

Company No. 4727097

Companies Acts 1985 to 1989
Private company limited by shares
Resolutions

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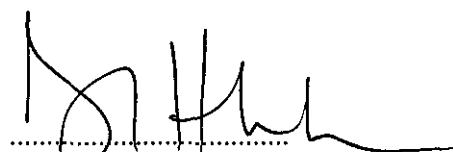
ExcellCare Management Services Limited
Passed on 19 December 2003



We the undersigned being the sole member of the above-named Company for the time being entitled to attend and vote at general meetings of the Company **RESOLVE** that the following resolutions be passed by way of written resolution:

SPECIAL RESOLUTIONS

1. That articles of association in the form attached to this resolution and initialled for the purposes of identification be adopted as the articles of association of the Company (the **New Articles**) in place of its existing articles of association.
2. That the memorandum of association of the Company be altered by deleting sub-clause 1 of paragraph 3 and replacing it with the sub-clause in the form attached to this resolution and initialled for the purposes of identification.


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ExcellCare Limited

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**Articles of Association of ExcellCare Management
Services Limited**

Dated 19 December 2003

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Companies Acts 1985 to 1989

Private company limited by shares

**Articles of Association of ExcellCare Management Services Limited (the Company)
(adopted by Written Resolution passed on 19 December 2003)**

1 Interpretation

- 1.1 In these Articles, unless the context otherwise requires or unless expressly provided to the contrary:

Act means the Companies Act 1985;

Board means the board of directors of the Company from time to time;

Business Day means any day other than a Saturday, Sunday or any bank or other public holiday in England and Wales;

Chairman means the chairman of the Board from time to time;

Nominated Directors means the directors from time to time appointed pursuant to Article 10.1;

Relevant Agreement means any agreement between, *inter alia*, the Company and its shareholder(s) relating to their holding of shares and (in whole or in part) to the management, finance and/or affairs of the Company, as may be amended from time to time, and which (expressly or by implication) supplements and/or prevails over any provision of these Articles;

Share means a share of any class in the share capital of the Company and any shares issued in exchange for such shares by way of conversion or any shares representing or deriving from such shares as a result of an increase in, reorganisation or variation of the share capital of the Company;

Shareholder means any registered holder for the time being of Shares; and

Table A means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985.

- 1.2 In these Articles unless specified otherwise:

- (a) the index and headings are inserted for convenience only and shall not affect construction or interpretation;
- (b) words denoting one gender include all genders, words denoting individuals or persons include corporations and trusts and vice versa, words denoting the singular include the plural and vice versa, and words denoting the whole include a reference to any part thereof;
- (c) references to Articles are to the Articles of these Articles of Association;

- (d) references to these Articles or any agreement, deed or instrument are to the same as amended, novated, modified or replaced from time to time;
 - (e) any reference to any statute or other legislation shall include statutory instruments and regulations issued under the relevant statute or legislation and, where the context requires:
 - (i) all amendments, re-enactments or consolidations thereof;
 - (ii) the provisions of any earlier statute or other legislation of which the said reference is itself an amendment, re-enactment or consolidation;
 - (f) words and expressions defined in the Act or in the Companies Act 1989 shall bear the same meanings in these Articles; and
 - (g) the words "include", "including" and "in particular" shall be construed as being by way of illustration only and shall not be construed as limiting the generality of any foregoing words.
- 1.3 The Regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified or are inconsistent with these Articles. The Regulations contained in Table A numbered 24, 40, 41, 50, 64, 65-69, 73-75, 81, 82, 84, 88, 89 and 91 shall not apply but, subject as aforesaid, the following shall be the Articles of Association of the Company.

2 Private Company

The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

3 Share capital

The authorised share capital of the Company at the date of adoption of these Articles is £100 divided into 100 Shares of £1 each.

4 Shares

Subject to the provisions of the Act and these Articles, the directors are hereby unconditionally authorised to exercise any power of the Company to allot and issue relevant securities (as defined by sub-section 80(2) of the Act) and so that the maximum amount of relevant securities which may be allotted under this authority shall be £99. This authority shall expire on the expiry of five years from the date of adoption of this Article PROVIDED THAT the Company may prior to such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

5 Share rights and modification of Share rights

- 5.1 Subject to any special rights conferred on the holders of any Shares or class of Shares, any Share in the Company may be issued with or have attached thereto such preferred, deferred,

qualified or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may by special resolution determine.

5.2 Subject to the Act and to any special rights conferred on the holders of any Shares or class of Shares, the Company may:

- (a) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholders concerned;
- (b) purchase any of its own shares (including any redeemable shares); and
- (c) make payment in respect of the redemption or purchase, pursuant to sections 159 and 160 or (as the case may be) section 162 of the Act and the relevant power under Article 5.2(a) and 5.2(b), of any of its own shares, otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by sections 171 and 172 of the Act.

5.3 Subject to the Act, all or any of the special rights for the time being attached to any class of Shares for the time being in issue may from time to time (whether or not the Company is being wound up) be altered or abrogated with the consent in writing of the Shareholders holding not less than three-fourths of the issued Shares of the class concerned or with the approval of an *extraordinary resolution* passed at a *separate general meeting of the Shareholders holding such Shares*. To any such separate general meeting all the provisions of these Articles as to general meetings of the Company shall apply, *mutatis mutandis*, but so that the necessary quorum shall be any person holding or representing by proxy not less than one-half in nominal value of the issued Shares of the relevant class and every Shareholder holding Shares of that class shall be entitled on a poll to one vote for every such Share held by him and any Shareholder holding Shares of that class present in person or by proxy may demand a poll.

5.4 The special rights conferred upon the holders of any Shares or class of Shares shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such Shares or in these Articles, be deemed to be altered by the creation or issue of further Shares ranking *pari passu* therewith.

6 Transfers

6.1 No Share or any interest therein may be sold, transferred, charged, made subject to any option, lien (other than in favour of the Company) or encumbrance or otherwise disposed of by any Shareholder or other person entitled thereto without the prior consent in writing of all the other Shareholders.

6.2 The directors shall not register any transfer of Shares in the Company except in the circumstances permitted in and as contemplated by this Article 6. In addition, the directors may decline to register the transfer of a Share:

- (a) on which the Company has a lien; or
- (b) unless:
 - (i) such transfer is lodged at the registered office of the Company or such other place as the directors may elect and is accompanied by the certificate for the Shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and

- (ii) it is in favour of a single transferee.

7 Notices

Every notice calling a general meeting shall comply with the provisions of section 372(3) of the Act and all notices and other communications relating to a general meeting which any Shareholder is entitled to receive shall also be sent to the auditors for the time being of the Company.

8 Proceedings at general meetings

- 8.1 All general meetings shall take place in the United Kingdom.
- 8.2 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the declaration of a dividend, the consideration of the accounts and the reports of the directors and auditors, the appointment of and the fixing of the remuneration of the auditors and the fixing of the remuneration of the directors.
- 8.3 No business shall be transacted at any general meeting unless a quorum is present. Subject always to section 370A of the Companies Act 1985, a quorum shall consist of two persons entitled to vote upon the business to be transacted, each being a Shareholder present in person or a proxy for a Shareholder or a duly authorised representative of a Shareholder corporation PROVIDED THAT if within 30 minutes of the time appointed for a general meeting there is no quorum or a quorum ceases to be present, then the meeting shall be dissolved unless the meeting is a meeting to consider a resolution or resolutions for the winding-up of the Company and the appointment of a liquidator, in which case, any one or more Shareholders present in person or by proxy or a duly authorised representative may consider and if thought fit pass such resolution or resolutions but no other business may be transacted.
- 8.4 A poll may be demanded by the Chairman or by any Shareholder present in person or by proxy or duly authorised representative and entitled to vote and Regulation 46 of Table A shall be modified accordingly.

9 Number of Directors

Unless and until otherwise determined by an ordinary resolution of the Company, the directors shall be:

- (a) not less than two in number; and
- (b) not more than six in number.

10 Nominated Directors

- 10.1 For so long as the Company is a wholly-owned subsidiary of a parent company (the **Parent**) any person who satisfies the shareholding requirements set out in this Article shall be entitled to appoint up to such number of directors as may be specified in the table below:

Percentage of the total number of shares in the Parent held by the relevant person	Number of directors
Less than 15%	0
15% or more but less than 30%	1
30% or more but less than 45%	2
45% or more but less than 60%	3
60% or more but less than 75%	4
75% or more but less than 90%	5
90% or more	6

and each director so appointed shall be a "**Nominated Director**" in relation to the person appointing such director. Each person that has appointed a Nominated Director shall be entitled to remove such director from his office as director and to appoint another person in place of any Nominated Director so removed or who shall otherwise cease to be a director. Such appointment or removal shall be made by notice in writing signed by the relevant person and served upon the Company at its registered office.

- 10.2 Where a person is no longer entitled by virtue of his shareholding to representation by such numbers of directors as at that time hold office by virtue of the exercise of a power of appointment pursuant to this Article, the Parent shall procure the resignation of such number of such person's Nominated Directors as may be necessary to reduce that person's representation to the number permitted under this Article.
- 10.3 No person dealing with the Company shall be concerned to enquire as to the validity of the appointment or removal of any director under this Article 10 and shall not be affected or in any way prejudiced by any invalidity in such appointment or removal unless such person had express notice of the same at the relevant time.

11 Alternate Directors

- 11.1 Any director may by writing under his hand served on the Company appoint any person (including another director) as his alternate. A director may at any time revoke (in writing served on the Company) the appointment of an alternate appointed by him appoint another person in his place and if a director shall die or cease to hold the office of director the appointment of his alternate shall thereupon automatically cease and determine.
- 11.2 Every alternate shall (subject to his giving to the Company an address or fax number at which notices may be served on him) be entitled to receive notices of all meetings of the directors and, in the absence from the Board of the director appointing him, to attend and vote at meetings of the directors, and to exercise all the powers, rights, duties and authorities of the

director appointing him. A director acting as alternate shall have an additional vote at meetings of directors for each director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum is present.

- 11.3 An alternate director shall be an officer of the Company and shall not be deemed to be the agent of the director appointing him.

12 Borrowing powers

The Board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Act, to issue debentures, debenture stocks, bonds and other securities.

13 Removal of Directors

- 13.1 The office of director shall be vacated if the director:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a director by reason of any order made under any legislation; or
- (c) in the reasonable opinion of all his co-directors becomes incapable by reason of mental disorder, serious illness or injury of discharging his duties as director; or
- (d) resigns his office by notice in writing to the Company; or
- (e) is removed from office by a resolution duly passed under section 303 of the Act; or
- (f) is removed from office in accordance with the provisions of Article 10.

- 13.2 The directors shall not be subject to retirement by rotation and Regulations 76 to 80 of Table A shall be modified accordingly.

14 Age of Directors

No person shall be disqualified from being appointed a director and no director shall be required to vacate that office by reason only of the fact that he has attained the age of 70 years or any other age.

15 Directors' shareholding qualification

No shareholding qualification for directors shall be required.

16 Directors' proceedings

- 16.1 Subject as provided in these Articles, the directors may regulate their proceedings as they think fit.

16.2 Board meetings shall be convened by any director or the secretary by not less than fourteen clear days' notice (unless all of the directors agree in writing to shorter notice). Each notice :

- (a) shall be in writing;
- (b) shall contain an agenda or all such matters to be discussed at the meeting;
- (c) shall be sent by the secretary to each director at the address or fax number notified to the Company for these purposes;
- (d) shall be delivered by hand and/or sent by post (first class recorded delivery if inland and airmail if overseas) or facsimile (in the case of facsimile to be confirmed in writing 48 hours of being sent by such notice being delivered by hand and/or or sent by first class recorded delivery if inland and airmail if overseas); and
- (e) shall be deemed to have been given as follows:
 - (i) if delivered by hand, at the time of delivery;
 - (ii) if posted, at the expiration of 48 hours or (in the case of airmail) seven days after the envelope containing the same was delivered into the custody of the postal authorities; and
 - (iii) if sent by facsimile, at the expiration of one hour after the same was despatched;

except that if a notice or other communication would be deemed to be delivered under the above provisions after 5.30pm on any day which is not a Business Day, then it shall be deemed instead to have been delivered at 9.30am on the next day which is a Business Day.

16.3 Meetings of the directors shall be held at a minimum of four times every calendar year and shall take place in the United Kingdom.

16.4 The quorum for the transaction of the business of the directors shall be one Nominated Director appointed by each person that is entitled to appoint (and shall have appointed) at least one Nominated Director PROVIDED THAT

- (a) any director deemed to be present at a meeting pursuant to Article 21.2 shall be counted in the quorum; and
- (b) if within 30 minutes of the time appointed for a Board meeting there is no quorum or a quorum ceases to be present, then the meeting shall be dissolved.

A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

17 Chairman

17.1 The right to appoint the Chairman from amongst the Nominated Directors shall rotate between the persons entitled to appoint a Nominated Director each year commencing on the date of adoption of these Articles and each anniversary thereof . The first Chairman shall be appointed by Equion plc (or its successor) until (but excluding) first anniversary of the date of adoption of these Articles.

17.2 The Chairman shall chair every meeting of directors at which he is present.

17.3 If the Chairman is not present within 5 minutes after the time appointed for a meeting, any Nominated Director present who shall have been appointed by the same person as appointed the Chairman may be appointed chairman of the meeting. If no such Nominated Director is present then any other director present may be appointed as Chairman of the meeting but (in the case of a meeting of the board) only for the purpose of adjourning the same in accordance with these Articles.

18 Executive office

Subject as provided in these Articles, the Nominated Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company as the Nominated Directors may decide such appointment being (subject to section 319 of the Act, if applicable) for such fixed term or without limitation as to period and on such terms as they think fit and a Nominated Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company), if he ceases to hold the office of director from any cause, ipso facto and immediately cease to hold such executive office.

19 Directors' fees

Save as provided elsewhere in these Articles, the directors shall not be paid any fees.

20 Directors' interests

Without prejudice to the obligation of any director to disclose his interest in accordance with section 317 of the Act a director may vote as a director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising therefrom, and if he does so vote his vote shall be counted and he shall be taken into account in calculating a quorum for the relevant meeting of the Board and Regulation 94 of Table A shall be modified accordingly.

21 Written resolutions and telephone Board meetings

21.1 A resolution in writing executed or approved by telegram, facsimile or telex by or on behalf of:

- (a) all the relevant Shareholders in the case of a resolution of the Shareholders or any class thereof; or
- (b) all the directors in the case of a resolution of the Board; or
- (c) all the members thereof in the case of a committee of the directors;

shall be as valid and effectual as if the same had been duly passed at a general meeting or a meeting of the Board or a committee of the Board (as the case may be) and such written resolution may consist of several documents in like form each executed or approved by one or more persons. Regulations 53 and 93 of Table A shall be modified accordingly.

21.2 A meeting of the Board or of a committee of the Board may consist of a conference between directors who are not all in one place, but each of whom is able (directly or by telephonic

communication) to speak to each of the others and to be heard by each of the others simultaneously. A director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Subject to the provisions of the Act, all business transacted in such manner by the Board or a committee of the Board shall for the purposes of these Articles be deemed to have been validly and effectively transacted at a meeting of the Board or a committee thereof notwithstanding that fewer than two directors or alternate directors are physically present in the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is and the word **meeting** in these Articles shall be construed accordingly.

22 Indemnity

- 22.1 The Parent shall procure that any person that shall have appointed a Nominated Director shall be responsible (to the exclusion of any liability on the part of the Company) for reimbursing its Nominated Director for their expenses arising out of or in connection with their duties as officers of the Company or otherwise arising out of or in connection with the business of the Company (the **Expenses**).
- 22.2 In addition to the indemnity contained in Regulation 118 of Table A and subject to the provisions of section 310 of the Act, every director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities properly incurred by him in or about the execution and discharge of the duties of his office (other than in respect of any Expenses).
- 22.3 Without prejudice to Article 22.1, the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, agents, auditors, secretaries or other officers of the Company, or of any other company in which the Company has any interest whether direct or indirect or which is in any way associated with the Company, or of any subsidiary undertaking of the Company or of any such other company including (without prejudice to the generality of the foregoing) insurance 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 or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company or any such subsidiary undertaking.

23 Overriding Provision

Notwithstanding the provisions of these Articles, the directors shall be obliged, so far as may be permitted by law, to act in all respects in accordance with and give effect to any Relevant Agreement.

Company No. 4727097

Companies Acts 1985 to 1989
Private company limited by shares
Replacement principal objects clause

- for -

ExcellCare Management Services Limited
Replaced on 19 December 2003

- (1) To provide management services of all descriptions and to undertake and execute work of all kinds and to act generally as agents, factors, brokers, managers, consultants and advisers for the provision of every type of management service to companies which have entered or are to enter into an agreement with one or more public sector health trusts, boards or other public sector bodies or agencies established to provide health care facilities or services relating, *inter alia*, to the delivery of improved health and social care services in a given area pursuant to the Department of Health's Local Improvement Finance Trust Initiative or in subsidiaries of such companies (such companies and subsidiaries collectively being defined as **LIFT Cos**) in which the members of any group of which the company forms a part have or propose to acquire an interest.