

**THE COMPANIES ACTS 1985 TO 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**of**  
**APPLECROSS NURSING HOME LIMITED**

- I.**  
The name of the Company is "Applecross Nursing Home Limited".
- II.**  
The Registered Office of the Company will be situated in Scotland
- III.**  
The objects for which the Company is established are as follows:
- III.1**  
To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complementary thereto,
- III.2**  
To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company,
- III.3**  
to carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers,

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brokers and agents, commission agent, importers and exporters, manufacturers, retailers, wholesalers, buyers, seller, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehouseman, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers, either on the Company's own account or otherwise, printers and publishers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds, and to purchase or otherwise acquire and take over any business or undertakings which may be deemed expedient, or to become interested in, and to carry on dispose of, remove or put an end to the same or otherwise deal with any such business or undertakings, as may be thought desirable;

#### III.4

to invest the capital or other moneys of the Company in and to acquire (by purchase, lease concession, grant, licence or otherwise) and to hold, manage, develop, lease, sell or otherwise dispose of or deal in such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and other property and rights and interests, annuities, policies of assurance and other property as the Company shall deem fit in any part of the world, and to vary and of the investments of the Company, and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, and business of every description,

#### III.5

to acquire and take over the whole or part of any company, business or undertaking which the Company may desire to acquire or become interested in, and the whole or any of the assets and liabilities of such company, business or undertaking, and to carry on the same, and to dispose of, remove, or put an end to thereto, and otherwise deal with the same as may seem expedient



### III.6

to purchase, take on lease or otherwise acquire by way of investment and hold, occupy, let, underlet, cultivate, improve and manage freeholds, leasehold, or other lands and property of every description, or any estate or interest therein, and subject or not to any leases, tenancies, mortgages, charges, rights, easements, restrictions or other encumbrances, and to erect, construct, lay down, alter, add to, enlarge and maintain upon or in any lands or property so purchased, taken or acquired, all manner of houses and other buildings, roads, pleasure grounds, parks, gardens, sewers, drains, gas water, electric and other mains, pipes wires, cables and other media, plant, machinery, apparatus and works;

### III.7

to acquire, hold, sell, endorse, discount, or otherwise deal with or dispose of shares, stocks, debentures, debenture stock, scrip, bonds, mortgages, bills, notes, credits, contracts, certificates, coupons, warrants and other documents, funds, obligations, securities and investments issued or guaranteed by any company, corporation, society or trust constituted or carrying on business in any part of the world, and in the funds or loans or other securities and investments of or issued or guaranteed by any Government State or Dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad,

### III.8

to acquire any such shares, stocks, debentures, loans, scrip, bonds and / or securities or investments by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up, and to make payments thereon as called up in advance of calls or otherwise, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being,

### III.9



to manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and stores of and dealers in any goods and other things,

**III.10**

to acquire and exploit lands, mines and mineral rights and to acquire, explore for any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers;

**III.11**

to provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind,

**III.12**

to advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind,

**III.13**

to provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any involving any such provision,

**III.14**

to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any



WE, the persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we agree to take the number of Shares in the capital of the Company set opposite our name



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**Names, Addresses and  
Descriptions of Subscribers**

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**Number of Shares taken  
by each Subscriber**

**Alexander Kelly**  
One Johnston St.  
The Esplanade  
Greenock  
Renfrewshire  
PA16 8AU

1

**Mary Lily Kelly**  
One Johnston St  
The Esplanade  
Greenock  
Renfrewshire  
PA16 8AU

1

**Total Shares Taken**

2

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Dated 2<sup>nd</sup> day of August 1997

WITNESS to the above Signatures

**Peter R. Kelly**  
One Johnston St  
The Esplanade  
Greenock  
Renfrewshire  
PA16 8AU

Trainee Solicitor



**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**of**

**APPLECROSS NURSING HOME LIMITED**



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## PRELIMINARY

1. In these Articles.

**"Act"** means the Companies Act 1985 including any statutory modification or re enactment thereof for the time being in force

**"Table A"** means Table A in the schedule to the Companies (Tables A to F) (Amendment) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985))

2. The Company is a private company The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company Headings to these articles are inserted for convenience only and shall not affect construction

## GENERAL MEETINGS

3. In regulation 38 of Table A, the following shall be substituted for the second paragraph

"The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. All business shall be deemed special that is transacted at an extraordinary general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors "

In regulation 38 of Table A, the words "or a resolution appointing a person as a director" shall be deleted

- 3.1 A general meeting or a meeting of any class or members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able to -

a) to hear each of the other participating members addressing the meeting, and





b) if he so wishes, to address all of the other participating members simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods

- 3.2 A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum
- 3.3 A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- 3.4 A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such a manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains Regulation 46 of Table A shall be amended accordingly
- 3.5 References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives
4. With respect to any such resolution in writing signed or approved by letter, facsimile, telegram or telex as if referred to in regulation 53 of Table A :-
- 4.1 in the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of regulation 53,
- 4.2 in the case of a corporation which holds a share, the signature of any director or the secretary thereof shall be sufficient for the purposes of regulation 53



## WRITTEN RESOLUTIONS

5. The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by on behalf of one or more of the members.
- 5.1 This article 4 is in addition to, and not limited by, the provisions in section 381A, 381B and 381C of the Act
- 5.2 A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly
- 5.3 In regulation 62 of Table A (time for deposit of proxy) the words "not less than 48 hours" and "not less than 24 hours" shall be deemed to be deleted

## DIRECTORS

6. Provided that he had disclosed to directors the nature and extent of any material interest of his, a director shall be entitled to vote as a director and be counted in the quorum in respect of any resolution concerning a matter in which he has, directly or indirectly, an interest or duty (whether or not it may conflict with the interests of the Company) Regulations 94 - 98 (inclusive) of Table A shall not apply to the Company
7. The Company may have an official seal for use abroad under the provisions of the Act, where and as the directors shall determine and the Company may be writing under the common seal appoint any agent(s), committee(s) abroad to be the duly authorised agents of the Company, for the purpose of affixing and using any such official seal, and may impose such restrictions on the use thereof as may be thought fit Wherever in these articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.
8. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex"



## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

9. The holder(s) for the time being of more than one-half of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person(s) as a director(s) either as additional directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member(s) making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgement at the registered office of the Company, or such date later than such lodgement as may be specified in the instrument. Regulation 81 of Table A shall be construed accordingly.
10. Unless and until otherwise determined by the Company by ordinary resolution, either generally or in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70, and any director retiring or liable to retire under the provisions of these articles and any person proposed to be appointed by a director shall be capable of being appointed or re-appointed as a director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment or re-appointment as a director of a person who has attained the age of 70, and it shall not be necessary to give the members notice of the age of any director or person proposed to be appointed or re-appointed as such.

## **ROTATION OF DIRECTORS**

11. The directors shall not be liable to retire by rotation, and accordingly regulations 73 to 77 (inclusive) and 80 shall not apply to the Company; in regulation 78 of Table A the words "and may also determine the rotation which any additional directors are to retire" shall be deleted, and in regulation 79 of Table A the second and third sentences thereof shall be deleted.



## **PROCEEDINGS OF DIRECTORS**

- 12.** Any director or member of a committee of the board may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

## **INDEMNITY**

- 13.** Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including 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. No director or other officer 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 relation thereto. But this article shall only have effect insofar as its provisions are not avoided by the Act. Regulation 118 of Table A shall not apply to the Company

