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THE COMPANIES ACTS 1948 to 1983

AND

THE COMPANIES ACT 1985

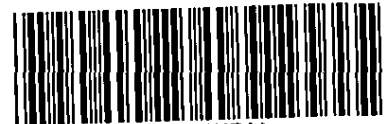
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

J C Realisations Limited

MONDAY



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03/03/2008

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COMPANIES HOUSE

*1. The name of the Company is *"J C Realisations Limited"*

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are: —

(A) (i) To purchase and carry on the business of china and glass merchants and manufacturers, importers and exporters of and dealers in china and glass carried on by Clayton Mayers & Company Limited, and to enter into and carry into effect with or without modification an agreement with the said company and the liquidator thereof in the terms of the draft which has for the purpose of identification been initialled by Mr. Frederick William Jefferies, of 9 Basinghall Street, E.C.2.

(ii) To carry on the business of china and glass merchants and manufacturers, importers and exporters of and dealers in china, glass, porcelain and earthenware of all kinds and descriptions, and to act as agents for china and glass manufacturers and dealers and any other person or persons in effecting sales, exchanges, mortgages, pledges and purchases of their goods and productions and in collecting, paying and remitting the proceeds of such transactions.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried

*The Company was incorporated on 31st March 1960 under the name of CLAYTON MAYERS & COMPANY LIMITED. On 18th February 1976 the Company changed its name to JOHNSEN & JORGENSEN (PROPACK) LIMITED and on 12th June 1980 again changed it to JOHNSEN & JORGENSEN (HEALTHCARE) LIMITED. On 23rd February 1988 the name was further changed to JAYCARE LIMITED.

on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (d) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant or machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (e) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company or become a member of any building society.
- (f) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (g) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (h) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (i) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (j) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (k) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (l) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (m) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (n) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person

carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

- (o) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (p) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (r) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise
- (s) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited

5. *The share capital of the Company is £125,000, divided into 125,000 shares of £1 each, of which 3,000 are Preference Shares and 122,000 are Ordinary Shares with such rights as are defined by the Articles of Association registered herewith.

* By Special Resolution passed 27th April 1962 the 3,000 Preference Shares were converted into 3,000 Ordinary Shares

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

JC Realisations Limited

(Company Number: 654833)

PRELIMINARY

- 1 In these articles "Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 and the "Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and the "Parent" means the corporation (if any) which is the holder of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right to vote at general meetings of the company
2. The regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified by or inconsistent with the articles hereinafter contained and such regulations and articles shall be the articles of the Company References herein to "Regulations" are to regulations of Table A
- 3 Regulations 3, 24-26 inclusive, 53, 65-67 inclusive, 73-81 inclusive, 89, 90, 118 and the last sentence of Regulation 84 shall not apply

SHARE CAPITAL

- 4 The share capital of the Company is £125,000 divided into 125,000 Ordinary Shares of £1 each
- 5 Subject to the provisions of the Act the Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company, before the issue of the shares, by special resolution shall determine

TRANSFER OF SHARES

- 6 The directors shall register the transfer by the Parent of any share in the Company and, if directed by the Parent, the transfer by any other person of any share in the Company, but the directors shall not register a transfer in any other circumstances

NOTICE OF A GENERAL MEETING

- 7 In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member. All notices and other communications relating to a general meeting which any member is entitled to receive shall also be sent to the auditors of the Company for the time being, but shall not also be sent to the directors of the Company in their capacity as such Regulation 38 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

- 8 No business shall be transacted at any meeting unless a quorum is present Two 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
- 9 The instrument appointment a proxy and any authority under which it is executed or a copy of such authority certified notorally or in some other way approved by the directors may be handed to the chairman immediately before the meeting and Regulation 62 shall be modified accordingly.

NUMBER OF DIRECTORS

- 10 Unless otherwise determined by ordinary resolution of the Company, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be two

ALTERNATE DIRECTORS

- 11 Any director (other than an alternate director) may appoint any other director or any other person approved by the Parent and willing to act to be an alternate director and may remove from office an alternate director so appointed by him An alternate director may represent one or more directors An alternate

director shall forthwith cease to be an alternate director if his appointor ceases for any reason to be a director

12 An alternate director shall be entitled -

- 12.1 to receive notice of all meeting of directors and of all committee of directors of which his appointor is a member and to attend any such meeting;
- 12.2 to one vote for every director whom he represents who is not personally present in addition to his own vote (if any) as a director at any meeting of the directors or of any committee of directors, and
- 12.3. to sign a resolution in writing of the directors on behalf of every director whom he represents as well as on his own account if he himself is a director.

An alternate director shall not if he is absent from the United Kingdom be entitled to receive notices of meetings of directors or of committees of which he appointor is a member At such meeting an alternate director shall count as only one for the purposes of determining whether a quorum is present

- 13. An alternate director shall be entitled generally to perform all the functions of his appointor as a director in his absence but shall not as an alternate be entitled to receive any remuneration from the Company, save that he may be paid by the Company that part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct.
- 14 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.

DELEGATION OF DIRECTORS' POWERS

- 15 The directors may delegate any of their powers to committees consisting of one or more directors or other persons approved by the Parent References in these articles to a committee of directors or to a director as a member of such a committee shall include a committee or person referred to in this Article Regulation 72 shall be modified accordingly

APPOINTMENT AND REMOVAL OF DIRECTORS

- 16 The Parent may by memorandum in writing at any time and from time to time appoint a person who is willing to act as a director of the Company, either to fill a casual vacancy or as an additional director, or remove any director from office Such memorandum must be signed by or on behalf of the Parent and delivered to the registered office or produced to a meeting of the directors. Such appointment or removal shall take effect forthwith upon delivery or

production of the memorandum or at such later time (if any) specified in such memorandum

17. A director appointed to fill a casual vacancy or as an additional director shall not be required to retire from office at the next annual general meeting

DISQUALIFICATION OF DIRECTORS

18. The office of director shall be vacated if he -

- 18 1 ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director, or
- 18 2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 18 3 in the opinion of all the other directors becomes incapable by reason of mental disorder or illness or injury of discharging his duties as a director, or
- 18 4 resigns his office by notice to the Company, or
- 18 5 shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated

PROCEEDINGS OF DIRECTORS

- 19 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any higher number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum
- 20 A director absent or intending to be absent from the United Kingdom may request the directors during his absence to send notice of meetings of the directors to him at such address within the United Kingdom as he may give to the Company for this purpose, but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Regulation 88 shall be modified accordingly.
- 21 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such a meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is

- 21A A director who to his knowledge is in anyway, directly or indirectly, interested in a matter, shall declare the nature of his interest at a meeting of the directors and subject to such disclosure may vote, at any meeting of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever (which interest he has disclosed), and if he shall vote on any resolution as aforesaid his vote shall be counted, and in relation to any resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting
- 22 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 calling a general meeting

INSURANCE AND INDEMNITY

- 23 The Company shall with the written consent of the Parent be entitled to purchase and maintain insurance for any officer or auditor of the Company against any liability attaching to such persons in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company
24. Subject to the provisions of the Act, the Company may with the written consent of the Parent indemnify every director, auditor or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under section 144(3) or section 727 of the Act in which relief is granted to him by the court