

Company Number : 4655610

**The Companies Act 1985
Company Limited by Guarantee
And Not Having a Share Capital**

**SPECIAL
RESOLUTION**

of

BOXWALL LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above named Company
duly convened and held at 6-8 Underwood Street, London N1 7JQ
on 11th March 2003

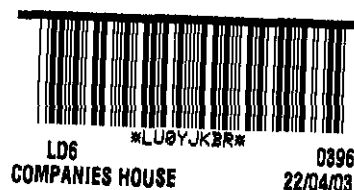
the following SPECIAL RESOLUTION was duly passed, viz:

RESOLUTION

THAT the existing Clauses 3 of the Memorandum of Association be
deleted and the attached Clauses 3 be substituted in place thereof.



For and on behalf of
Waterlow Nominees Ltd
CHAIRMAN



RESG/SPL

The Companies Acts 1985 and 1989

Company Limited by Guarantee

and Not Having a Share Capital

MEMORANDUM OF ASSOCIATION

of

CHILDREN'S HOSPITALS APPEAL TRUST LIMITED

(As amended by Special Resolution passed 11th March 2003)

1. The Company's name is Children's Hospitals Appeal Trust Limited (and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are:-
 - (i) To carry on business of the promotion of the relief of sickness, preservation and protection of the health of children and young people; the provision of equipment and amenities to aid recovery at all children's hospitals and unit throughout Greater Manchester
 - (ii) To research into sickness amongst children and young people and to disseminate and publish the useful results thereof for the benefit of the public.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers :
 - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - (b) to raise funds and to invite and receive contributions : provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (d) subject to Clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - (e) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (f) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

* The name of the Company was changed from Boxwall Limited on 10 April 2003.