

## COMPANIES ACT, 1985 TO 1989

## PRIVATE COMPANY LIMITED BY SHARES

**Articles of Association**

of

THE GABLES REST HOME LTD

THURSDAY



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09/12/2010  
COMPANIES HOUSE

**Preliminary**

The Regulations contained or incorporated in Table A of the Companies (Tables A to F) Regulations 1985 and the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A"), other than Regulations 40 and 41, 73, 74, 75 to 76 inclusive, 78 to 80 inclusive, 87, 94, 95 and 118 shall, subject to the modifications set out below, apply to the Company and together with the regulations set out below, shall constitute the Articles of Association of the Company

In these Articles unless the context otherwise requires

"Act" means the Companies Act 1985,

"these Articles" means these Articles of Association in their present form or as amended from time to time in accordance with the Act,

"Member" means a member of the Company,

"Secretary" means any person qualified in accordance with the Act and appointed by the directors to perform any of the duties of the Company Secretary including a joint, temporary or assistant secretary,

"shares" means shares of any class in the capital of the Company, and

other words and expressions which are defined in the Act or Table A have the same meanings when used in these Articles and reference to "Regulations" means the regulations contained in Table A

In Regulation 1 of Table A

(1) the words "and in the articles adopting them" shall be inserted after the word "regulations",

(2) the sentence "Any reference to any statutory provision shall be deemed to include a reference to each statutory amendment, modification, re-enactment and extension of that provision in force at the relevant time" shall be added at the end of that Regulation, and

(3) "execution" includes both signature under hand and execution under seal The Company may execute any documents required by the Regulations to be under seal in accordance with section 36A of the Act and the Regulations shall be modified accordingly

For the purposes of these Articles and the Act, where for any purpose an ordinary resolution of the Company is required a special or extraordinary resolution shall also be effective and where an extraordinary resolution is required a special resolution shall also be effective

**Private Company**

The Company is a private company

**Share Capital**

The authorised share capital of the Company at the date of incorporation of the Company is £1,000 divided into 1,000 shares of £1 each

- 3 2 For the purposes of section 80 of the Act and subject to the provisions of Article 4 1, the directors are unconditionally authorised by this Article at any time or times during the period of five years from the date of incorporation of the Company
- (1) to allot relevant securities of the Company (as defined in that section) up to the amount of the authorised but unissued share capital of the Company at the date of incorporation, and
- (2) to make at any time before the expiry of the above authority any offer or agreement which would or might require relevant securities to be allotted after the expiry of that authority,
- but the authority given by this Article may, subject to the Act, be renewed, revoked or varied by the Company at any time during that period by ordinary resolution and unless so renewed, revoked or varied, that authority shall expire at the end of that period
- 3 3 All unissued shares or securities of the Company not comprising relevant securities shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think fit
- 4 **Allotment of Shares**
- 4 1 Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, all shares shall be issued to the persons, on the terms and conditions and with the rights, priorities, privileges or restrictions in each case as provided in the resolution creating or issuing the relevant shares and/or effecting the relevant increase in the authorised share capital of the Company In the absence of any such provision, all shares whether forming part of the existing or any increased capital shall be at the disposal of the directors who may issue them, subject to section 80 of the Act, to such persons at such times and generally on such terms and conditions and with such rights, priorities, privileges or restrictions as they may think fit Accordingly, and in accordance with section 91 of the Act, sections 89(1) and 90(1) - (6) inclusive of the Act shall not apply to the Company
- 4 2 No shares shall be issued to any infant, bankrupt or person suffering from mental disorder (as that expression is used in Regulation 81(c))
- 5 **Lien**
- 5 1 The lien conferred by Regulation 8 shall extend also to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, (whether solely or jointly with any other person and whether he shall be the sole registered holder of the relevant share or shall be one of several joint holders) and shall be a first and paramount lien for all monies and liabilities owed to the Company whether presently due and payable or not
- 6 **Forfeiture**
- 6 1 The liability of any Member in default of payment of a call shall, if the directors so direct, also include any costs and expenses suffered or incurred by the Company in respect of that non payment Regulations 18 and 21 shall be amended accordingly
- 7 **Transfer of Shares**
- 7 1 The directors may, in their absolute discretion and without giving any reason, refuse to register any transfer of any share whether or not it is a fully paid share For the purposes of these Articles the expression "transfer" includes the renunciation of any allotment of shares or of any rights to subscribe for or receive an allotment of shares The first sentence of Regulation 24 shall be modified accordingly
- 8 **Transmission of Shares**
- 8 1 The directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder of that share to elect either to be registered himself in respect of the share or to transfer the share If that notice is not complied with within 30 days of the date of that notice the directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of that notice have been complied with Regulation 31 shall be modified accordingly
- 9 **General Meetings**
- 9 1 No business shall be transacted at any general meeting unless a quorum is present Subject to Article 9 2
- (a) Two persons entitled to vote on the business to be transacted each being a Member, or a proxy for a

Member, or a duly authorised representative of a corporate Member, shall be a quorum, and

- (b) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting if convened on the requisition of Members shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

9 2 The following provisions of this Article apply if and so long as the Company has only a single Member

- (a) That Member shall be entitled at any time to call a general meeting,
- (b) The quorum at any such meeting shall be one person being the Member, or a proxy for the Member, or a duly authorised representative of a sole corporate Member,
- (c) The provisions of Article 9 1 as to adjournment shall not apply and, if within half an hour from the time appointed for the meeting such a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved and shall not be adjourned, and
- (d) If the single Member takes any decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, the single Member shall (unless the decision is taken by way of a written resolution) provide the Company with a written record of that decision (but failure to do so shall not affect the validity of the relevant decision)

9 3 Regulation 37 shall be modified by the deletion of its second sentence

9 4 At any general meeting of the Company, a poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting. Sub paragraphs (b), (c) and (d) of Regulation 46 shall be modified accordingly

9 5 A resolution in writing in accordance with Regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them on behalf of all such joint holders shall be sufficient for the purposes of that Regulation. The directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by a director or the Secretary

## 10 **Appointment and Removal of Directors**

10 1 Unless otherwise determined by ordinary resolution the minimum number of directors shall be one and a sole director shall have and exercise all the powers, duties and discretions conferred on or vested in the directors by these Articles. Regulations 64 and 89 shall be modified accordingly

10 2 The directors shall not be required to retire by rotation

10 3 Subject as otherwise provided by these Articles, 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

10 4 The directors may also 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 Articles as the maximum number of directors. A director so appointed shall not be subject to retirement or re election at any Annual General Meeting

10 5 In addition and without prejudice to the provisions of sections 303 and 304 of the Act, the Company may by extraordinary resolution remove any director before the expiry of his period of office and may, if thought fit, by ordinary resolution appoint another person in his place. Removal of a director in accordance with this Article shall be without prejudice to any claim that director may have for damages for breach of any contract between him and the Company

## 11 **Powers and Proceedings of Directors**

11 1 Any director or member of a committee of the directors may participate in a meeting of the directors or that committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at that meeting

- 11 2 Subject to the Act, a director may vote at a meeting of directors or of a committee of directors (and may be counted in the quorum present at any such meeting) on any resolution concerning any matter in which he has, directly or indirectly, an interest which conflicts or may conflict with the interests of the Company provided that at or prior to that meeting he complies in respect of every such matter with the disclosure provisions of section 317 of the Act Compliance with section 317 of the Act shall be sufficient disclosure by a director for the purpose of Regulations 85 and 86
- 11 3 The directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been directors of, or who are or have been employed by, the Company or by any subsidiary or associated company of the Company and their dependants and relatives and the directors are entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers Regulation 87 shall not apply to the Company
- 11 4 The directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by resolution of the directors and the directors (including alternate directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties Regulations 82, 83 and 84 shall be amended accordingly
- 11 5 Any director who, by request of the directors, performs special services for any purpose of the Company which in the opinion of the directors is outside the normal scope of that director's duties shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine, which shall be charged as part of the Company's ordinary revenue expenses

## 12 **Alternate Directors**

- 12 1 The following provisions apply to the Company by way of variation of Regulations 65 to 69 inclusive
- (a) The appointment of an alternate director shall automatically terminate on the happening of any event which, if he were a director, would cause him to vacate the office of director or if his appointor ceases for any reason to be a director otherwise than by retiring and being re appointed at the same Meeting,
  - (b) The Company shall reimburse each alternate director for all expenses which would properly be repaid to him if he had been a director,
  - (c) An alternate director shall be entitled to be indemnified by the Company to the same extent as if he were a director, and
  - (d) A director or any other person may act as alternate director to represent more than one director 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 Regulation 88 shall be modified accordingly

## 13 **Rights of Majority Shareholder(s)**

- 13 1 (a) The holder or holders of a majority in nominal value of that part of the issued share capital of the Company which confers the right for the time being to attend and vote at all general meetings of the Company (the "Majority Shareholder(s)") shall have power at any time from time to time (by notice in writing to the Company signed by or on behalf of the Majority Shareholder(s) and left at or sent by recorded delivery post, or by international recorded post if overseas, to the registered office of the Company) to appoint any person to be a director of the Company but so that the total number of directors shall not at any time exceed any maximum number which may be fixed in accordance with these Articles
- (b) In addition and without prejudice to the provisions of section 303 of the Act, the Majority Shareholder(s) shall have power at any time from time to time (by notice in writing to the Company and to the director concerned signed by or on behalf of the Majority Shareholder(s) and left at or sent by recorded delivery post, or by international recorded post if overseas, to the registered office of the Company) to remove any director before the expiry of his period of office Such removal shall be without prejudice to any claim that director may have for damages for breach of any contract between him and the Company
- (c) The notices to be given under paragraphs (a) or (b) above may consist of several documents which together achieve the required majority

## 14 **Notices**

- 14 1 Any notice to be given to or by any person for the purposes of these Articles shall be in writing except that a

notice to a director need not be in writing

14 2 In Regulation 112 the words "**first class**" shall be inserted before the words "**post in a prepaid envelope**"  
The provisions of Regulation 112 as so varied shall (with only the necessary changes) apply also to written notices to directors

14 3 Where a notice is sent by first class post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting 24 hours after the letter containing the notice of meeting is posted. A notice sent by electronic communication shall be deemed to be given at the time it is transmitted to the person to whom it is addressed

15 **Indemnity**

15 1 To the fullest extent permitted by law

- (a) every director, alternate director, secretary or other officer of the Company or of any other company which is a subsidiary of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, damages and liabilities incurred by him in the actual or purported execution or discharge of his duties or exercise of his powers or otherwise in relation thereto, including (without limitation) any liability incurred in defending any proceedings (whether 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 or of any other company which is a subsidiary of the Company, but in each case without prejudice to any indemnity to which he may be otherwise entitled,
- (b) the Directors may authorise loans by the Company to any director, alternate director, secretary or other officer of the Company or of any other company which is a subsidiary of the Company for the purposes of meeting any liability incurred in defending any proceedings referred to in Article 15 1(a) above, and
- (c) the Directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a director or other officer or employee of the Company or of any other company which is a subsidiary of the Company indemnifying that person against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or employee

Name and Address of Subscriber:-

M SILVERSTONE

386 – 388 Palatine Road  
Northenden  
Manchester  
M22 4FZ

Accountant

Witness to the above signature -

A J Silverstone  
368 – 388 Palatine Road  
Northenden  
Manchester  
M22 4FZ

Secretary

**COMPANIES ACTS, 1985 TO 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**

# **Memorandum of Association**

- 1 The Company's name is THE GABLES REST HOME LTD
- 2 The registered office of the company will be situated in England and Wales
- 3 The objects for which the company is established are

(A) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely

a general commercial company or as manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials, warehousemen, storage contractors, shipping and forwarding agents, dealers in property and estates, property developers, property managers, estate agents, insurance agents and brokers, accountants, financiers, financial agents and to act as nominee, trustee agent, factor, broker, executor, administrator receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders, scaffolders, contractors, heating and ventilation engineers and contractors, refrigeration engineers, specialists and contractors, decorators, painters, bricklayers, carpenters, shuttering manufacturers and erectors, joiners, public works contractors, plasterers, plumbers, electricians, shop front fitters, builders' and decorators' merchants, civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers, welders, sheet metal workers, blacksmiths, motor engineers, garage proprietors, car hire service, taxi proprietors and operators, travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors, general engineers, tool makers, booking agents for, and managers of theatres, cinemas and all other kinds of entertainments and sporting events, turf and sporting accountants in all their branches, proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors, dealers in foods and provisions of all kinds, wine and spirit merchants, butchers, grocers, greengrocers, fishmongers and poultry merchants, farmers, florists horticulturists, bakers, confectioners, tobacconists, ironmongers, hardware merchants, dealers in plastics of all kinds, antique dealers, furniture manufacturers and dealers, leather and fancy goods dealers, jewellers, radio television and electrical retailers, dealers and repairers, toys, games and sports equipment dealers, photographers and dealers in all kinds of photographic material and equipment, film producers and distributors, textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers, manufacturing and retail chemists, printers, publishers, stationers, advertising and publicity agents, public relation specialists, consultants, business transfer agents and employment agents, computer operators, programmers and dealers, market research specialists, business advisers, mail order specialists, dyers and cleaners, dry cleaners, proprietors of launderettes, excavation and demolition contractors, provision of security, services plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried out in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring any exclusive or non-exclusive or limited right of use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks, and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon

(I) To invest and deal with monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities

(J) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations, contracts or engagements of any other company or person

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the under-taking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company

(Q) To remunerate any person, firm or company rendering services to the company in such manner as may be thought expedient

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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

(T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations, relating to the business or property so purchased or acquired

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, subcontractors, trustees or otherwise

(V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

4 The liability of the members is limited

5 The share capital of the Company is £100 divided into 100 shares of £1 each

6 The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association



I, the person whose name and address is subscribed, am desirous of being formed into a Company, in pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of the Company as set opposite my name

Name and Address of Subscriber	Number of shares taken by the Subscriber (in words)
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M SILVERSTONE 386 - 388 Palatine Road Northenden Manchester M22 4FZ	one
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Accountant

Witness to the above Signature -

A J SILVERSTONE  
386 - 388 Palatine Road  
Northenden  
Manchester  
M22 4FZ

Secretary