

Number of Company: 2837814



The Companies Act 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
APTA HEALTHCARE LIMITED

BY WRITTEN RESOLUTION of the above named Company passed on 30 October 2000 the subjoined SPECIAL RESOLUTION was duly passed:

RESOLUTION

"THAT the articles of association in the form attached to this resolution and initialed by the secretary for purpose of identification be and are hereby adopted as the articles of association of the Company."

Colin Ford
.....
Secretary

Colin Ford
.....
Secretary

**THE COMPANIES ACT 1985
(AS AMENDED BY THE COMPANIES ACT 1989)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
APTA HEALTHCARE LIMITED**

(Adopted by Special Resolution passed on 30 October 2000.)

Preliminary

- 1 The regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (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 regulations of the Company.
- 2 The following provisions of Table A shall not apply to the Company; in Regulation 62 the words 'not less than 48 hours' and 'not less than 24 hours', Regulations 65 to 69 (inclusive) and 93 to 98 (inclusive).

Private company

- 3 The Company is a private limited company within the meaning of the Companies Act 1985 and accordingly no shares or debentures of the Company shall be offered to the public.

Shares

- 4 (a) Shares which are comprised in the authorised share capital with which the Company is incorporated are under the control of the directors, who may (subject to paragraph (c) below) –
 - (i) allot
 - (ii) grant options over or
 - (iii) otherwise dispose of the sameto such persons, on such terms and in such manner as they think fit
- (b) In accordance with Section 91 of the Companies Act 1985 Sections 89(1) and 90 of the said Act shall not apply to the Company
- (c) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 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 the adoption of these articles. After that period, the directors may 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

- 5 The lien conferred by Regulation 8 in Table A shall attach also to fully paid up shares. Regulation 8 in Table A shall be modified accordingly.
- 6 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words 'and all expenses that may have been incurred by the Company by reason of such non-payment.'
- 7 Subject to the provisions of Part V of the Companies Act 1985 (as amended) the Company shall have power:
 - (a) Pursuant to Sections 159 and 160 of that Act to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as shall be provided by the Articles of the Company.
 - (b) Pursuant to Section 162 of that Act to purchase its own shares (including any redeemable shares).
 - (c) Pursuant to Section 170 of that Act to make a payment out of capital in respect of any such redemption or purchase.

Regulations 3 and 10 in Table A shall not apply to the Company

Transfer of shares

- 8 The directors may (in their absolute discretion and without assigning any reason) decline to register the transfer of a share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A does not apply to the Company

Forfeiture of shares

- 9 In Regulation 15 of Table A the words "and all expenses that may have been incurred by the Company by reason of such non-payment" shall be inserted after the word "Act" and after the words "payment of the interest".
- 10 In Regulation 18 of Table A the words "and expenses that may have been incurred by the Company by reason of such non-payment" shall be inserted after the words "may have accrued".

General meetings

- 11 In accordance with Section 366A of the Act the Company shall dispense with the holding of annual general meetings. Regulations 36-39 of Table A shall be amended accordingly.

Proceedings at general meetings

- 12 No business shall be transacted at any meeting unless a quorum is present. For as long as the Company shall have a single member one person entitled to vote upon the business to be transacted being a member or a duly authorised representative of a member organisation, shall constitute a quorum. If the company shall have more than one member two persons entitled to vote upon the business to be transacted being members or duly authorised representatives of member organisations, shall constitute a quorum. Regulation 40 of Table A shall not apply.

Directors

- 13 A director shall not be required to vacate his office and no person shall be ineligible for appointment as a director by reason of his attaining the age of 70 or any other age.

Number of directors

- 14 The minimum number of directors shall be one. Regulation 64 shall be modified accordingly.

Alternate director

- 15 (a) Each director shall have the power at any time to appoint as an alternate director either another director or any other person approved for that purpose by a resolution of the directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company. The appointment of an alternate director shall automatically determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor shall cease for any reason to be a director otherwise than by retiring and being reappointed at the same meeting.
- (b) An alternate director shall not be entitled as such to receive any remuneration from the Company except only 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, but shall otherwise be subject to the provisions of these Articles with respect to directors. An alternate director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

- (c) An alternate director shall be entitled to receive notices of all meetings of the directors and of any committee of the directors of which his appointor is a member and to attend and to vote as a director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a director of his appointor and to receive notice of all general meetings. A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the directors or 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.

Interest of directors

- 16 A director who is in any way whether directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of his interest at a meeting of the directors in accordance with Section 317 of the Act. Subject to such disclosure he may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purpose of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulations 94-97 of Table A shall be modified accordingly.

Powers of directors

- 17 In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the directors may mortgage or charge all the undertaking and property of the Company including the 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.

Appointment of directors

- 18 No person shall be appointed a director at any general meeting unless:
 - (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 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 stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors together with a notice executed by that person of his willingness to be appointed.

- 19 No person may be appointed as a director:
- (a) unless he has attained the age of 18 years; or
 - (b) in circumstances such that, had he already been a director, he would have been disqualified from acting under the provisions of Article 35.
- 20 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment 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 as a director. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the Company's register of directors.
- 21 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
- 22 The directors may appoint a person who is willing to act as 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 the Articles as the maximum number of directors.

Disqualification and removal of directors

- 23 A director shall cease to hold office if he:
- (a) ceases to be a director by virtue of any provision in the Act or he becomes prohibited by law from being a director; or
 - (b) become bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (c) resigns his office by notice to the Company; or
 - (d) is removed from office by notice in writing signed by all his Co-Directors and served upon him; or

- (e) is absent without the permission of the directors from all their meetings held within a period of six months and the directors resolve that his office be vacated.

Provided that, if and so long as the Company has for the time being a holding company as defined in the Act, the power to remove any director, howsoever appointed, shall (subject to the provisions of Regulation 81 of Table A and this Article) reside exclusively in such holding company. Any such removal shall be effected by instrument in writing signed on behalf of the holding company by one of its directors duly authorised in that regard and shall be effective forthwith upon receipt of such instrument at the registered office of the Company.

Directors' expenses

- 24 The directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Directors' appointments

- 25 The directors may appoint one or more of their number to the office of managing director or to any other executive office. Any such appointment may be made upon such terms of the directors determine. Any appointment of a director to an executive office shall terminate if he ceases to be a director.
- 26 A managing director or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits, pension or otherwise) as the directors may determine.

Proceedings of directors

- 27 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 28 All or any of the directors may participate in a meeting of the board of directors, or any committee of the directors, by means of a conference telephone or any communications equipment which allows all persons participating and who would be entitled to attend a meeting of the board, or any committee of the directors, and to vote and count in the quorum thereat shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place:
 - (i) where the largest group of those so participating is assembled; or

- (ii) if there is no such group, where the person or persons participating in the meeting and carrying the largest number of voting rights exercisable at that meeting is or are present; or
- (iii) if no such person is, or persons are, present, where the chairman of the meeting is present;

and the word 'meeting' shall be construed accordingly.

- 29 For as long as the Company shall have a single director the quorum for the transaction of the business of the directors shall be one. If the company shall have more than director the quorum for the transaction of the business of the directors shall be two.
- 30 The directors may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 31 The directors may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 32 The directors may appoint one or more sub-committees consisting of one or more directors for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the directors would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the directors.
- 33 All acts done by a meeting of directors, or of a committee of directors, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 34 A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors, shall be as valid and effective as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the directors.

- 35 Any bank account in which any part of the assets of the Company is deposited shall be operated by the directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least two directors or by two persons authorised by the directors to sign such cheques or orders for payment.

Accounts

- 36 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.
- 37 In accordance with Section 252 of the Act, the Company shall dispense with the laying of accounts and reports before the Company in general meeting.

Auditors

- 38 In accordance with Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint auditors annually.

The seal

- 39 The seal, if any, 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 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

Single member company

- 40 If at any time, and for as long as, the company has a single member all provisions of these Articles shall (in the absence of any expressed provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member.

Indemnity

- 41 (a) Every director or other officer of the Company shall 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 Sections 144 or 727 of the Companies Act 1985, in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in

so far as its provisions are not avoided by Section 310 of the Companies Act 1985.

- (b) The directors shall have power to purchase and maintain an insurance policy for any director, officer or auditor of the Company effecting cover against any such liability as is referred to in Section 310(1) of the said Act.
- (c) Regulation 118 in Table A shall not apply to the Company.