

Company No. 5450730

The Companies Act 1985 – 1989

Private company limited by shares

Written Resolution

of

Dudley Infracare Developments Holdings Limited (the "Company")

Dated. 31 AUGUST 2005



Pursuant to section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company agrees to and passes the following written resolutions

- 1 That the regulations contained in the document annexed hereto and initialled by each member of the Company by way of identification be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association
- 2 That the Memorandum of Association of the Company be and is hereby amended by the deletion of clause 3 thereof and the substitution thereof of the following clause
 - 3 *The objects for which the Company is established are*
 - 3 1 *to engage in the provision of integrated primary health care and social care accommodation within the Dudley area and promote the improvement of services in connection therewith pursuant to the NHS LIFT Initiative (the "Project"),*
 - 3 2 *to borrow and raise money and accept money on deposit for any purpose in connection with the financing of the Project,*
 - 3 3 *to enter into swaps and derivatives and any other interest rate or foreign exchange hedging agreement or arrangements,*
 - 3 4 *to lend money, grant, or provide credit and financial accommodation to any person and to deposit money with any person for any purpose in connection with the financing of the Project,*
 - 3 5 *for the above purposes to (i) secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, by arranging for the provision of guarantees, indemnities, policies of insurance and other similar obligations and by the creation and issue of securities, (ii) take the benefit of security or of guarantees, indemnities, policies of insurance or other similar*

obligations, (iii) enter into arrangements to regulate the relationship between creditors of the Company, (iv) make arrangements for the management, administration and enforcement of the Company's borrowings, loans and security, (v) refinance the Company's borrowings, (vi) enter into any guarantee, interest rate exchange transactions, contract for differences, contract of indemnity or suretyship and, (vii) enter into any other agreements and arrangements in connection with all incidental to such purposes,

- 3 6 to invest money of the Company in any investments and to hold, sell or otherwise deal with such investments,
- 3 7 to apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, licenses, intellectual property rights, patent rights, inventions and secret processes,
- 3 8 to sell, exchange, mortgage, charge, grant options and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking property and assets (present and future) of the Company for any consideration,
- 3 9 to issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose,
- 3 10 to enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed,
- 3 11 to give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting any company, fund or trust,
- 3 12 to pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company,
- 3 13 to distribute the property of the Company among its creditors or members in specie or kind,
- 3 14 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, scrip, warrants, debentures and other negotiable or transferable instruments,
- 3 15 to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise any by or through trustees, agents or otherwise and either alone or in conjunction with others,
- 3 16 to the extent permitted by law to give financial assistance for the purposes of the acquisition of shares of the Company or of any company or association, (including housing associations or registered social landlords) of which the Company is a subsidiary and for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan or guarantee, indemnity, the provision of security or otherwise,

- 3 17 to remunerate any person, firm or company or association, (including housing associations or registered social landlords) rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient,
- 3 18 to support or subscribe to any charitable, benevolent or useful object of a public character and to establish, support and subscribe to any association, institution, society, fund or club which may be for the benefit of the Company or its Directors, ex Directors, employees, or ex employees or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, bonuses and superannuation or other allowances or benefits charitable aid and generally to provide advantages facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company or association, (including housing associations or registered social landlords) which is a subsidiary of the Company or the holding company or association, (including housing associations or the registered social landlords) of the Company or a fellow subsidiary, holding or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company or association, (including housing associations or registered social landlords) and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance for the benefit of such persons as aforesaid, and to set up, establish support and maintain superannuation and other funds or schemes (whether contributory or non contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing, share purchase and share option schemes for the benefit of any of the employees or Directors of the Company or of any such subsidiary, holding or fellow subsidiary company or association, (including housing associations or registered social landlords) and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained,
- 3 19 to apply for, promote and obtain Acts of Parliament, Provisional Orders or licences of the Department of Trade which may seem calculated, directly or indirectly to benefit the Company, or be in the interests of the trade carried on by the Company or other companies carrying on similar businesses, and to oppose any Bills, Provisional Orders or any other proceedings in Parliament or elsewhere, which may seem calculated, directly or indirectly, to prejudice the Company's interests and to subscribe to the expenses thereof,
- 3 20 to enter into any arrangement with any Governments or Authorities, supreme, local municipal or otherwise, or any corporations, companies, firms or persons which may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, Authority, corporation, company firm or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions,
- 3 21 to do all such things as in the opinion of the board of directors of the Company are or may be incidental or conducive to the attainment of the Company's objects or any of them
- 3 22 to procure the provision of any of the aforementioned objects

And it is hereby declared that

"company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere and "person" shall include any company as well as any other legal or natural person,

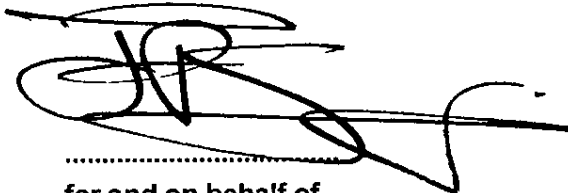
"securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit, receipt, bill, note, warrant, coupon, right to subscribe or concert, or similar right or obligation,

"and" and "or" shall mean "and/or" where the context so permits,

"other" and "otherwise" shall not be construed in a restrictive manner where a wider construction is possible, and

the objects set forth in each sub-clause of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full as ample a manner and shall be construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate, distinct and independent company

- 3 That the regulations contained in the attached document and, for the purpose of identification, marked "A" in the top right hand corner, be approved and they are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles thereof



for and on behalf of

Dudley Infracare LIFT Limited

31 August 2005
Dated:

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

DUDLEY INFRACARE DEVELOPMENTS HOLDINGS LIMITED
(Company No: 5450730)

(Adopted by Special Resolution passed on *31 August* 2005)

1 INTERPRETATION

- 1.1** Subject as provided in these Articles and except in so far as the same are excluded or modified by these Articles, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985) ("Table A") shall apply to the Company and, together with these Articles shall constitute the Articles of the Company, to the exclusion of all other regulations and articles of association
- 1.2** In these Articles -
- | | |
|-----------------------|--|
| "Company" | means Dudley Infracare Developments Holdings Limited |
| "Parent Company" | means a company which is the holder of all the issued shares of the Company from time to time; |
| "Persons" | means any individual, firm, company, body corporate, corporation or unincorporated body of persons |
| "Register of Members" | means the register of members of the Company from time to time |
- 1.3** References in these Articles and in Table A to writing shall be construed as including references to any method of representing or reproducing words in a legible and non-transitory form
- 1.4** References in these Articles to paragraphs and sub-paragraphs are to the paragraphs and sub-paragraphs of the Article and paragraph in which they appear
- 1.5** Headings in these Articles are for convenience only and shall not affect the interpretation hereof

2 SHARE CAPITAL

- 2.1** The share capital of the Company at the date of adoption of these Articles is £1,000 divided into 1,000 ordinary shares of £1 each
- 2.2** The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot, grant options over or otherwise dispose of or deal with, any relevant securities (within the meaning of section 80(2) of the Companies Act 1985) to such Persons, at such times and on such terms as they shall think proper. In exercising their authority under this Article the directors shall not be required to have regard to section 89 (1) of the Companies Act 1985 which shall be excluded from applying to the Company
- 2.3** The general authority conferred by Article 2.2 shall
 - 2.3.1** extend to all relevant securities of the Company created but unissued at the date of these Articles,
 - 2.3.2** expire on the fifth anniversary of the adoption of these Articles unless varied or revoked by the Company in general meeting, and
 - 2.3.3** entitle the directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority
- 2.4** No unissued securities shall be issued or agreed to be issued or put under option without the prior consent of the Parent Company

3 SHARE CERTIFICATES

Regulation 6 shall apply subject to the addition of the words "or otherwise subscribed or executed by or on behalf of the Company" after the words "sealed with the seal" in the second sentence of that Regulation

4 TRANSFER OF SHARES

- 4.1** Any transfer of shares must be notified in writing to the Company and the transferee must deliver a duly signed and stamped stock transfer form to the Company's registered office. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof; the instrument of transfer of any share other than a fully paid share shall also be executed by the transferee
- 4.2** Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend the registration of it where the transfer
 - 4.2.1** is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"), or

4.2.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

4.2.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

5 LIEN

The Company shall have a first and paramount lien on every share (whether fully paid or not) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any Person for all moneys presently payable by him or his estate to the Company, whether he is the sole registered holder thereof or is one of two or more joint holders, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall be modified accordingly

6 GENERAL MEETINGS

6.1 If and so long as there is a Parent Company, its representative shall be the only Person to constitute a general meetings. Regulation 40 of Table A shall be modified accordingly.

6.2 If and so long as the Company as there is only one member of the Company:

6.2.1 a decision taken by a sole member which may be effective in general meeting, is as effective as if agreed by the Company in general meeting,

6.2.2 a decision taken by a sole member under Article 6.2.1 (unless taken by way of a written resolution) shall be recorded in writing and a copy shall be provided to the Company

6.3 A written resolution to be given by the Company may be signed, on its behalf, by a director or the secretary of the Company or by the attorney or authorised representative of the Company. Regulation 53 of Table A shall be extended accordingly

7 DIRECTORS

7.1 The minimum number of directors is one and unless otherwise determined by ordinary resolution, the number is not subject to a maximum. A sole director may exercise all the powers and discretions given to the directors by these articles

8 APPOINTMENT AND RETIREMENT OF DIRECTORS

- 8.1** A director shall not be required to retire by rotation. Regulations 73 to 80 (inclusive) of Table A shall not apply and all references in Table A to retirement by rotation shall be disregarded.
- 8.2** Any Person who is willing to act may be appointed as a director, either to fill a casual vacancy or as an additional director by the Parent Company (if there is one) by giving notice to the Company of the appointment, or if there is no Parent Company by a resolution of the directors.
- 8.3** Any or all powers of the directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company at any time and from time to time prescribe and such restriction may be removed or varied in such regard and to such extent as the Parent Company may by notice to the Company at any time and from time to time prescribe.
- 8.4** No Person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted under these Articles or as to whether any requisite consent of the Parent Company has been obtained.
- 8.5** No obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had, at the time, express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction exceeded the powers of the directors.
- 8.6** A director is not required to have qualification shares.
- 8.7** Section 293 of the Companies Act 1985 (age limit for directors) shall not have effect in relation to the Company.

9 ALTERNATE DIRECTORS

The appointment of an alternate director shall not be subject to approval by resolution of the directors. Regulation 65 of Table A shall be modified accordingly.

10 DELEGATION OF DIRECTORS' POWERS

- 10.1** The directors may, in addition to the powers contained in Regulation 72 of Table A, delegate any of their powers or discretions to committees comprising one or more directors and, if desired, one or more other named Persons who have been co-opted onto such committee in accordance with the provisions of this Article 10.1.
- 10.2** If any power or discretion has been delegated to a committee under Article 10.1, any reference in these Articles to the exercise by the directors of that power or discretion shall be interpreted accordingly, as if it was a reference to the exercise of the same by that committee.
- 10.3** Any committee appointed under Article 10.1 shall, when exercising any powers or discretions delegated to it, abide by any regulations imposed by the directors which may then subsist. Any such regulations may provide for or permit the co-option to the committee of Persons other than directors and for such Persons to

have voting rights as members of that committee, but directors must form a majority of the members of such committee and no resolution of the committee will be valid unless it has been approved by a majority of the votes cast on that resolution and that majority included at least one director

10.4 Regulation 72 of Table A shall be modified accordingly

11 DISQUALIFICATION AND REMOVAL OF DIRECTORS

A director shall cease to be a director

- 11.1 in any of the circumstances specified in Regulation 81 of Table A, or
- 11.2 if he offers, in writing, to resign and the directors resolve to accept his offer, or
- 11.3 if he becomes incapable by reason of illness or injury of managing and administering his property and affairs Paragraph (c) of Regulation 81 of Table A shall be modified accordingly, or
- 11.4 if he is served a written notice, signed on behalf of the Parent Company (if there is one) or if there is no Parent Company, signed by and on behalf of the holder of shares conferring a majority of the voting rights conferred by all the shares requiring him to resign

12 REMUNERATION OF DIRECTORS

A director who serves on any committee or who carries out any other services which, in the opinion of the directors, are outside the scope of the ordinary duties of a director may be paid such extra remuneration of any kind or may receive such other benefits as the directors may determine. Regulation 82 of Table A shall be extended accordingly

13 PROCEEDINGS OF DIRECTORS

- 13.1 The quorum for the transaction of the business of the directors is two except where there is only one director Where there is only one director he may exercise all the powers conferred on directors by these Articles.
- 13.2 Regulation 91 is amended by replacing 'The directors may appoint one of their number to be the chairman of the board of directors' with 'The Parent Company (if there is one) may appoint and remove the chairman of the board of directors by notice to the Company If and so long as the position of the Chairman is vacant, the directors may appoint one of their number to be chairman'
- 13.3 Subject to the provisions of section 317 of the Companies Act 1985, on any contract, arrangement or matter in which a director is in any way interested, directly or indirectly, such director may vote and may be counted in the quorum present at any meeting at which such contract, arrangement or matter is being considered Any such director may (unless agreed otherwise) retain for his own absolute use and benefit all profits and advantages which he may derive or receive (directly or indirectly) from or as a result of any such contract, arrangement or matter Regulations 94 to 96 (inclusive) of Table A shall not apply.

14 TELEPHONIC MEETINGS OF DIRECTORS

A meeting of the directors or members of a committee (as the case may be) may be validly held notwithstanding that all of the directors are not present at the same place and at the same time provided that

- 14.1** a quorum of the directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of telecommunication, and
- 14.2** a quorum of the directors entitled to attend a meeting of the directors or committee (as the case may be) agree to the holding of the meeting in the manner described in this Article 14

15 DIVIDENDS

- 15.1** Regulation 103 is amended by replacing ' Subject to the provisions of the Act, the directors may pay interim dividends' with 'Subject to the provisions of the Act and with the provisions of the Act and with the approval of the Parent Company (if there is one) the directors may pay interim dividends'

16 NOTICES

- 16.1** Any notices to be given to or by any Person pursuant to the Articles may be in writing, by transmission or by any other method Regulation 111 of Table A shall be modified accordingly
- 16.2** Notices of meetings shall be given to a director or alternate director notwithstanding that he may be absent from the United Kingdom Regulations 88 and 66 of Table A shall be modified accordingly
- 16.3** Notices in writing shall be sent to members at the addresses they have notified to the Company for these purposes notwithstanding that such addresses may be outside the United Kingdom Regulation 112 of Table A shall be modified accordingly

17 INDEMNITY AND INSURANCE

- 17.1** Subject to the provisions of section 310 of the Companies Act 1985, but without prejudice to any indemnity to which the Person concerned may otherwise be entitled, every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses and liabilities which he may sustain or incur in relation to or arising out of the lawful execution of the duties of his office, and no director or other officer shall be liable for any loss or damage which may happen to or be incurred by the Company in relation to or arising out of the lawful execution of the duties of his office Regulation 118 of Table A shall not apply
- 17.2** The directors shall have the power to purchase and maintain insurance for or for the benefit of Persons who are or were directors, officers, employees or auditors of any Associated Company or who are or were trustees of any pension fund or employees' share scheme in which employees of any Associated Company are interested, including insurance against any liability incurred by such Person in respect of any negligence, default, breach of duty or trust of which they may be guilty in relation to any Associated Company, or any such pension fund or

employees' share scheme. This Article shall be supplementary and additional to Regulation 87 of Table A and Article 17.1

- 17.3 In Article 17.2, "**Associated Company**" means the Company, the Parent Company or any other body, whether or not incorporated, in which the Company or the Parent Company or any of the predecessors of the Company or the Parent Company has or had any interest (whether direct or indirect) or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of any such other body