

Company No: 5161328

The Companies Act 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
passed as a
WRITTEN RESOLUTION
of

CHANCELLOR CHILDREN'S CARE LIMITED

(Passed pursuant to section 381A of the Companies Act 1985)

WE, the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, HEREBY RESOLVE as follows:

RESOLUTION

As a special resolution

That, with effect from the passing of this resolution, the regulations contained in the document produced to this meeting and for the purpose of identification signed by the Chairman are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

Dated: 25 May 2005

Name of Shareholder

Signature

Date of Signature

Chancellor Care Limited

[Signature]

25/5/05

A Breeze

[Signature]

Copy: Lovewell Blake (Auditors)

D Wilson

[Signature]



THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CHANCELLOR CHILDREN'S CARE LIMITED
ADOPTED BY WRITTEN RESOLUTION

DATED 25 **MAY 2005**

1. PRELIMINARY

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles ("Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.

2. INTERPRETATION

In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context:

"Act"	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"communication"	means the same as in the Electronic Communications Act 2000

“directors”	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company
“electronic communication”	means the same as in the Electronic Communications Act 2000
“executed”	includes any mode of execution
“holder”	in relation to shares means the member whose name is entered in the register of members as the holder of the shares
“office”	the registered office of the Company
“seal”	the common seal of the Company (if any)
“secretary”	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
“share”	includes any interest in a share
“the United Kingdom”	Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles and in Table A bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company.

3. **SHARE CAPITAL**

3.1 The authorised share capital of the Company at the date of adoption of these Articles is £150,000 divided into 85700 ordinary shares of £1 each and 64,300 redeemable cumulative preference shares of £1 each.

3.2 Dividends

3.2.1 The profits of the Company available for distribution shall be used to pay dividends in the following order of priority:

3.2.1.1 first, in paying to the holders of the Preference Shares a dividend (the "Preference Dividend") as follows:

Amount 9 pence per Preference Share per annum accruing from the date of subscription for the Preference Shares.

Payment Date: yearly on 31 July in each year with the first payment to be made on 31 July 2005.

3.2.1.2 as to any balance in paying to the holders of the Ordinary Shares such amount as the directors may determine provided that the conditions in Article 3.2.2 are satisfied.

3.2.2 No dividend shall be payable on the Ordinary Shares in respect of any financial year unless on the proposed payment date the following conditions are satisfied:

3.2.2.1 all Preference Shares which have fallen due for redemption have been redeemed; and

3.2.2.2 there are no dividends which have fallen due for payment on the Preference Shares and which remain unpaid.

3.2.3 Every dividend shall be distributed to the appropriate shareholders pro rata according to the nominal value of the shares held by them respectively.

3.2.4 The Preference Dividend is cumulative and shall accrue on a daily basis.

3.2.5 All dividends are expressed net and shall be paid in cash.

3.3 Return of capital

3.3.1 On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority:

3.3.1.1 first in paying to the holders of the Preference Shares the sum of £1 per share together with a sum equal to any arrears and accruals of the Preference Dividend calculated down to the date of the return of capital; and

3.3.1.2 the balance of such assets shall be distributed amongst the holders of the Ordinary Shares in proportion to the nominal value of the Ordinary Shares held by them respectively.

3.4 Redemption of Preference Shares

3.4.1 Subject to the provisions of the Act the Preference Shares shall be redeemed on 31 December 2014.

3.4.2 The Company shall pay on each of the Preference Shares redeemed the sum of £1. At the same time it shall pay any arrears and accruals of the Preference Dividend calculated to the date of redemption. In the absence of any direction to the contrary by the holder of the relevant Preference Share any monies paid on redemption of such Share shall relate first to the said arrears and accruals of the Preference Dividend. The Preference Dividend shall cease to accrue from the date of payment of the redemption monies.

3.4.3 Subject to the provisions of the Act the Company may redeem all or some of the Preference Shares in advance of the due date for redemption by notifying the holders of the Preference Shares of its intention so to do.

3.4.4 Subject to the provisions of the Act all of the Preference Shares shall be redeemed immediately prior to a Controlling Interest being obtained by any person for the purposes of Article 8.1 unless all the holders of the Preference Shares otherwise agree in writing or the acquirer(s) of such Controlling Interest shall also have completed the purchase of the Preference Shares for a price equal to the amount payable on redemption of such Preference Shares.

3.4.5 On the dates fixed for any redemption the Company shall pay to each registered holder of Preference Shares the amount payable in respect of such redemption and upon receipt of that amount such holder shall surrender to the Company the certificate for his shares which are to be redeemed in order that they may be cancelled. If any certificate so surrendered includes any shares not redeemable at that time the Company shall issue a fresh certificate for the balance of the shares not redeemable to the holder.

3.5 Voting

3.5.1 Shares in the Company shall carry votes as follows:

Ordinary Shares: one vote per share

Preference Shares: no votes.

3.5.2 The Preference Shares shall carry the right to receive notice of general meetings of the Company but not the right to attend such meetings.

3.6 Class rights

3.6.1 Whenever the capital of the Company is divided into different classes of share the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, only with the consent in writing of the holders of 75% of the issued shares of that class. Without prejudice to the generality of this article, the special rights attached to the Preference Shares shall not be deemed to be varied by the creation, allotment or issue of additional Ordinary Shares beyond those authorised or in issue at the date of adoption of these articles.

3.7 In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

3.8 No shares comprised in the authorised share capital of the Company from time to time shall be issued without the consent in writing of the holder or holders (in aggregate) of a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Act) nor shall any share be issued at a discount or otherwise be issued in breach of the provisions of these Articles or of the Act.

4. LIEN

The Company shall have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys payable by him or his estate to the Company, whether or not in respect of the shares in question and whether or not such monies are presently payable. Regulation 8 of Table A shall be modified accordingly.

5. **CALLS ON SHARES AND FORFEITURE**

There shall be added at the end of the first sentence of regulation 18 of Table A, so as to increase the liability of any member in default in respect of a call, the words “and all expenses that may have been incurred by the Company by reason of such non-payment”.

6. **TRANSFER OF SHARES**

6.1 The first sentence in regulation 24 of Table A shall not apply to the Company. The words “They may also” at the beginning of the second sentence of that regulation shall be replaced by the words “The directors may”.

6.2 In the event that the number of members of the Company shall fall to one there shall, on the occurrence of that event, be entered in the Company’s register of members with the name and address of the sole member (“**Sole Member**”) a statement that the Company has only one member and the date on which the Company became a company having only one member.

6.3 In the event that the number of members of the Company shall increase from one member to two or more members there shall, on the occurrence of that event be entered in the Company’s register of members with the name and address of the person who was formerly the Sole Member, a statement that the Company has ceased to have only one member and the date on which the Company became a company having more than one member.

7. **GENERAL MEETINGS**

The directors may call general meetings and regulation 37 of Table A shall not apply to the Company.

8. **NOTICE OF GENERAL MEETINGS**

8.1 A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and regulation 38 of Table A shall be modified accordingly. The words “or a resolution appointing a person a director” and paragraphs (a) and (b) in regulation 38 of Table A shall be deleted and the words “in accordance with section 369(3) of the Act” shall be inserted after the words “if it is so agreed” in that regulation.

- 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 declaring a dividend, the consideration of the profit and loss account, balance sheet, and the reports of the directors and auditors, the appointment of and the fixing of the remuneration of the auditors, and the giving or renewal of any authority in accordance with the provisions of section 80 of the Act.
- 8.3 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1 The words, "save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum" shall be added at the end of the second sentence of regulation 40 of Table A.
- 9.2 If a quorum is not present within half an hour from the time appointed for a general meeting, or if, during any general meeting, a quorum ceases to be present, the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine. If at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefore the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. Regulation 41 of Table A shall not apply to the Company.

10. VOTES OF MEMBERS

- 10.1 Regulation 54 of Table A shall not apply to the Company. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member entitled to vote who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or (being a corporate body) is present by a representative or proxy (not being himself a member entitled to vote) shall have one vote and, on a poll, every member who is present in person, by

representative or by proxy shall have one vote for each share of which he is the holder.

- 10.2 The words “be entitled to” shall be inserted between the words “shall” and “vote” in regulation 57 of Table A.
- 10.3 A member shall not be entitled to appoint more than one proxy to attend on the same occasion and accordingly the final sentence of regulation 59 of Table A shall not apply to the Company. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.
- 10.4 At any time when the Company has only one member any decision which may be taken by the Company in general meeting may be made by the Sole Member and shall be as valid as if agreed by the Company in general meeting.
- 10.5 If the Sole Member shall take any such decision as is referred to in **Article 10.4** the Sole Member shall (unless such decision is made by way of a written resolution) provide the Company with a written record of the decision.
- 10.6 Failure to comply with the provisions of **Article 10.5** shall not affect the validity of any decision made by the Sole Member and a person dealing with the Company shall not be concerned to inquire whether a written record has been provided to the Company in accordance with **Article 10.5**.

11. **NUMBER OF DIRECTORS**

- 11.1 Regulation 64 of Table A shall not apply to the Company.
- 11.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be two.

12. **ALTERNATE DIRECTORS**

- 12.1 The words “Subject to his obtaining the prior approval of the Sole Member (if there is one),” shall be inserted at the beginning of regulation 65 of Table A.
- 12.2 An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of the directors of which his appointor is a member (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him). An alternate director shall be entitled to attend

and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor at such meeting as a director in his absence. An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Regulation 66 of Table A shall not apply to the Company.

- 12.3 A director, or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of 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, but he shall count as only one for the purpose of determining whether a quorum is present and the final sentence of regulation 88 of Table A shall not apply to the Company.

13. **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 13.1 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.
- 13.2 A member or members holding a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Act) shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with **Article 11.2** as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the member or members making the same or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the office.
- 13.3 The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 13.4 The directors may 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 determined in accordance with **Article 11.2** as the maximum number of directors for the time being in force.

13.5 If, immediately following and as a result of the death of a member, the Company has no members and if at that time it has no directors, the personal representatives of the deceased member may appoint any person to be a director and the director who is appointed will have the same rights and be subject to the same duties and obligations as if appointed by ordinary resolution in accordance with **Article 13.3**. If two members die in circumstances rendering it uncertain which of them survived the other, such deaths shall, for the purposes of this Article, be deemed to have occurred in order of seniority and accordingly the younger shall be deemed to have survived the elder.

14. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

14.1 The office of a director shall be vacated if:

14.1.1 he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or

14.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

14.1.3 he is, or may be, suffering from mental disorder and either:

14.1.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

14.1.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

14.1.4 he resigns his office by notice to the Company; or

14.1.5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated; or

14.1.6 he is removed from office as a director pursuant to **Article 13.2**.

14.2 Regulation 81 of Table A shall not apply to the Company.

15. **DIRECTORS' APPOINTMENTS AND INTERESTS**

15.1 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office:

15.1.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;

15.1.2 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;

15.1.3 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;

15.1.4 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

15.1.5 shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of **Articles 15.1.1 to 15.1.4** (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted.

15.2 For the purposes of **Article 15.1**:

15.2.1 a general notice to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;

15.2.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

15.2.3 An interest of a person who is for any purpose of the Act (excluding any statutory modification not in force when these Articles were adopted) connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

15.3 Regulations 85 and 86 of Table A shall not apply to the Company.

16. DIRECTORS' GRATUITIES AND PENSIONS

Regulation 87 of Table A shall not apply to the Company and the directors may exercise any powers of the Company conferred by its Memorandum of Association to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for past or present directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 27(3) of the Companies Act 1989) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

17. PROCEEDINGS OF DIRECTORS

17.1 Regulation 88 of Table A shall be amended by the removal of the sentence:

“In the case of an equality of votes, the chairman shall have a second or casting vote”

and by substituting for the sentence:

“It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.”

the following sentence:

“Notice of every meeting of the directors shall be given to each director and his alternate, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service.”

- 17.2 Whenever the minimum number of the directors shall be one pursuant to the provisions of **Article 11.2**, a sole director shall have authority to exercise all the powers and discretions which are expressed by Table A and by these Articles to be vested in the directors generally and regulations 89 and 90 of Table A shall be modified accordingly.
- 17.3 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. 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.
- 17.4 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

18. **THE SEAL**

If the Company has a seal it shall be used only with the authority of the directors or of a committee of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

19. **NOTICES**

- 19.1 In regulation 112 of Table A, the words "first class" shall be inserted immediately before the words "post in a prepaid envelope". When any member has given to the Company as his registered address an address outside of the United Kingdom he shall be entitled to have notices given to him at that address. Regulation 112 of Table A shall be amended accordingly.
- 19.2 Where a notice is sent by first class post, the notice shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Where a notice is sent by electronic communication, the notice shall be deemed to

have been given at the expiration of 24 hours after the time of transmission. Regulation 115 of Table A shall be amended accordingly.

- 19.3 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

20. **WINDING UP**

In regulation 117 of Table A, the words “with the like sanction” shall be inserted immediately before the words “determine how the division”.

21. **INDEMNITY**

- 21.1 Subject to the provisions of, and so far as may be permitted by, the Act but without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company may indemnify every director, alternate director, auditor, secretary or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, alternate director, auditor, secretary or other officer of the Company. Regulation 118 of Table A shall not apply to the Company.
- 21.2 The directors may purchase and maintain at the cost of the Company insurance cover for or for the benefit of every director, alternate director, auditor, secretary or other officer of the Company or of any associated company (as defined in the Act) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, alternate director, auditor, Secretary or other officer of the Company or associated company.

21.3 Subject to the provisions of, and so far as may be permitted by, the Act, the Company shall be entitled to fund the expenditure of every director, alternate director or other officer of the Company incurred in or to be incurred:

21.3.1 in defending any criminal or civil proceedings; or

21.3.2 in connection with any application under sections 144(3), 144(4) or 727 of the Act.

Names, addresses and descriptions of Subscriber

[NAME]
[ADDRESS]

Dated:

Witness to the above signatures:

Witness signature:

Name:

Address:

Occupation: