

**WRITTEN RESOLUTIONS OF
COMMUNITY SOLUTIONS FOR PRIMARY CARE (BARNSELEY) LIMITED**

(Company Number: 4840845) 7

(the "Company")

Passed: 30 Jan 2004



We, the undersigned, being the only member of the Company entitled to attend and vote at general meetings of the Company **HEREBY PASS** the following written resolutions of the Company which will, pursuant to Section 381A Companies Act 1985, be valid as effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held.

1 **THAT** the Company's authorised share capital be and hereby is increased from £100 to £1,000,000 by the creation of 999,900 Ordinary Shares of £1.00 each in the authorised but as yet unissued share capital of the Company ranking *pari passu* with the existing ordinary shares of £1.00 each in the capital of the Company and having the rights and restrictions as set out in the Articles of Association of the Company.

2 **THAT** the articles of association of the Company be amended as follow:

2.1 Article 20 shall be deleted in full.

2.2 The following article be added as article 20A:

"20A – At any time while Community Solutions for Primary Care (Holdings) Limited ("CSPC(H)") holds more than 50% of the voting shares in the Company:

(a) Subject to holding 20% or more (by nominal value) of the issued equity share capital of CSPC(H), the holders of "A" Shares in CSPC(H) (the "**A Shareholders**") shall together have the right from time to time, exercisable by notice in writing, signed by a duly authorised officer of each of the A Shareholders or of any relevant member of the A Shareholder's group, to appoint one person to be a director ("**A' Director**") of the Company and by like notice to require the removal of any director so appointed and to appoint another person to act in place of such director."

(b) Subject to holding 20% or more (by nominal value) of the issued equity share capital of CSPC(H), the holders of "B" Shares in CSPC(H) (the "**B Shareholders**") shall together have the right from time to time, exercisable by notice in writing, signed by a duly authorised officer of each of the B Shareholders or of any relevant member of the B Shareholder's group, to appoint one person to be a director ("**B' Director**") of the Company and by like notice to require the removal of any director so appointed and to appoint another person to act in place of such director."

(c) Subject to holding 20% or more (by nominal value) of the issued equity share capital of CSPC(H), the holders of "C" Shares in CSPC(H) (the "**C Shareholders**") shall together have the right from time to time, exercisable by

notice in writing, signed by a duly authorised officer of each of the C Shareholders or of any relevant member of the C Shareholder's group, to appoint one person to be a director ("**C' Director**") of the Company and by like notice to require the removal of any director so appointed and to appoint another person to act in place of such director."

- (d) Unless already entitled under articles 20A(a) to 20A(c) above, any person holding 20% of the voting shares in CSPC(H) shall have the right from time to time, exercisable by notice in writing, signed by a duly authorised officer of such shareholder or of any relevant member of the shareholder's group, to appoint one person to be a director of the Company and by like notice to require the removal of any director so appointed and to appoint another person to act in place of such director.
- (e) Other than following the removal of a director under the terms of Article 20A(f), if any director appointed under articles 20A(a) to 20A(c) above shall die or be removed from or vacate office for any cause, the holders of a majority (by nominal value) of the class of shares which appointed such director shall, as soon as reasonably practical after the relevant office becomes vacant, appoint in his place another person to be the "A" Director, a "B" Director or a "C" Director (as the case may be).
- (f) Where any holding of a shareholder falls below 20% of the issued share capital of CSPC(H), any director appointed by such shareholder shall be deemed to resign his office as a director with immediate effect and the shareholders shall procure the formal resignation of such director.
- (g) Any appointment or removal of a director pursuant to this Article 20A shall be made in writing and signed by or on behalf of the appointing shareholder (as the case may be) and served on each of the other shareholders and the Company or delivered to a duly constituted meeting of the Board. Any such appointment or removal shall take effect as at the time of such lodgement or delivery or at such later time as shall be specified in such notice.
- (h) No director shall be appointed or removed otherwise than pursuant to this Article 20A or agreed in writing by a majority (by nominal value) of the A Shareholders, B Shareholders and C Shareholders, save as provided by law.

2.3 The following articles be added as articles 26A and 26B respectively:

"26A – Where directors have been designated as "A" directors, "B" directors or "C" directors under article 20A, the quorum for meetings of the Board shall be the number of persons equal to the total number of 'A' directors, 'B' directors and 'C' directors from time to time appointed or deemed to be appointed as directors and the quorum shall comprise each of the 'A' director, 'B' director and 'C' director from time to time appointed or deemed to be appointed as directors to be present at the commencement and throughout the whole of the meeting **PROVIDED THAT** should a duly called meeting of the directors be inquorate, those directors present may by 10 Business Days written notice to each of the members, and to each of the directors, adjourn such meeting of the directors and at the adjourned meeting of the directors, those directors present in person or represented by an alternate at the commencement and throughout the whole of the meeting will form a quorum."

"26B - A committee of the board shall (subject only to where no such director has been appointed) include at least one "A" director, one "B" director and one "C" director. The provisions of article 26A shall apply equally to meetings of any committee of the board as to meetings of the board."


- 3 **THAT** the directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise all or any powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of relevant securities (within the meaning of that section) up to an aggregate nominal amount of £ **25.85** but so that:

- (a) this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting or by written resolution) on the fifth anniversary of the date of this resolution;
- (b) the Company may before such expiry make an offer, agreement or other arrangement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer, agreement or other arrangement as if the authority hereby conferred had not expired; and
- (c) this authority shall be in substitution for all previous authorities under section 80 of the Companies Act 1985 which are hereby revoked but without prejudice to any allotment, offer or agreement made or entered into prior to the date of this resolution.

- 4 **THAT** the directors be and are hereby generally and unconditionally authorised for a period of 5 years from the date of this resolution to allot equity securities (as defined in section 94(2) of the Companies Act 1985) of the Company pursuant to the authority conferred by resolution 3 above as if section 89(1) of the Companies Act 1985 did not apply to such allotments but so that the Company may before such expiry make an offer, agreement or other arrangement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer, agreement or other arrangement as if the authority hereby conferred had not expired.

- 5 **THAT** the following appointments be confirmed, in accordance with the Articles of Association of the Company and otherwise:

Director	Alternate
Clive Eminson ('A' Director)	Mike Parker
Robert McClatchey ('B' Director)	David Lindsay
Nigel Bennett ('C' Director)	Ian Tasker


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Name:

for and on behalf of **COMMUNITY SOLUTIONS FOR PRIMARY CARE (HOLDINGS) LIMITED**