modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

4 APPOINTMENT OF DIRECTORS

4.1.1 Regulation 64 in Table A shall not apply to the Company.

4.1.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly.

4.2 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.

4.3 No person shall be appointed a director at any general meeting unless either:-

(a) he is recommended by the directors; or

(b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

4.4.1 Subject to article 4.3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

4.4.2 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 determined in accordance with article 4.1.2 above as the maximum number of directors and for the time being in force.

4.5 Notwithstanding any other provisions of this article 4, for so long as the Company is a subsidiary company, its holding company may appoint any person to be a director or remove any director from office howsoever appointed.

5 CONSENT, APPOINTMENT OR REMOVAL BY HOLDING COMPANY

5.1 Every consent or any appointment or removal of a director under the powers conferred upon a holding company by these Articles shall be made by instrument in writing and signed by a director or the company secretary of such holding company and such instrument shall only take effect on the service thereof at the registered office of the Company. Every such instrument shall be annexed to the directors' minute book as soon as practicable after such service.

5.2 The Company may specify to its holding company an address for the purpose of receiving electronic communications in respect of any consent or any appointment or removal of a director under the powers conferred upon a holding company by these Articles. Thereafter an electronic communication to that address for any of the aforesaid purposes shall take effect on receipt at that address. A copy shall be annexed to the directors' minute book as soon as practicable after such service.

5.3 No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of a holding company has been obtained and any restriction imposed by these Articles shall be subject to the provisions of the Act.

5.4 If the Company has more than one holding company then for the purpose of these Articles references to its holding company shall be read and construed as references to its immediate holding company.

6 BORROWING POWERS

6.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

7 ALTERNATE DIRECTORS

7.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, 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, and the first sentence of regulation 66 in Table A shall be modified accordingly.

7.2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

7.3 Regulation 66 in Table A shall be read and construed as if the last sentence were omitted therefrom.

8 GRATUITIES AND PENSIONS

8.1.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

8.1.2 Regulation 87 in Table A shall not apply to the Company.

9 NOTICES

9.1 Regulation 112 in Table A shall be read and construed as if the third sentence was omitted therefrom.

9.2 Regulation 116 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom.

10 MEETINGS

10.1 In this article "communication" and "electronic communication" shall bear the meanings set forth in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.

10.2 A person in communication by electronic means with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.

10.3 A meeting at which one or more of the directors attends by electronic means is deemed to be held at such place as the directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

11 PROCEEDINGS OF DIRECTORS

11.1.1 Regulation 88 in Table A shall be read and construed as if the third sentence were omitted therefrom.

11.1.2 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

11.1.3 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.

11.1.4 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

12 THE SEAL

12.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

12.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

13 TRANSFER OF SHARES

13.1 Subject to article 13.2 the directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share.

13.2 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

13.2.1 is to any bank or institution to which such shares have been charged or mortgaged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"); or

13.2.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

13.2.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor or proposed transferor of any shares in the Company to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

13.3 The first sentence of regulation 24 in Table A shall not apply to the Company.

14 Subject to the provisions of the Acts:

14.1 every director or other officer of the Company shall be indemnified out of the assets of the Company against all liabilities and expenses incurred by him in the actual or purported execution or discharge of his duties and in particular (but without limitation) any liability or expenses incurred by him in defending any civil proceedings (including proceedings brought by the Company) in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any breach of duty on his part) or in defending any criminal proceedings in which he is acquitted or in connection with any application in which relief is granted to him by the court under section 144 or section 727 of the Act;

14.2 the Company may grant a specific indemnity to a director or other officer of the Company which is consistent with article 14.1 or which is a qualifying third party indemnity provision as defined in section 309B of the Act; and

14.3 the Company may provide a director or other officer of the Company with funds to meet expenditure incurred or to be incurred by him in defending any civil or criminal proceedings or in connection with any application made by him under section 144 or section 727 of the Act and may do anything to enable a director or other officer to avoid incurring such expenditure provided that any such loan is made or any such other thing is done on terms which are consistent with the requirements laid down by section 337A(4) of the Act.