

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

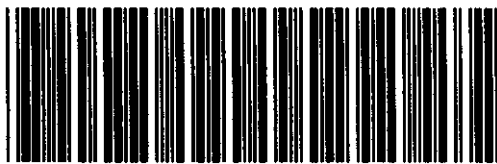
Company No. 3959483

The Registrar of Companies for England and Wales hereby certifies that

ST MARY'S CONVENT AND NURSING HOME (CHISWICK)

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Cardiff, the 24th March 2000



N03959483S

A handwritten signature in black ink, appearing to read 'S.L. Morgan'.

S.L. Morgan

For The Registrar Of Companies



C O M P A N I E S H O U S E



Company no:
Charity no:

THE COMPANIES ACT 1985 AND 1989

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF ST. MARY'S CONVENT AND NURSING HOME (CHISWICK)

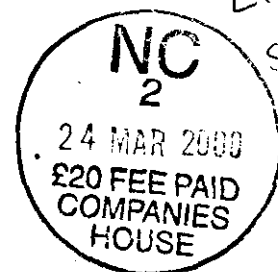
Incorporated on

2000

BIRCHAM & CO.
SOLICITORS

047259

3959483



COMPANIES ACTS 1985 & 1989
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF
ST. MARY'S CONVENT AND NURSING HOME (CHISWICK) 0033847

1. NAME

The name of the Company is St. Mary's Convent and Nursing Home (Chiswick) ('the Charity')

2. REGISTERED OFFICE

The registered office of the Charity is to be in England and Wales

3. OBJECTS

The object of the Charity is the advancement of the Anglican Christian religion in particular

- (a) By providing residential home accommodation, nursing and other care facilities to members of the public to members of the Convent and to members of the Charity
- (b) By the promotion and maintenance of public worship
- (c) By the promotion of religious and spiritual teaching

4. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects

- (a) To provide advice
- (b) To publish or distribute information
- (c) To co-operate with other bodies
- (d) To support, administer or set up other charities
- (e) To raise funds (but not by means of taxable trading)
- (f) To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993 and with the Rules of the Charity)
- (g) To acquire or hire property of any kind (but only in accordance with the Rules of the Charity)
- (h) To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993 and with the Rules of the Charity)
- (i) To make grants or loans of money and to give guarantees
- (j) To set aside funds for special purposes or as reserves against future expenditure
- (k) To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- (l) To delegate the management of investments to a financial

- expert, but only on terms that
- (i) the investment policy is set down in writing for the financial expert by the Trustees
 - (ii) every transaction is reported promptly to the Trustees
 - (iii) the performance of the investments is reviewed regularly with the Trustees
 - (iv) the Trustees are entitled to cancel the delegation arrangement at any time
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year
 - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
 - (vii) the financial expert must not do anything outside the powers of the Trustees
- (m) To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
 - (n) To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
 - (o) To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
 - (p) To pay reasonable fees to any nominee or holding trustee (being an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use investment or disposal)
 - (q) Subject to clause 5, to employ paid or unpaid agents, staff or advisers
 - (r) To enter into contracts to provide services to or on behalf of other bodies
 - (s) To establish subsidiary companies to assist or act as agents for the Charity
 - (t) To pay the costs of forming the Charity
 - (u) To accept a transfer of such of the property, assets or liabilities of the Convent whether beneficially or to be held on trust including the benefit and burden of any existing contracts
 - (v) To maintain any property comprised as part of the assets of

- the Charity and in particular but not limited to the Convent's chapel at Chiswick
- (w) To do anything else within the law which promotes or helps to promote the Objects

5. BENEFITS TO MEMBERS AND TRUSTEES

- (a) The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity
- (b) A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
- (i) as mentioned in clauses 4(o) or 5(c)
 - (ii) reimbursement of reasonable out-of-pocket expenses (including travel costs) actually incurred in running the Charity
 - (iii) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - (iv) payment to any company in which a Trustee has no more than a 1 per cent shareholding
 - (v) in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- (c) Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
- (i) the goods or services are actually required by the Charity
 - (ii) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5(d)
 - (iii) no more than one half of the Trustees are subject to such a contract in any financial year
- (d) Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must
- (i) declare an interest at or before discussion begins on the matter
 - (ii) withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - (iii) not be counted in the quorum for that part of the meeting
 - (iv) withdraw during the vote and have no vote on the matter

- (e) This clause may not be amended without the prior written consent of the Commission

6. LIMITED LIABILITY

The liability of members is limited

7. GUARANTEE

Every member promises, if the Charity is dissolved while she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

8. DISSOLUTION

- (a) If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be transferred to the Convent or if that is not possible applied in one or more of the following ways
 - (i) by transfer to one or more of the autonomous convents of the Society
 - (ii) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
 - (iii) directly for objects or charitable purposes within or similar to the Objects
 - (iv) in such other manner consistent with charitable status as the Commission approve in writing in advance
- (b) A final report and statement of account must be sent to the Commission

9. INTERPRETATION

- (a) Words and expressions defined in the Articles have the same meanings in this Memorandum
- (b) References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it

We wish to be formed into a company under this Memorandum of Association

NAMES & ADDRESSES OF SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

Sister Raphael Mary	Miss Rosemary White (A)
Sister Cynthia Clare	Miss Cynthia Boreham (A)
Sister Jennifer Anne	Miss Jennifer Goodeve (B)
Sister Rosamond	Miss Irene Buist (B)
Sister Winifred	Miss Winifred Richardson (B)
Sister Hazel	Miss Hazel Webb (B)
Sister Lorna Mary	Miss Lorna Hetherington (B)
Sister Letitia	Miss Monica Silva (A)
Sister Mary Joseph	Miss Kathleen Marshall (B)
Sister Mary Michael	Miss Jean Gripton (A)
Sister Rita Margaret	Miss Rita Browne (B)
Sister Eleanor	Miss Eleanor Carr (A)
Sister Lucy	Miss Ann Saunders (A)
Sister Barbara	Miss Barbara Brown (A)
Sister Mary Paul	Miss Pamela Groombridge (A)
Sister Elizabeth	Mrs Betty Bailey (B)
Sister Mary Clare	Miss Catherine Allen (A)
Sister Sarah	Miss Shirley Jepson (A)

<i>Rosemary H. White</i>
<i>Cynthia F. Boreham</i>
<i>Jen L. Goodeve</i>
<i>Irene Buist</i>
<i>Winifred Richardson</i>
<i>Hazel Webb</i>
<i>Lorna Hetherington</i>
<i>Monica Silva</i>
<i>Kathleen Marshall</i>
<i>Jean Mary Gripton</i>
<i>Rita Browne</i>
<i>Eleanor Carr</i>
<i>Ann Saunders</i>
<i>Barbara A. Brown</i>
<i>Pamela Groombridge</i>
<i>Betty Bailey</i>
<i>Catherine Mary Allen</i>
<i>Shirley Ann Jepson</i>

(A) = St Margaret's Convent
St John's Road
East Grinstead
West Sussex RH9 3LE

(B) = St Mary's Convent & Nursing Home
Burlington Lane
Chiswick
London W4 2QE

Date: 1. 3. 00

Witness to the above (A) signatures: *[Signature]*

Name: SANDRA MARY DREVILLE

Address: KERRISDALE
CEMISTON ROAD
EAST GRINSTON W. SUSSEX RH19 3JG

Occupation: BUSGAR

Date: 3. 3. 00

Witness to the above (B) signatures: *[Signature]*

Name: CHRISTOPHER HINWOOD ARKELL WILLIAMS

Address: 11. DURNSTERS AVENUE
WIMBLEDON PARK
LONDON SW19 8BH

Occupation: SECRETARY

**COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF
ST. MARGARET'S CONVENT (CHISWICK)**

1. MEMBERSHIP

- (a) The subscribers to the Memorandum are the first members of the Charity
- (b) The Charity must maintain a register of members
- (c) Membership of the Charity is open to any individual interested in promoting the Objects who
 - (i) applies to the Charity in the form required by the Trustees
 - (ii) is approved by the Trustees and
 - (iii) signs the Register of members or consents in writing to become a member
- (d) Membership is terminated if the member concerned
 - (i) gives written notice of resignation to the Charity in such manner as the Rules of the Charity may provide
 - (ii) dies or
 - (iii) is removed from membership in such manner as the Rules of the Charity may provide
- (e) Membership of the Charity is not transferable

2. GENERAL MEETINGS

- (a) Members are entitled to attend general meetings. General meetings are called on at least clear 21 days written notice specifying the business to be discussed
- (b) There is a quorum at a general meeting if the number of members personally present is at least five (or two-thirds of the members if greater)
- (c) The Reverend Mother or some other member elected by those present acts as chairman at a general meeting
- (d) Except where otherwise provided by the Act or by the Rules, every issue is decided by a majority of the votes cast
- (e) Every voting member has one vote on each issue. The chairman of the meeting has a second, casting, vote in case of an equality of votes on an issue
- (f) A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
- (g) The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation

- (h) At an AGM the members
 - (i) receive the accounts of the Charity for the previous financial year
 - (ii) receive the Trustees' report on the Charity's activities since the previous AGM
 - (iii) accept the retirement of those Trustees who wish to retire or who are retiring by rotation
 - (iv) elect persons to be Trustees to fill the vacancies arising
 - (v) appoint auditors for the Charity
 - (vi) may confer on any individual (with his or her consent) the honorary title of Patron of the Charity and
 - (vii) discuss and determine any issues of policy or deal with any other business put before them
- (i) Any general meeting which is not an AGM is an EGM
- (j) An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least five members

3. THE TRUSTEES

- (a) The Trustees as charity trustees have control of the Charity and its property and funds
- (b) The Trustees when complete consist of at least five and not more than eight individuals being ex-officio the Reverend Mother and the Sister Superior ("the ex-officio Trustees") and other trustees ("the elected Trustees")
- (c) The persons named in the statement delivered under section 10(2) of the Act are the first Trustees of the Charity
- (d) The first elected Trustees shall hold office for the following periods
 - Terence Reed Dibley - three years
 - Ian Turner - two years
 - John Randle - one year
 - Sister Raphael Mary - three years
 - Sister Hazel - one year
- (e) Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees
- (f) One third (or the number nearest one third) of the elected Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots
- (g) A Trustee's term of office automatically terminates if he or she
 - (i) is disqualified under the Charities Act 1993 from acting as a charity trustee
 - (ii) is incapable, whether mentally or physically, of

- managing his or her own affairs
- (iii) is absent from three consecutive meetings of the Trustees and the Trustees resolve that his or her office be vacated
- (iv) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office) or
- (v) is removed by resolution passed by at least 75% of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views
- (h) The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM
- (i) A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

4. PROCEEDINGS OF TRUSTEES

- (a) The Trustees must hold at least two meetings each year
- (b) A quorum at a meeting of the Trustees is half of the Trustees
- (c) The Reverend Mother or (if the Reverend Mother is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- (d) Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- (e) Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- (f) A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

5. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity

- (a) to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act
- (b) to appoint a Treasurer and other honorary officers from among their number
- (c) to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be Trustee and all

proceedings of committees must be reported promptly to the Trustees)

- (d) to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings, Trustee meetings and at meetings of committees and to govern the administration of the Charity
- (e) to establish procedures to assist the resolution of disputes within the Charity
- (f) to exercise any powers of the Charity which are not reserved to a general meeting

6. RECORDS AND ACCOUNTS

- (a) The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of
 - (i) annual reports
 - (ii) annual returns
 - (iii) annual statements of account
- (b) The Trustees must keep proper records of
 - (i) all proceedings at general meetings
 - (ii) all proceedings at meetings of the Trustees
 - (iii) all reports of committees and
 - (iv) all professional advice obtained
- (c) Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide
- (d) A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

7. NOTICES

- (a) Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any newsletter distributed by the Charity
- (b) The only address at which a member is entitled to receive notices is the address shown in the register of members
- (c) Any notice given in accordance with these Articles is to be treated for all purposes as having been received
 - (i) 12 hours after being sent by electronic means or delivered by hand to the relevant address

- (ii) two clear days after being sent by first class post to that address
- (iii) three clear days after being sent by second class or overseas post to that address
- (iv) on the date of publication of a newspaper containing the notice
- (v) on being handed to the member personally or, if earlier,
- (vi) as soon as the member acknowledges actual receipt
- (d) A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

8. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

9. INTERPRETATION

In the Memorandum in and in these Articles

- (a) 'The Act' means the Companies Act 1985
- 'AGM' means an annual general meeting of the Charity
- 'Articles' means these articles of association
- 'the Sister Superior' means the Sister Superior at St Mary's Convent and Nursing Home
- 'Chairman' means the chairman of the Trustees
- 'the Charity' means the company governed by these Articles
- 'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993
- 'clear day' means 24 hours from midnight following the relevant event
- 'the Commission' means the Charity Commissioners for England and Wales
- 'the Convent' means St. Margaret's Convent East Grinstead (registered charity number 231926) an autonomous convent of the Society of St Margaret
- 'EGM' means an extraordinary general meeting of the Charity
- 'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986
- 'material benefit' means a benefit which may not be financial but has a monetary value
- 'member' and 'membership' refer to membership of the Charity
- 'Memorandum' means the Charity's Memorandum of Association
- 'month' means calendar month
- 'the Objects' means the Objects of the Charity as defined in clause 3 of the Memorandum
- 'the Reverend Mother' means the Reverend Mother Superior of the Convent

'Rules' means the Constitution and Rules of the Society of St. Margaret and Statutes of East Grinstead Convent revised and approved by the Chapter on 29th July 1985 and subsequently amended by the Chapter which shall continue in force or such other rules as the Trustees shall make from time to time in accordance with clause 5(d) of these Articles

'Secretary' means the Secretary of the Charity

'the Society' means the Society of St Margaret founded in 1855 by J M Neale

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

'Trustee' means a director of the Charity and 'Trustees' means all of the directors

'the Warden' means the Warden of the Convent appointed in accordance with the Rules of the Convent

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year

- (b) Expressions defined in the Act have the same meaning
- (c) References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it

NAMES & ADDRESSES OF SUBSCRIBERS		SIGNATURES OF SUBSCRIBERS
Sister Raphael Mary	Miss Rosemary White (A)	Rosemary H. White
Sister Cynthia Clare	Miss Cynthia Boreham (A)	Cynthia F Boreham
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Sister Barbara	Miss Barbara Brown (A)	Barbara A Brown
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Sister Sarah	Miss Shirley Jepson (A)	Shirley Ann Jepson

(A) = St Margaret's Convent
St John's Road
East Grinstead
West Sussex RH9 3LE

(B) = St Mary's Convent & Nursing Home
Burlington Lane
Chiswick
London W4 2QE

Date: 1. 3. 00.

Witness to the above (A) signatures:

[Signature]

Name: SANDRA. MARY DAVILL

Address: KERRISDALE
CLARET ROAD
EAST REINSTON W. SUSSEX RH19 3AG

Occupation: BUSBAR

Date: 3. 3. 00

Witness to the above (B) signatures: *[Signature]*

Name: CHRISTOPHER HINWOOD ARIKEL WILLIAMS

Address: 11. DURNFORD AVENUE
WIMBLETON PARK
LONDON SW19 8BH

Occupation: SECRETARY

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full



* F 0 1 2 0 F 1 0 *

ST. MARY'S CONVENT AND NURSING HOME (CHISWICK)

I, Duncan Milwain

of 1 Dean Farrar Street, Westminster, London SW1H 0DY

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

the

D. Milwain

1 Dean Farrar Street, London SW1

21st

day of

March

~~One thousand nine hundred and ninety~~

2000

① Please print name.

before me ①

JOHN L. GATENBY
Solicitor
1 Dean Farrar Street
Westminster
London SW1H 0DY

Signed

T. H. L.

Date

21 MAR 2000

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Bircham & Co

1 Dean Farrar Street, London, , SW1H 0DY

Tel 0171 222 8044

DX number

DX exchange

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



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COMPANIES HOUSE

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24/03/00

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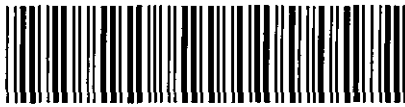
Package: 'Laserform'
by Laserform International Ltd.

Please complete in typescript,
or in bold black capitals.

30(5)(a)

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfngedig"

Company Name in full



* F 0 3 0 A F 1 0 *

ST. MARY'S CONVENT AND NURSING HOME (CHISWICK)

I, Duncan Milwain

of 1 Dean Farrar Street, Westminster, London SW1H 0DY

a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985~~ do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

1 DEAN FARRAR STREET WESTMINSTER LONDON SW1H 0DY

the

21st

day of

March

~~One thousand nine hundred and ninety~~

2000

① Please print name.

before me ①

JOHN L. GATENBY
Solicitor
1 Dean Farrar Street
Westminster
London SW1H 0DY

Signed

Date

21 MAR 2000

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
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contact if there is any query.

Bircham & Co

1 Dean Farrar Street, London, , SW1H 0DY

Tel 0171 222 8044

DX number

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for companies registered in Scotland

DX 235 Edinburgh



A18
COMPANIES HOUSE

0376
24/03/00

Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full



* F 0 1 0 0 F 1 0 *

ST MARY'S CONVENT AND NURSING HOME (CHISWICK)

Proposed Registered Office

(PO Box numbers only, are not acceptable)

BURLINGTON ROAD

CHISWICK

Post town LONDON

County / Region

Postcode W4 2QE

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

X

Agent's Name BIRCHAM & CO.

Address 1 DEAN FARRAR STREET

WESTMINSTER

Post town LONDON

County / Region

Postcode SW1H 0DY

Number of continuation sheets attached

5

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Bircham & Co
1 Dean Farrar Street, London, , SW1H 0DY

Tel 0171 222 8044

DX number

DX exchange



A18
COMPANIES HOUSE

0380
24/03/00

Laserform International 9/95

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Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name ST MARY'S CONVENT AND NURSING HOME (CHISWICK)

NAME *Style / Title MR *Honours etc

Forename(s) DAVID

Surname DARVILL

Previous forename(s) -

Previous surname(s) -

Address*Usual residential address*

For a corporation, give the registered or principal office address.

Post town EAST GRINSTEAD

County / Region WEST SUSSEX

Postcode RH19 3HQ

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date 29.2.2000

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title MR *Honours etc

Forename(s) TERENCE REED

Surname DIBLEY

Previous forename(s) -

Previous surname(s) -

Address*Usual residential address*

For a corporation, give the registered or principal office address.

Post town LONDON

County / Region Postcode N11 2AH

Country

Day Month Year

Date of birth

7 29 01 25

Nationality

British (English)

Business occupation

Retired Solicitor

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

8/3/00

Directors

(continued)

(see notes 1-5)

NAME *Style / Title

MR

*Honours etc

Forename(s)

ROBERT IAN

* Voluntary details

Surname

TURNER

Previous forename(s)

-

Previous surname(s)

-

Address**Usual residential address**

For a corporation, give the registered or principal office address.

WESTON MARK

UPTON GREY

Post town

BASINGSTOKE

County / Region

HAMPSHIRE

Postcode

RG25 2RJ

Country

Day Month Year

Date of birth

22

OCT

1940

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

FULLER, SMITH & TURNER PLC

I consent to act as director of the company named on page 1

Consent signature

Date

9-3-00

This section must be signed by*Either*an agent on behalf
of all subscribers

Signed

Date

Or the subscribers

Signed

Date

*(i.e those who signed
as members on the
memorandum of
association).*

Signed

Date

Signed

Date

Signed

Date

Signed

Date

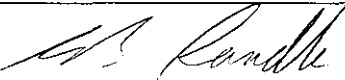
Signed

Date

Directors

(continued)

(see notes 1-5)

NAME	*Style / Title	MR	*Honours etc	
	Forename(s)	JOHN EARRIE		
	Surname	RANDLE		
	Previous forename(s)	-		
	Previous surname(s)	-		
	Address	1 THE WILLOWS		
	Usual residential address	83 VINCENT SQUARE		
	Post town	LONDON		
	County / Region		Postcode	SW1P 2PF
	Country			
		Day	Month	Year
	Date of birth	28	06	1938
	Nationality	BRITISH		
	Business occupation	Management Consultant		
	Other directorships	Independent Healthcare Association, Agnet Health Care, The Willows Residents Assoc Ltd HMT Hospitals Ltd, Gainsborough Clinic Ltd, Gainsborough Nursing Homes Ltd		
	I consent to act as director of the company named on page 1			
	Consent signature			Date
				12/3/2000

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed****Date****Or the subscribers****Signed****Date****(i.e those who signed
as members on the
memorandum of
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Directors

(continued)

(see notes 1-5)

NAME *Style / Title *Honours etc Forename(s)

* Voluntary details

Surname Previous forename(s) Previous surname(s) **Address***Usual residential address*

For a corporation, give the registered or principal office address.

Post town County / Region Postcode Country

Day Month Year

Date of birth Nationality Business occupation Other directorships

I consent to act as director of the company named on page 1

Consent signature Date **This section must be signed by***Either***an agent on behalf
of all subscribers**

Signed

Date

Or the subscribers

Signed

Date

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors

(continued)

(see notes 1-5)

NAME	*Style / Title	SISTER		*Honours etc	
	Forename(s)				
<small>* Voluntary details</small>	Surname	JENNIFER ANNE			
	Previous forename(s)	JENNIFER			
	Previous surname(s)	GOODEVE			
Address	ST MARY'S CONVENT AND NURSING HOME				
Usual residential address	BURLINGTON ROAD				
For a corporation, give the registered or principal office address.	Post town	CHISWICK			
	County / Region	LONDON	Postcode	W4 2QE	
	Country				
	Day	Month	Year		
Date of birth	30	3	40	Nationality	BRITISH
Business occupation	SISTER OF CHARITY				
Other directorships	ST MARYS CONVENT & NURSING HOME				
	BURLINGTON LANE, CHISWICK W4 2QE				
I consent to act as director of the company named on page 1					
Consent signature	J L Goodeve			Date	3.3.2000

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed****Date****Or the subscribers****Signed****Date***(i.e those who signed
as members on the
memorandum of
association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Directors

(continued)

(see notes 1-5)

* Voluntary details

NAME	*Style / Title	SISTER		*Honours etc		
	Forename(s)	HAZEL				
	Surname	HAZEL WEBB				
	Previous forename(s)	HAZEL				
	Previous surname(s)	WEBB				
Address	ST MARY'S CONVENT AND NURSING HOME					
Usual residential address	BURLINGTON LANE					
For a corporation, give the registered or principal office address.	Post town	CHISWICK				
	County / Region	LONDON	Postcode	W4 2QE		
	Country					
	Day	Month	Year			
Date of birth	14	11	17	Nationality	British	
Business occupation	Sister of Charity.					
Other directorships	St. Mary's Convent & Nursing Home, Chiswick.					
I consent to act as director of the company named on page 1						
Consent signature	Hazel Webb.			Date	3/3/00.	

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed****Date****Or the subscribers****Signed****Date****(i.e those who signed
as members on the
memorandum of
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Directors

(continued)

(see notes 1-5)

NAME	*Style / Title	SISTER		*Honours etc	
	Forename(s)	RAPHAEL			
	Surname	MARY			
	Previous forename(s)	ROSEMARY			
	Previous surname(s)	WHITE			
Address	ST MARGARET'S CONVENT				
Usual residential address	ST JOHN'S ROAD				
For a corporation, give the registered or principal office address.	Post town	EAST GRINSTEAD			
	County / Region	WEST SUSSEX	Postcode	RH9 3LE	
	Country				
	Day	Month	Year		

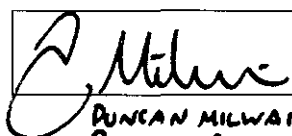
Date of birth	19	7	32	Nationality	British
Business occupation	Sister of Charity				
Other directorships	None				

I consent to act as director of the company named on page 1

Consent signature	Rosemary H. White	Date	1.3.00
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This section must be signed by*Either*an agent on behalf
of all subscribers

Signed


DUNCAN MILVAIN
BIRCHAM & CO.

Date

21/03/00

Or the subscribers

Signed

Date

(i.e. those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date