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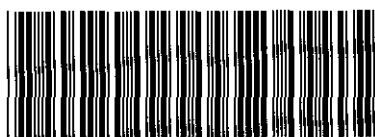
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5982732

The Registrar of Companies for England and Wales hereby certifies that
ALSO (UK)

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 30th October 2006



N05982732N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



CHFP025

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

ALSO (UK)

1. Catherine Margaret Elizabeth Rustomji

of 19 The Pasture, Broomhill, Ingleby Barwick, TS17 5NB

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] ~~person named as~~
~~director or secretary of the company in the statement delivered under~~
~~section 30(3) of the Companies Act 1985. It~~ do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

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

Declared at

Day Month Year

on

2	4	1	0	2	0	0	6
---	---	---	---	---	---	---	---

① Please print name.

before me ①

Signed

Date _____

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

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Dickinson Dees

Camden House, Prince's Wharf, Teesdale, Stockton on Tees, TS17 6QY

Tel (01642) 631 700

DX number DX No 723010 DX exchange Stockton on Tees

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



A24 COMPANIES HOUSE 444 25/10/2006



10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

CHFP025

Notes on completion appear on final page

Company Name in full

ALSO (UK)

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Unit 16, Quay Level

St. Peter's Wharf

Post town Newcastle upon Tyne

County / Region Tyne & Wear

Postcode NE6 1TZ

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

4

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.

Dickinson Dees

Camden House, Prince's Wharf, Teesdale, Stockton on Tees, TS17 6QY

Tel (01642) 631 700

DX number DX No 723010 DX exchange Stockton on Tees

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



Company Secretary (see notes 1-5)Company name **ALSO (UK)****NAME** *Style / Title

Miss

*Honours etc

* Voluntary details

Forename(s)

Miriam

Surname

Abdullah

Previous forename(s)

n/a

Previous surname(s)

n/a

Address ††

73 Highfield Road

Post town

South Shields

County / Region

Tyne & Wear

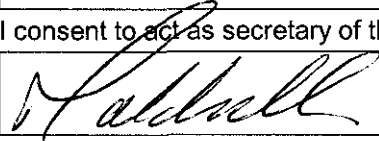
Postcode

NE34 6HG

Country

England

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

Consent signature**Date**

9.08.06

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mrs

*Honours etc

Forename(s)

Esther Jean

Surname

Davies

Previous forename(s)

n/a

Previous surname(s)

Capon

Address ††

25 Rectory Terrace

Post town

Newcastle upon Tyne

County / Region

Tyne & Wear

Postcode

NE3 1YB

Country

England

Day Month Year

Date of birth

0

3

0

9

1

9

4

2

Nationality

British

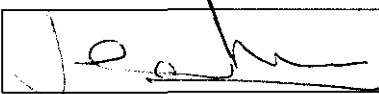
Business occupation

Retired Midwife

Other directorships

none

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

Consent signature**Date**

9-8-01

†† 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.

†† 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.

CHFP025

Company name ALSO (UK)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Dr

*Honours etc

Forename(s)

Catherine Mary

Surname

Emmerson

Previous forename(s)

n/a

Previous surname(s)

McGirr

Address ††

†† 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

2 Brookside Gardens

Ashbrooke

Post town

Sunderland

County / Region

Tyne & Wear

Postcode

SR2 7RJ

Country

England

Day Month Year

Date of birth

1 8

1 2

1 9 6 1

Nationality

British

Business occupation

Hospital Doctor

Other directorships

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

Consent signature

Date

9.8.06

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

1 | 4

0 | 4

1 | 9

5 | 9

Nationality

British

Business occupation

Other directorships

Medical Practitioner (Consultant Obstetrician and Gynaecologist)

Advanced Life Support Group

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

Consent signature

Date

CHFP025

Company name ALSO (UK)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Dr

*Honours etc

Forename(s) Anne Marie

Surname Lashford

Previous forename(s) n/a

Previous surname(s) Phillips

Address ††

†† 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

Whitley House

Whitley

Post town Melksham

County / Region Wiltshire

Postcode SN12 8QG

Country England

Day Month Year

Date of birth

2 2 0 8

1 9 5 1

Nationality British

Business occupation

General Medical Practitioner

Other directorships

None

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

Consent signature

Date

CHFP025

Company name ALSO (UK)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Miss

*Honours etc

Forename(s)

Kathleen Mary

Surname

Mannion

Previous forename(s)

n/a

Previous surname(s)

n/a

Address ††

†† 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

70 Castle Road

Post town

Prudhoe

County / Region

Northumberland

Postcode

NE42 6NE

Country

England

Day Month Year

Date of birth

1 1 1 2 1 9 5 7

Nationality British

Business occupation

Midwife

Other directorships

None

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

Consent signature

Kathleen Mary Mannion

Date

9/8/2006

CHFP025

Company name ALSO (UK)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Roger Wolfe

Surname

Neuberg

Previous forename(s)

n/a

Previous surname(s)

n/a

Address ††

†† 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

9 Barrington Road

Post town

Stoneygate

County / Region

Leicester

Postcode

LE2 2RA

Country

England

Date of birth

Day Month Year

2 4 0 5

1 9 4 1

Nationality

New Zealand

Business occupation

Consultant Obstetrician & Gynaecologist

Other directorships

None

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

Consent signature

Date

11/9/06

Company Secretary (see notes 1-5)

NAME	*Style / Title		*Honours etc	
	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
Address <small>††</small>	<input type="checkbox"/>			
	Post town			
	County / Region		Postcode	
	Country			
	I consent to act as secretary of the company named on page 1			
Consent signature			Date	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Dr	*Honours etc	
	Forename(s)	Elizabeth Anne		
	Surname	Ryall		
	Previous forename(s)	n/a		
	Previous surname(s)	McArthur and Foy		
Address <small>††</small>	<input type="checkbox"/>	1 Eden Park Road		
		Hutton Rudby		
	Post town	Yarm		
	County / Region	Stockton-on-Tees	Postcode	TS15 0HS
	Country	England		
Day Month Year				
Date of birth	0 6	0 2	1 9 5 4	Nationality British
Business occupation	Consultant			
Other directorships				
I consent to act as director of the company named on page 1				
Consent signature		E. Ryall		Date 11/10/06

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

☐

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Dr

*Honours etc

Forename(s)

Graeme

Surname

Walker

Previous forename(s)

n/a

Previous surname(s)

n/a

Address ††

†† 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

☐

Post town

County / Region

Postcode

Country

27 South Oswald Road

Grange

Lothian

Edinburgh

EH9 2HH

Scotland

Day Month Year

Date of birth

0 | 5

0 | 7

1 | 9 | 6 | 4

Nationality

British

Business occupation

Doctor

Other directorships

None

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

Consent signature

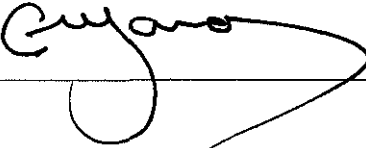
Date

27/9/16

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Dr	*Honours etc	
Forename(s)	Gavin			
Surname	Young			
Previous forename(s)	n/a			
Previous surname(s)	n/a			
Address ††	Eden Croft			
	Temple Sowerby			
Post town	nr Penrith			
County / Region	Cumbria	Postcode	CA10 1RZ	
Country	England			
Date of birth	Day 2 3 0 4	Month 1 9 5 1	Nationality	British
Business occupation	General Medical Practitioner			
Other directorships	None			
I consent to act as director of the company named on page 1				
Consent signature			Date	6/9/06.

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed** Dickinson Dees **Date** 24/10/06**Or the subscribers****(i.e those who signed
as members on the
memorandum of
association).**

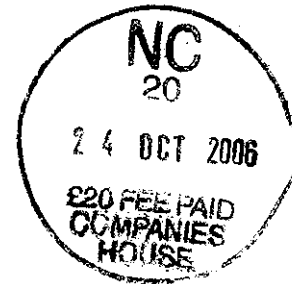
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

390156/20.

MEMORANDUM OF ASSOCIATION

The Companies Act 1985 to 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



Memorandum of Association

of

ALSO (UK) 809040



1. The name of the company (hereinafter called the Company) is ALSO (UK)
2. The registered office of the Company will be situate in England
3. The objects for which the Company is established are the advancement of education of the general public in all areas relating to pregnancy and child birth in particular but not limited to the provision of courses, lectures and seminars for health professionals in this field and by the publication of information in various formats
4. In furtherance of the said objects but not further or otherwise the Company shall have the following powers (but only to the extent to which they may lawfully be exercised by a company having exclusively charitable objects)
 - 4.1 To purchase take on lease or in exchange hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary for the promotion of the Company's objects and to construct maintain and alter any buildings or erections necessary or convenient for the work of the Company
 - 4.2 Subject to such consents as may be required by law to sell exchange let mortgage dispose of turn to account or otherwise deal with all or any of the property or assets of the Company as may be necessary with a view to the promotion of its objects
 - 4.3 Subject to such consents as may be required by law to borrow and raise money and secure or discharge any debt or obligation of the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the

undertaking and all or any of the real and personal property (present and future) of the Company or by the creation and issue of debentures debenture stock or other obligations or securities of any description

- 4.4 To raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription (whether or not under deed of covenant) donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds the profits of which are liable to tax otherwise than for carrying out its primary charitable objects
- 4.5 To undertake and execute either gratuitously or otherwise any charitable trust the undertaking and execution whereof shall further the attainment of the Company's objects
- 4.6 To set aside funds for special purposes or as reserves against future expenditure
- 4.7 To invest the monies of the Company not immediately required for its purposes in or upon such investments securities or property as may be thought fit and to vary the investment thereof in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law
- 4.8 To delegate the management of investments to a financial expert but only on terms that
 - 4.8.1 the investment policy is set down in writing for the financial expert by the Trustees
 - 4.8.2 every transaction is reported promptly to the Trustees
 - 4.8.3 the performance of the investments is reviewed regularly with the Trustees
 - 4.8.4 the Trustees are entitled to cancel the delegation arrangements at any time
 - 4.8.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4.8.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt

4.8.7 the financial expert must not do anything outside the powers of the Trustees

- 4.9 To arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.10 To establish support act as trustee of or aid in the establishment and support of any charitable associations institutions or trusts and to subscribe or guarantee money for charitable purposes in any way connected with the objects of the Company or which shall further its interests or any of them
- 4.11 Subject to clause 5 to employ paid or unpaid agents staff or advisers and to make provision for the payment of pensions and superannuation to or on behalf of employees and former employees of the Company and their spouses widows and other dependants and to provide life health accident and other insurances and other benefits (pecuniary or otherwise) to or for the benefit of any of them
- 4.12 To provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be guilty in relation to the Company Provided that any such insurance shall not extend to any *claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not* and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Company
- 4.13 To insure the property of the Company against any foreseeable risk and take out *other insurance policies to protect the Company when required*
- 4.14 To co-operate with other charities voluntary bodies and statutory authorities operating in furtherance of the Company's objects or similar available purposes and to exchange information and advice with them
- 4.15 To subscribe to support affiliate become a member of amalgamate with or cooperate with any other charitable organisation institution society or body not

formed for or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company

- 4.16 To purchase or otherwise acquire and undertake all or such part of the property assets liabilities and engagements as may lawfully be acquired or undertaken by the Company of any one or more of the charitable organisations institutions societies or bodies having objects altogether or in part similar to those of the Company
 - 4.17 To use any form of media and communication including but not limited to printing and publishing any newspaper periodicals books articles or leaflets using films television video and the internet
 - 4.18 To draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts
 - 4.19 To undertake or support research in furtherance of the objects for which the Company is established
 - 4.20 To arrange and provide for or join in arranging and providing for the holding of exhibitions meetings lectures classes seminars and training courses
 - 4.21 To provide financial assistance to make grants or loans of money to give guarantees and donations to and to provide equipment and apparatus for the furtherance of the objects of the Company
 - 4.22 To make applications for consent under bye-laws or regulations and other like applications
 - 4.23 To pay out of the funds of the Company the costs charges and expenses of and incidental to the formation and registration of the Company
 - 4.24 To enter into contracts and provide services to or on behalf of other bodies
 - 4.25 To do all such other lawful and charitable things as shall further the attainment of the above objects
5. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company and no part shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the

Members and no Trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company Provided that nothing herein shall prevent any payment in good faith by the Company

- 5.1 of reasonable and proper remuneration to any Member officer or servant of the Company not being a Trustee for any services rendered to the Company and of travelling expenses necessarily incurred in carrying out the duties of any Member officer or servant of the Company
- 5.2 of interest at a reasonable rate on money lent by any Member or Trustee
- 5.3 of reasonable and proper rent or hiring fee for premises let or hired to the Company by any Member or Trustee
- 5.4 of fees remuneration or other benefit in money or money's worth to a company of which a Trustee may be a member holding not more than 1/100th part of the issued share capital of that company
- 5.5 of fees remuneration or other benefit in money or money's worth directly or indirectly to a Member or Trustee for goods or services provided that such Member or Trustee was prior to his election or appointment already supplying goods or services to the Company and further that such goods or services are supplied at a price not exceeding the fair market price on normal trade terms and further that such Member or Trustee shall absent himself from any meeting during the discussion of such supply and shall refrain from voting on the matter
- 5.6 to any Trustee of reasonable out-of-pocket expenses
- 5.7 of the usual professional charges for business done by any Trustee who is a solicitor accountant or other person engaged in a profession or by any partner of his or hers when instructed by the Company to act in a professional capacity on its behalf Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion
- 5.8 the payment of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any Trustee) which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be guilty in relation to the Company Provided that any such insurance shall not extend to any claim arising from any act or

omission which the Trustees (or any Trustee) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any Trustee) in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees (or any Trustee) in its or their capacity as the Trustees or Trustee of the Company and

- 5.9 in exceptional cases other payments or benefits (but only with the written approval of the Charity Commissioners in advance)
- 6. A Trustee may not be an employee of the Company but a Trustee or a connected person may enter into a contract with the Company to supply goods or services in return for a payment or other material benefit if
 - 6.1 the goods or services are actually required by the Company
 - 6.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with procedure in clause 7
 - 6.3 no more than up to one half of the Trustees are interested in such a contract in any financial year
- 7. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee he must
 - 7.1 declare an interest before the meeting or at the meeting before discussion begins on the matter
 - 7.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information
 - 7.3 not be counted in the quorum for that part of the meeting
 - 7.4 be absent during the vote and have no vote on the matter
- 8. The liability of the Members is limited
- 9. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding one pound) to the assets of the Company 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 ceases 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

10. If upon the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 5 of this Memorandum of Association such charitable institution or institutions to be determined by the Members or before the time of dissolution or in default by the Charity Commissioners if and so far as effect cannot be given to such provision then to some other charitable object

We the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum

NAMES AND ADDRESSES OF SUBSCRIBERS

Mrs Esther Jean Davies

25 Rectory Terrace

Newcastle upon Tyne

NE3 1YB

ESTHER JEAN DAVIES

*25 RECTORY TERRACE
NEWCASTLE UPON TYNE*

NE3 1YB

RETIRED MIDWIFE

Dr Catherine Mary Emmerson

2 Brookside Gardens

Ashbrooke

Sunderland

Tyne & Wear

SR2 7RJ

CATHERINE MARY EMMERSON

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ANNE MARIE LASHFORD

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General Medical Practitioner 11.8.06

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General Practitioner

Witness to the above signatures:

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Date:

9.8.06

J.A. PYKE

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ALSOUKI FRANCHISE CO-ORDINATOR

ARTICLES OF ASSOCIATION

The Companies Act 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association
of
ALSO (UK)

1. INTERPRETATION

In these Articles the words in the first column of the table below shall bear the meanings set opposite to them in the second column if not inconsistent with the subject or context

Words	Meanings
the 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 as originally adopted or from time to time altered
Auditors:	The Auditors of the Company as provided in the Articles
the Company:	ALSO (UK)
Members:	The Members of the Company for the purposes of the Act
the Memorandum:	The Memorandum of Association of the Company
Month:	Calendar month
the Office:	The Registered Office of the Company

the Register:	The Register of Members of the Company kept pursuant to Section 352 of the Act
the Secretary:	Any person appointed to perform the duties of secretary of the Company
a Trustee:	means a director of the Company and Trustees means all the directors
in writing:	written printed lithographed or photographed or partly one and partly another and other modes of representing or reproducing words in a visible form
Year:	Calendar year

Words importing the singular shall include the plural and vice versa Words importing the masculine shall include the feminine Words importing persons shall include corporations

Subject as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context bear the same meaning in these Articles

2. When any provision of the Act is referred to the reference is to such provision as modified or re-enacted by any statute for the time being in force

MEMBERS

3. The number of Members with which the Company proposes to be registered shall not be less than three nor more than twelve
4. The first Members shall be the subscribers to the Memorandum Subsequent Members shall be the Trustees who shall and have consented in writing to become Members and whose names shall have been entered in the Register
5. The rights and privileges of a Member shall be personal to the Member and shall cease on death
6. Every Member shall be subject to the provisions of these Articles in relation to his membership and shall be deemed to have had knowledge thereof and to have consented thereto upon or prior to his becoming a Member
7. A Member shall cease to be a Member and his name shall be removed from the Register

- 7.1 if he shall cease to be a Trustee
- 7.2 if he resigns by giving notice in writing of his resignation to the Secretary
- 7.3 if he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland on application for admission under the Mental Health (Scotland) Act 1960
- 7.4 if he becomes bankrupt or makes any arrangements or composition with his creditors generally
- 7.5 if he otherwise ceases to qualify for membership under the Articles or
- 7.6 if he is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the Member's continued membership is harmful to the Company (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within fourteen clear days after receiving notice)

8. Membership of the Company is not transferable

GENERAL MEETINGS

- 9. The Company shall hold in each year a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds the first Annual General Meeting within eighteen months of its incorporation it need not hold one in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Trustees or their Chairman shall appoint
- 10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
- 11. The Trustees or their Chairman may whenever they or he thinks fit 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 eight weeks after receipt of the requisition. If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum any Trustee or any Member may call a General Meeting

NOTICE OF GENERAL MEETINGS

12. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty one clear days notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by fourteen clear days notice in writing at the least but a General Meeting may be called by shorter notice if it is so agreed
 - 12.1 in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat and
 - 12.2 in the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the Members
13. The notice shall specify the time and place of the meeting and in the case of an Annual General Meeting shall specify the meeting as such The notice shall be given to all Members and to the Trustees and Auditors
14. 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

PROCEEDINGS AT GENERAL MEETINGS

15. No business shall be transacted at any General Meeting unless a quorum of Members is present Save as herein otherwise provided one third of the Members or a minimum of three Members present in person shall be a quorum
16. If within fifteen minutes from the time appointed for the holding of a General Meeting a quorum is not present or if during a meeting a quorum ceases to be present the meeting if convened on the requisition of Members shall be dissolved In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such day time and place as the Chairman of the meeting or the Trustees shall appoint and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting the Members present shall be a quorum
17. The Chairman (if any) of the Trustees shall preside as Chairman at every General Meeting of the Company of if he shall not be present within fifteen minutes after the time appointed for holding the meeting or shall be unwilling to preside the Deputy Chairman

(if any) of the Trustees shall if present and willing to act preside as Chairman failing which the Members present shall elect one or their number to be Chairman of the meeting

18. The Chairman may with the consent of any 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 any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place
19. When a meeting is adjourned for fourteen 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
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or upon the declaration of the result of the show of hands) a poll is

20.1 demanded by the Chairman or

20.2 by at least two Members present in person

Unless a poll is so 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 proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution

The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chairman The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made

21. A poll shall be taken as the Chairman of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of a poll The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
22. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll

23. No poll may be demanded on the election of a Chairman of a meeting or on any question of adjournment
24. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall except in the case of a resolution for altering the constitution of the Trustees be entitled to a second or casting vote
25. A resolution in writing executed by or on behalf of each Member 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 documents in the like form each executed by or on behalf of one or more Members
26. Any corporation which is a Member may by resolution of its directors or other governing body appoint any person to act as its representative at any General Meeting of the Company and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual Member including power when personally present to vote on a show of hands and to demand or concur in demanding a poll

VOTES OF MEMBERS

27. Every Member shall have one vote to be cast by the Member either personally or by proxy
28. 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

TRUSTEES

29. Until otherwise determined by a General Meeting the number of Trustees shall not be less than three nor more than twelve The Trustees may consist of at least one midwife one obstetrician and one GP
30. The subscribers to the Memorandum shall be the first Trustees
31. The Trustees shall have power at any time from time to time to appoint any person to be a Trustee but so that the total number of Trustees shall not exceed the number determined under Article 29

32. The Trustees may appoint two of themselves to be Chairman and Deputy Chairman of the Trustees. The Chairman and Deputy Chairman shall hold office until they shall cease to be a Trustee or for such shorter period as the Trustees shall decide.
33. No person shall be entitled to act as a Trustee whether on a first or any subsequent entry into office until he has signed a declaration of acceptance and willingness to act in accordance with the terms of the Memorandum and Articles of Association of the Company.
34. No person who is not a Member shall be or act as a Trustee and he shall cease to be a Trustee on ceasing to be a Member.
35. A Trustee who attains the age of seventy years shall be deemed automatically to have retired but if more than six months before his retirement the Trustees shall resolve that because of special circumstances he should hold office for one further year after his seventieth birthday his period of office shall be extended accordingly. At the end of that and subsequent years the period of his office may be extended by the same procedure if and only if the said special circumstances continue to apply provided that under no circumstances shall he hold office after his seventy-fifth birthday.

POWERS AND DUTIES OF THE TRUSTEES

36. Subject to the provisions of the Act, the Memorandum and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company. No alteration of the Memorandum or these Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Trustees by these Articles and a meeting of the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
37. The Trustees may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
38. Subject to the provisions of the Memorandum and these Articles, the Trustees may make rules with respect to the carrying into effect of all or any of the purposes of the Company or all or any of the provisions of these Articles.

39. Except to the extent permitted by clause 5 of the Memorandum no Trustees shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Company is a party

DISQUALIFICATION OF TRUSTEES

40. The office of a Trustee shall be vacated

40.1 if he becomes bankrupt or he makes any arrangement or composition with his creditors generally

40.2 if he is or may be suffering from mental disorder and either

40.2.1 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

40.2.2 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 or curator bonis or other person to exercise powers with respect to his property or affairs

40.3 if by notice in writing to the Company he resigns his office

40.4 if he ceases to hold office by virtue of any provision of the Act or is prohibited by law from holding office

40.5 if he has been convicted of any offence involving dishonesty or deception

40.6 if he absents himself from the meetings of the Trustees during a continuous period of six months without special leave of absence from the Trustees and they pass a resolution that he has by reason of such absence vacated office

RETIREMENT BY ROTATION

41. At the Company's first Annual General Meeting and at every subsequent Annual General Meeting one-third of the Trustees for the time being or if their number is not three or a multiple of three then the number nearest one-third shall retire from office

42. A retiring Trustee shall retain his office until the conclusion of the meeting at which he retires or (if earlier) when a resolution is passed at that meeting not to fill the vacancy or to appoint another person in his place or the resolution to re-appoint him is put to the meeting and lost

43. The Trustees to retire by rotation shall be those who shall have been longest in office since their last appointment or re-appointment. As between persons who became or were re-appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
44. If the Company at the meeting at which a Trustee retires by rotation does not fill the vacancy the retiring Trustee shall if willing to act be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Trustee is put to the meeting and lost.
45. Notwithstanding anything in these Articles the Company may by Ordinary Resolution of which special notice has been given to all Members in accordance with the Act remove any Trustee before the expiration of his period of office.

TRUSTEES' EXPENSES

46. The Trustees may be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or General Meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration.

PROCEEDINGS OF THE TRUSTEES

47. The Trustees or any committee of the Trustees may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than three. Questions arising at any 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.
48. Any of the Trustees or any committee of the Trustees can take part in a Trustees meeting or committee meeting by way of a
- 48.1 video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting or
- 48.2 series of video conferences or telephone calls from the Chairman of the meeting.
- Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chairman will be treated as taking place where the Chairman is. Otherwise meetings will be treated as

taking place where the largest group of the participants are or if there is no such group where the chairman is unless the Trustees decide otherwise

49. The Chairman or Deputy Chairman of the Trustees may and on the request of two Trustees shall at any time call a meeting of the Trustees
50. The Trustees for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose
51. The Trustees may from time to time elect from amongst their number a Chairman and a Deputy Chairman and may determine for what period they are to hold office The Chairman shall be entitled to preside at all meetings of the Trustees at which he shall be present If there shall be no Chairman or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting the Deputy Chairman shall act as Chairman of the meeting and if no Deputy Chairman is elected or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting the Trustees present shall choose one of their number to be Chairman of the meeting A Chairman or a Deputy Chairman elected without any determination of the period for which he is to hold office shall be deemed to have been elected for a term of three years if he shall so long remain a Trustee A retiring Chairman and Deputy Chairman may be re-elected
52. The Trustees may appoint one or more sub-committees consisting of two or more individuals appointed by them at least one of whom must be a Trustee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee Provided that all acts and proceedings of any such sub- committees shall be fully and promptly reported to the Trustees
53. All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees or by any person acting as a Trustee shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as aforesaid or that they or 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 a Trustee and had been entitled to vote

54. The Trustees shall cause proper minutes to be made in books provided for the purpose
- 54.1 of all appointments of officers made by the Trustees and
 - 54.2 of the names of Trustees present at each meeting of the Trustees and of any committee of the Trustees and
 - 54.3 of all resolutions and proceedings at all meetings of the Company and of the Trustees and of committees of the Trustees

Any minutes of any meeting if purporting to be signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without further proof of the facts therein stated

55. A resolution in writing signed by all the Trustees for the time being or of any committee of the Trustees entitled to receive notice of a meeting of the Trustees or of any such committee of the Trustees (as the case may be) shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and held. The resolution may consist of more than one document in the like form each signed by one or more than one person

SECRETARY

56. The Secretary shall be appointed by the Trustees for such term at such remuneration (if not a Trustee) and upon such conditions as they may think fit and any Secretary so appointed may be removed by the Trustees
57. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Trustee and as or in place of the Secretary

HONORARY OFFICERS

58. The Trustees may at any time and from time to time appoint any person whether a member of the Company or not to be President or a Vice-President or a Patron of the Company but such offices shall be honorary offices carrying no executive duties or responsibilities and no voting powers

ACCOUNTS

59. Accounts and records shall be prepared and maintained in accordance with the requirements of law and generally accepted accounting practice for companies of the nature of the Company carrying on activities of the nature carried on by the Company

ANNUAL REPORT

60. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of any annual report and its transmission to the Charity Commissioners for England and Wales

ANNUAL RETURN

61. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners for England and Wales

NOTICES

62.

- 62.1 Notices under these Articles may be sent by hand or by post or by suitable electronic means

- 62.2 The only address at which a Member is entitled to receive notices is the address shown in the register of Members

- 62.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

62.3.1 twenty four hours after being sent by electronic means or delivered by hand to the relevant address

62.3.2 two clear days after being sent by first class post to that address

62.3.3 three clear days after being sent by second class or overseas post to that address

62.3.4 on the date of publication of a newspaper containing the notice

62.3.5 on being handed to the Member or in the case of a Member organisation its authorised representative personally or if earlier

62.3.6 as soon as the Member acknowledges actual receipt

62.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

DISSOLUTION

63. Clause 10 of the Memorandum relating to the winding-up or dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles

INDEMNITY OF TRUSTEES AND OFFICERS

64. Subject to the provisions of the Act every Trustee Auditor Secretary or other officer of the Company shall be entitled to be indemnified against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto and no Trustee Auditor Secretary or other officer of the Company shall be liable for any loss damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto

We the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum

NAMES AND ADDRESSES OF SUBSCRIBERS

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Jeath
ESTHER JEAN DAVIES
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Catherine Mary Emmerson
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Kathleen Mary Mannion
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9 August 2006

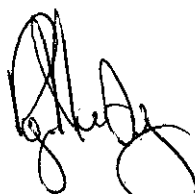
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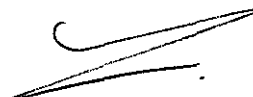
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Witness to the above signatures:



Date:

9.8.06

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ALSO (Wk) FRANCHISE CO-ORDINATOR