

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5689826

The Registrar of Companies for England and Wales hereby certifies that
IMPROVEMENT FOUNDATION LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 27th January 2006



N05689826V



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP021

Declaration on application for registration

5689826

Company Name in full

IMPROVEMENT FOUNDATION LIMITED

I, **TIMOTHY JOSEPH CHRISTIAN ARKWRIGHT**

of **CHURCHGATE HOUSE, 30 CHURCHGATE, BOLTON**

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~[person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

T. Arkwright

Declared at

BOLTON

Day Month Year

On

20012006

• Please print name.

before me •

COLIN FLETCHER

Signed

Colin Fletcher

Date

20.01.2006

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

CMA SOLICITORS

Tel **01204 535261**

DX number **24109**

DX exchange **BOLTON**

A19
COMPANIES HOUSE

AGN92C99

298
21/01/2006

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

*Please complete in typescript,
or in bold black capitals*

CHFP021

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

IMPROVEMENT FOUNDATION LIMITED

Proposed Registered Office

GATEWAY HOUSE

(PO Box numbers only, are not acceptable)

PICCADILLY SOUTH

Post town

MANCHESTER

County / Region

GREATER MANCHESTER

Postcode

M60 7LP

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to

CYRIL MORRIS ARKWRIGHT, SOLICITORS

Tel **01204 535261**

DX number **24109**

DX exchange **BOLTON**

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for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



A19 ***AQH90C97*** 300
COMPANIES HOUSE 21/01/2006
COMPANIES HOUSE 29/12/2005

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name			
NAME	*Style / Title	*Honours etc	
	MISS		
Forename(s)	RUTH STELLA		
Surname	KENNEDY		
Previous forename(s)			
Previous surname(s)			
Address ††	20 LYMEFIELD GROVE		
Post town	STOCKPORT		
County / Region	CHESHIRE	Postcode	SK2 6ER
Country	ENGLAND		

I consent to act as secretary of the company named on page 1

Consent signature

RS Kennedy

Date 19.12.05

Directors (see notes 1-5)

Please list directors in alphabetical order

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME	*Style / Title	*Honours etc	
	SIR		
Forename(s)	JOHN		
Surname	OLDHAM		
Previous forename(s)			
Previous surname(s)			
Address ††	SHIRE VIEW FARM		
	DERBYSHIRE LEVEL		
Post town	GLOSSOP		
County / Region	DERBYSHIRE	Postcode	SK13 7PT
Country	ENGLAND		

Date of birth	Day	Month	Year	Nationality	BRITISH
	17	08	1953		

Business occupation GENERAL PRACTITIONER

Other directorships THE SCHOOL FOOD TRUST (CO. NO. 05386058)

I consent to act as director of the company named on page 1

Consent signature

John Oldham

Date 19/12/05

Directors (see notes 1-5)

Please list directors in alphabetical order

* Voluntary details

==Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME *Style / Title

MISS

*Honours etc

Forename(s)

RUTH STELLA

Surname

KENNEDY

Previous forename(s)

Previous surname(s)

Address ==

20 LYMEFIELD GROVE

Post town

STOCKPORT

County / Region

CHESHIRE

Postcode

SK2 6ER

Country

ENGLAND

Date of birth

Day Month Year

2 / 9 / 03 / 5 / 9

Nationality

BRITISH

Business occupation

CHIEF EXECUTIVE

Other directorships

I consent to act as director of the company named on page 1

Consent signature

RS Kennedy

Date

19.12.05

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

RS Kennedy

Date

19/12/05

Signed

RS Kennedy

Date

19.12.05

Signed

Date

Signed

Date

Signed

Date

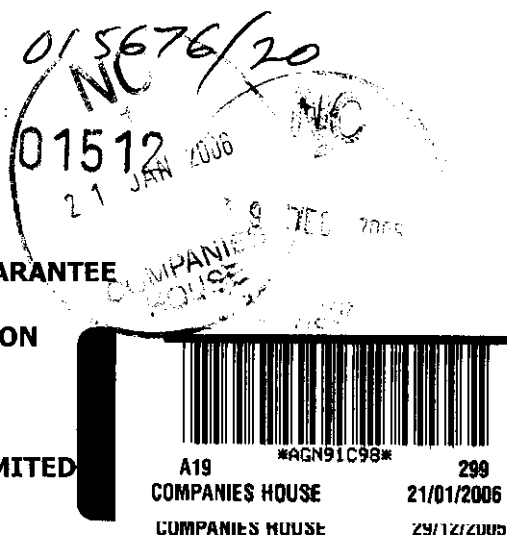
Signed

Date

Signed

Date

The Companies Act 1985
PRIVATE COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
of
IMPROVEMENT FOUNDATION LIMITED



- 1 The name of the company is Improvement Foundation Limited ('the Company').
- 2 The registered office of the Company is to be situated in England and Wales.
- 3 The objects for which the Company is established are:
 - 3.1 to create capacity and capability in public service organisations for quality improvement;
 - 3.2 to provide services, training and support for a range of organisations serving the public;
- 4 In furtherance of the principal objects but not otherwise the Company shall have power:
 - 4.1 to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may appear convenient;
 - 4.2 to purchase or otherwise acquire, construct, equip, maintain and adapt any premises and other installations and any plant, machinery and other things which may seem necessary or convenient for the purposes of the Company;
 - 4.3 to take all necessary steps to procure funds for the Company;
 - 4.4 to print and publish any newspapers, periodicals, books or leaflets;
 - 4.5 to sell, lease, mortgage or otherwise deal with all or any part of the property of the Company;
 - 4.6 to borrow and raise money and secure its repayment in any manner;
 - 4.7 to invest the funds of the Company in or upon such investments, securities or property as may be thought fit by the board;
 - 4.8 to draw, accept and make, and to indorse, discount and negotiate, bills of exchange and promissory notes and other negotiable instruments;
 - 4.9 to receive money on deposit at interest or otherwise;
 - 4.10 to lend or procure the advance of money with or without security;
 - 4.11 to invest the money of the Company in such manner as may be determined;
 - 4.12 to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects;

- 4.13 to subscribe to any local or other charities, and to grant donations for any public purpose;
- 4.14 to establish and support, and to aid in the establishment and support of, any other body formed to promote all or any of the principal objects;
- 4.15 to amalgamate with any companies, institutions, societies or associations having objects wholly or in part similar to those of the Company;
- 4.16 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Company is authorised to amalgamate;
- 4.17 to transfer all or any part of the property, assets, liabilities and engagements of the Company to any body with which the Company is authorised to amalgamate;
- 4.18 to provide for the welfare of persons in or formerly in the employment of the Company or its predecessors in business, and the dependants of such persons, by grants of money, the establishment of pension schemes and benevolent funds or otherwise; and to subscribe to or otherwise aid charitable, benevolent, scientific, national or other institutions or objects, which shall have any claims to support or aid from the Company by reason of the nature or locality of its operations or otherwise;
- 4.19 to enter into and carry into effect any arrangement for joint working or profit-sharing, or for amalgamation, with any other company, or any partnership or person, carrying on business within or calculated to promote the objects of this Company;
- 4.20 to establish, promote and otherwise assist any company or companies for the purpose of furthering any of the objects of this Company;
- 4.21 to acquire controlling or other interests in any companies, and to subsidise any company in which this Company may be interested;
- 4.22 to do all or any of the above things either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents; and
- 4.23 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects.

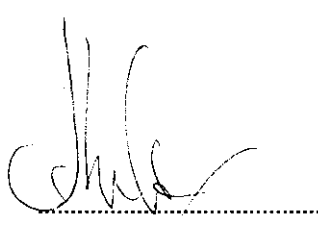
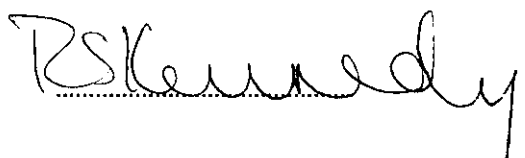
The objectives specified in each sub-clause of this clause shall, unless otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other sub-clause or the order in which such objects are stated or the name of the Company or the nature of any business carried on by the Company, but shall be construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and independent company.

- 5 The income of the Company, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to its Members in cash or otherwise.
- 6 The liability of the Members is limited.

- 7 Every Member of the Company undertakes to contribute such amount as may be required not exceeding £1 to its assets, in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company, contracted before he ceased to be a Member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

If on the winding up of the Company there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the Members of the Company, but shall be given or transferred to a not for profit organisation having objects similar to those of the Company, or to another body the objects of which are charitable

WE, the persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this memorandum of association.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	
Sir John Oldham Shire View Farm Derbyshire Level Glossop Derbyshire SK13 7PT General Practitioner Signed	
Ruth Stella Kennedy 20 Lyme field Grove Stockport Cheshire SK2 6ER Chief Executive Signed	

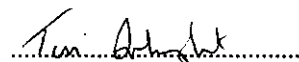
Dated the 19th day of December 2005

Witness to the above signatures :

Timothy Joseph Christian Arkwright
Churchgate House
30 Churchgate
Bolton
Lancashire
BL1 1HS

Solicitor

Signed



The Companies Act 1985
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
IMPROVEMENT FOUNDATION LIMITED

1 Interpretation

1.1 In these regulations:

- 1.1.1 the Act means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
- 1.1.2 the Articles means the articles of the Company.
- 1.1.3 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.
- 1.1.4 executed includes any mode of execution.
- 1.1.5 office means the registered office of the Company.
- 1.1.6 the seal means the common seal of the Company.
- 1.1.7 Secretary means 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.
- 1.1.8 the United Kingdom means Great Britain and Northern Ireland.

- 1.2 Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

2 General meetings

- 2.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 2.2 The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member of the Company may call a general meeting.

3 Notice of general meetings

- 3.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by a least 21 clear days' notice. All other extraordinary general meetings by at least 14

clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- 3.1.1 in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
- 3.1.2 in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than 95% of the total voting rights at the meeting of all the Members.
- 3.2 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.
- 3.3 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in case of an annual general meeting, shall specify the meeting as such.
- 3.4 The notice shall be given to all the Members and to the Directors and Auditors
- 3.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

4 Proceedings at general meetings

- 4.1 No business shall be transacted at any meeting unless a quorum is present. Six persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- 4.2 If and so long as the Company has only one Member who is entitled to vote upon the business to be transacted at a General Meeting, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum.
- 4.3 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor, such adjourned General Meeting shall be dissolved.
- 4.4 The chairman, if any, of the board of Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.
- 4.5 If no Director is willing to act as chairman, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
- 4.6 A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.

- 4.7 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 4.8 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded.
- 4.8.1 by the chairman; or
- 4.8.2 by at least two Members having the right to vote at the meeting; or
- 4.8.3 by a Member or Members representing not less than one-tenth of total voting rights of all the Members having the right to vote at the meeting.
- 4.9 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 4.10 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of the show of hands declared before the demand was made.
- 4.11 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 4.12 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 4.13 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 4.14 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case a least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 4.15 A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members. In the case of a corporate Member

a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

5 Members

5.1 The subscribers to the memorandum of association of the Company and such other persons as are admitted to Membership in accordance with the articles shall be Members of the Company. No person shall be admitted a Member of the Company unless he is approved by the Directors. Every person who wishes to become a Member shall deliver to the Company an application for Membership in such form as the Directors require executed by him.

5.2 Subject to regulation 5.3, a Member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

5.3 The number of Members shall not at anytime be less than two.

6 Votes of Members

6.1 Subject to regulation 4.12, on a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

6.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

6.3 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

'..... Limited

I/We,, of, being a member/members of the above-named company, hereby appoint of, or failing him, of as my/our proxy vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on 19 ... , and at any adjournment thereof.

Signed on20.....;

6.4 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

'..... Limited

I/We,, of, being a member/members of the above-named company hereby appoint of or failing him, of as my/our proxy vote in my/our name(s) and on my/our behalf at the annual/extraordinary meeting of the company to be held on 20, and at any adjournment thereof.

6.5 This form is to be used in respect of the resolutions mentioned below a follows:

Resolution No. 1 *for*against

Resolution No. 2 *for* against.

**Strike out whichever is not desired.*

Unless otherwise instructed, the proxy may vote as he thinks fit or may abstain from voting.

Signed this.....day of 20.....'.

6.6 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:

6.6.1 be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hour before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

6.6.2 in the case of a poll taken more than 48 hours after is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

6.6.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Director.

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

6.7 A vote given to poll demand by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time-appointed for taking the poll.

7 Number of Directors

Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall be not less than two. For the avoidance of doubt, a Director may be a Member.

8 Powers of Directors

8.1 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by the regulation shall not be limited by any special power given to the Director by the articles and a meeting of Directors at which a quorum is present may exercise all power exercisable by the Directors.

- 8.2 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

9 Delegation of Directors' powers

The Directors may delegate any of their power to any committee consisting of one or more Directors. They may also delegate to any managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any such conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more Members shall be governed by the articles regulating the proceedings of Directors so far as they are capable of applying.

10 Appointment of Directors

- 10.1 No person shall be appointed a Director at any General Meeting unless either:
- 10.1.1 he is recommended by the Directors; or
 - 10.1.2 not less than fourteen nor more than thirty five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- 10.2 Subject to regulation 10.1 above the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- 10.3 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 regulation 7 above as the maximum number of Directors for the time being in force.
- 10.4 In any case where as the result of the death of the remaining Members of the Company the Company has no Members and no Directors the personal representatives of such deceased Members shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to regulation 10.2 above.

11 Disqualification and removal of Directors

The office of a Director shall be vacated if:

- 11.1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
- 11.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 11.3 he is, or may be, suffering from mental disorder and either;
 - 11.3.1 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 Mental Health (Scotland) Act 1960, or

- 11.3.2 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
- 11.4 he resigns his office by notice to the Company; or
- 11.5 he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.
- 11.6 he is dismissed by resolution of the Members at a General Meeting

12 Remuneration of Directors

The non-executive Directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

13 Directors' expenses

The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

14 Directors' appointments and interests

- 14.1 Subject to the provisions of the Act, the Directors may appoint one more of their number to the office of managing Director or to any other executive office under the Company and may enter into an agreement or arrangement with any Director for his employment by the Company or for the provision by him of any service outside the scope of the ordinary duties of a Director. Any such appointment, agreement or arrangement may be made upon such terms as the Directors determine and they may remunerate any such Director for his services as they think fit. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director but without prejudice to any claim to damages for breach of the contract of service between the Director and the Company.
- 14.2 Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:
 - 14.2.1 may be partly to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - 14.2.2 may be a Director or other officer of, or employed by, or partly to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - 14.2.3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office 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.

14.3 For the purposes of regulation 14.1:

14.3.1 a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extend 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; and

14.3.2 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.

15 Proceedings of Directors

15.1 Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

15.2 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be four.

15.3 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

15.4 The Members only may by ordinary resolution at a General Meeting appoint one of the Directors to be the chairman of the board of Directors. The chairman may be removed from office only by ordinary resolution of the Members at a General Meeting. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. However, if the chairman is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting. If there is no Director holding that office, or if the Director holding it is unwilling to preside, the Directors must as soon as practicable call a General Meeting to appoint a new chairman.

15.5 All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment on any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be Director and had been entitled to vote.

15.6 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.

- 15.7 Save as otherwise provided by the articles a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs.
- 15.7.1 the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to , or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
- 15.7.2 the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.
- 15.7.3 his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;
- 15.7.4 the resolution in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.
- 15.8 For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a Director shall be treated as an interest of his 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.
- 15.9 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 15.10 The company may by ordinary resolution suspend or relax to any extent, either by generally or in respect of any particular matter, any provision of the articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
- 15.11 Where proposals are under consideration concerning the appointment of two or more Directors to offices or employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 15.12 If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself be final and conclusive.

16 Secretary

Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

17 Minutes

The Directors shall cause minutes to be made in books kept for the purpose:

- 17.1 of all appointments of officers made by the Directors; and
- 17.2 of all proceedings at meetings of the Company, and of Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

18 Accounts

No Member shall (as such) have any right of inspecting any accounting record or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company.

19 Notices

- 19.1 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
- 19.2 The company may give notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.
- 19.3 A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 19.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

20 Indemnity

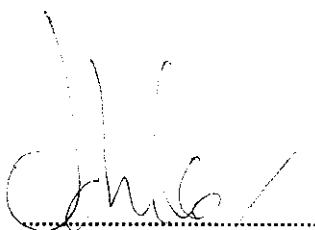
Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Sir John Oldham
Shire View Farm
Derbyshire Level
Glossop
Derbyshire
SK13 7PT

General Practitioner

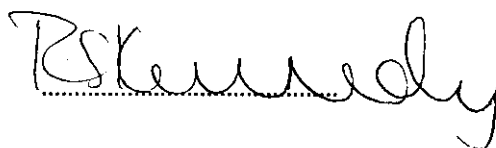
Signed



Ruth Stella Kennedy
20 Lymefield Grove
Stockport
Cheshire
SK2 6ER

Chief Executive

Signed



Dated the 19th day of December 2005

Witness to the above signatures :

Timothy Joseph Christian Arkwright
Churchgate House
30 Churchgate
Bolton
Lancashire
BL1 1HS

Solicitor

Signed

