

FILE COPY



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

Company No. 4181121

The Registrar of Companies for England and Wales hereby certifies that
SWAFFHAM & LITCHAM HOME HOSPICE SUPPORT LIMITED

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

Given at Companies House, Cardiff, the 16th March 2001



N041811215



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

**Please complete in typescript,
or in bold black capitals
CHFP052**

Declaration on application for registration

Company Name in full

SWAFFHAM & LITCHAM HOME
HOSPICE SUPPORT LIMITED

I. COMBINED SECRETARIAL SERVICES LIMITED

of **Victoria House, 64 Paul Street, London EC2A 4NG**

[†] Please delete as appropriate

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

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

Declarant's signature

Nicklas

Authorised Signatory of
Combined Secretarial Services Limited

Declared at

33 CRWYS ROAD, CARDIFF, CF24 4YF

Day Month Year

On

1	4	0	3	2	0	0	1
---	---	---	---	---	---	---	---

① Please print name.

before me^①

Quora Answer

Signed

155

Date _____

14-03-01

~~† 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.

ICC COMPANY FORMATIONS

33 CRWYS ROAD, CARDIFF

CF24 4YF

Tel 029 2066 0360

DX number **50758**DX exchange **CARDIFF 2**

PUB COMPANIES HOUSE ***P42**

0235
15/08/01

Form revised June 1998

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

First directors and secretary and intended situation of registered office

Please complete in typescript,
or in bold black capitals.

CHFP052

Notes on completion appear on final page

Company Name in full

SWAFFHAM & LITCHAM HOME
HOSPICE SUPPORT LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

CRWYS HOUSE

33 CRWYS ROAD

Post town

CARDIFF

County / Region

SOUTH GLAMORGAN

Postcode

CF24 4YF

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

ICC COMPANY FORMATIONS

Address

CRWYS HOUSE

33 CRWYS ROAD

Post town

CARDIFF

County / Region

SOUTH GLAMORGAN

Postcode

CF24 4YF

Number of continuation sheets attached

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.

ICC COMPANY FORMATIONS

CRWYS HOUSE, 33 CRWYS ROAD

CF24 4YF

Tel 029 2066 0360

DX number 50758

DX exchange

CARDIFF 2



PUB
COMPANIES HOUSE

0236
15/03/01

de

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

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

COMBINED SECRETARIAL SERVICES LIMITED

Previous forename(s)

Previous surname(s)

Address

VICTORIA HOUSE

Usual residential address

For a corporation, give the registered or principal office address.

64 PAUL STREET

Post town

LONDON

County / Region

Postcode

EC2A 4NG

Country

U.K.

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

Consent signature

a. Pawls

Date

14-03-01

Directors (see notes 1-5)

Please list directors in alphabetical order

Authorised Signatory of Combined Secretarial Services Limited

NAME *Style / Title

*Honours etc

Forename(s)

Surname

COMBINED NOMINEES LIMITED

Previous forename(s)

Previous surname(s)

Address

VICTORIA HOUSE

Usual residential address

For a corporation, give the registered or principal office address.

64 PAUL STREET

Post town

LONDON

County / Region

Postcode

EC2A 4NG

Country

U.K.

Day Month Year

Date of birth

Nationality

N/A

Business occupation

N/A

Other directorships

NONE

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

Consent signature

a. Pawls

Date

14-03-01

Authorised Signatory of Combined Nominees Limited

Directors (continued) (see notes 1-5)

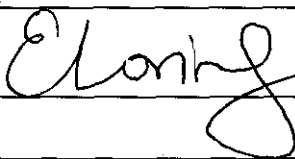
NAME	*Style / Title			*Honours etc		
* Voluntary details	Forename(s)					
	Surname	COMBINED SECRETARIAL SERVICES LIMITED				
	Previous forename(s)					
	Previous surname(s)					
	Address	VICTORIA HOUSE				
Usual residential address		64 PAUL STREET				
For a corporation, give the registered or principal office address.	Post town	LONDON				
	County / Region			Postcode	EC2A 4NG	
	Country	U.K.				
	Date of birth	Day	Month	Year	Nationality	N/A
	Business occupation	N/A				
	Other directorships	NONE				
	I consent to act as director of the company named on page 1					
	Consent signature	a - Pauls			Date	14-03-01
	Authorised Signatory of Combined Secretarial Services Limited					

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed



Date

14-03-01

Or the subscribers

Signed

Date

**(i.e those who signed
as members on the
memorandum of
association)**

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years, when the person was a director, was:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

713117

**THE COMPANIES ACTS 1985 & 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

6181121

036581

of

SWAFFHAM & LITCHAM HOME HOSPICE SUPPORT LIMITED

1. The Company's name is SWAFFHAM & LITCHAM HOME HOSPICE SUPPORT LIMITED.

2. The Company's Registered Office is to be situated in England & Wales.

3. The Company's objects are

(A) To provide Home Hospice Support.

And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

(B) To raise funds, whether by the levying of subscriptions by the Company, by means of donations from Companies and other business concerns, by private or public appeals or otherwise, and to seek any form of assistance, sponsorship or grant from government, municipal, commercial or private sources or from any national or international health, welfare, educational, social or cultural organisation for or on behalf of the Company, or any person or body of persons pursuing any object which this Company is authorised to carry on, and to take and accept gifts of property, whether subject to any special trust or not, for the objects of the Company.

(C) To recruit and assist in the recruitment of voluntary workers in and for the Company and to retain or employ professional or technical advisers or workers in connection with the objects of the Company and to pay reasonable and proper fees for their services.

(D) To make any financial grant or award, and to enter into any contract or arrangement for the provision to any person or body of persons of any technical, financial or other assistance, of any service or equipment, labour, or of travel, accommodation or other facilities, and generally to do all such things as may, in the opinion of the Officers, further the primary objects of the Company.

(E) To undertake research and surveys and publish the useful results of such research, to establish, equip and maintain a library, to collect, compile, print, publish and disseminate information, to provide, publish or contribute to the publication of any papers, books, periodicals, reports or other documents, films, slides, tapes, pictures, plans or models, to give and exchange information and advice and to promote, encourage, foster and maintain the interest and support of the public in the objects and activities of the Company.



PUB
COMPANIES HOUSE
WP421CYI*
0237
15/03/01

Save (20 713 117

(F) To organise, provide facilities for and hold conferences, meetings, courses of instruction, demonstrations, lectures, exhibitions, competitions, tours and displays.

(G) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of, or co-operate or federate with any other organisations or associations whose objects are in whole or in part similar to the objects of the Company or the establishment or promotion of which may be beneficial to the Company, to act as officers or agents for and to manage and to undertake the property, assets, liabilities and engagements of any such organisations or associations and to subscribe or guarantee money for any purposes in any way calculated to further the objects of the Company.

(H) To foster and encourage co-operation and communication between similar organisations, societies and institutions and local and national authorities and to co-ordinate the activities and represent the views of those making use of the facilities of the Company and its members.

(I) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, sell, mortgage, lease or otherwise dispose of or turn to account any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.

(J) To borrow or raise money for the purposes of the Company on such terms and on such security as the Officers shall think fit, and whether by the creation and issue of debentures or debenture stock or otherwise.

(K) To receive money on deposit or loan upon such terms as the Company may approve, and to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects.

(L) To invest and deal with the moneys of the Company not immediately required for its purposes in or upon such investments or securities and 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 and subject also as hereinafter provided.

(M) To sell, mortgage, improve, manage, turn to account, exchange, let, or grant licences, easements and other rights in or over, and in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company as may be expedient for the promotion of its objects.

(N) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.

(O) 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.

(P) To do all such other things as are necessary for the attainment of the objects of the Company or any of them.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company, and no member of its Council of Management or Governing Body 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 the payment, in good faith, by the Company:-

(a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Council of Management or Governing Body) for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or of its Council of Management or Governing Body at a rate per annum not exceeding 2 per cent less than the base lending rate for the time being prescribed by the National Westminster Bank Limited, or 3 per cent, whichever is the greater;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or Governing Body;

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100th part of the capital of that company;

(e) to any member of its Council of Management or Governing Body of out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities 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.

7. 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 of the Company, but shall be given or transferred to some other institution or institutions having objects the same as or 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 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect can not be given to this last provision, then to some other object as near as may be to that of the Company.

We, the subscribers to this Memorandum of Company, wish to be formed into a Company Pursuant to this Memorandum.

Name Address and Description Of Subscribers
--

Combined Nominees Limited,
Victoria House,
64 Paul Street,
London,
EC2A 4NG

authorised signatory A. Pawls
ON BEHALF OF COMBINED NOMINEES LIMITED

Combined Secretarial Services Limited,
Victoria House,
64 Paul Street,
London,
EC2A 4NG

authorised signatory A. Pawls
ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

Dated the 14th March, 2001

Witness to the above Signatures:

E. E. Loring
Crwys House
33 Crwys Road
Cardiff CF24 4YF

Formations Division

E. E. Loring

**THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

SWAFFHAM & LITCHAM HOME HOSPICE SUPPORT LIMITED

PRELIMINARY

Particular definitions

1.1 In the articles of association of the company named above (hereinafter called "the Company") here set forth as may be amended from time to time (hereinafter called "the articles" and the expression "article" shall be construed accordingly) the expression "the Act" means the Companies Act 1985. Any references in the articles to a member of the Officers shall be construed as one with the expression "director" in section 741 of the Act, and the expression "Officers" hereinafter contained shall be construed accordingly.

General definitions

1.2 Words and expressions used in the articles, unless the context otherwise requires, have the same meaning as in the Act. Statutory references in the articles shall include, subject as aforesaid, the statute as amended, extended or applied by or under any other statutory provision or as re-enacted. The headings and index are only for ease of reference and shall not affect the meaning or construction of anything in the articles.

STATUS

Purposes

2.1 The Company is established for the purposes expressed in the memorandum of association.

Private company

2.2 The Company is a private company.

Articles deemed to be Deed

2.3 The articles are deemed to be delivered and completed as a Deed at the same time as incorporation, or adoption of the articles by special resolution as the case may be, of the Company and the members for the time being are deemed to be bound accordingly by the

articles and acknowledge the effect under section 14 of the Act as to the memorandum and articles of association of the Company.

MEMBERS

Number and class of members

3 The number of members with which the Company proposes to be registered is unlimited, and there may be such one or more class of members having such rights and subject to such restrictions as the members entitled to receive such notice of and to attend and vote at any general meeting of the Company by special resolution may determine.

Officers' discretion and categories of members

4 The subscribers to the memorandum of association and such other persons who may be proposed and seconded for membership respectively by any of the Officers at a meeting of the Officers, sign an application form and pay any fees and subscriptions as the Officers may from time to time prescribe, and as the Officers within their absolute discretion shall admit to membership, shall be members of the Company Provided always that membership shall be open irrespective of sex, political opinion, nationality, religion or race to:

4.1 individuals aged 18 years or over and who live within the area of benefit as mentioned in the objects of the Company,

4.2 individuals aged 18 years or over who live outside the area of benefit, who shall be known as "associate members", but shall not have the right to vote at general meetings of the Company,

4.3 individuals aged under 18 years living within or without the area of benefit, who shall be known as "junior members", subject to such conditions as the Officers may decide from time to time, but shall not have the right to vote at general meetings of the Company,

4.4 national, international and local voluntary or non-profit making organisations whether corporate or unincorporate which wish to support or further the objects of the Company, and

4.5 the statutory authorities that may wish to be members in whose administrative area the area of benefit lies.

Cessation of membership

5 The original subscribers to the memorandum and articles of association shall cease to be members of the company forthwith upon tendering the requisite letters of resignation to the Company. Thereafter a person shall cease to be a member of the Company 30 days after either the Company receives from such person notice in writing of such person's intention to resign, or forthwith upon the passing of a resolution by the members in general meeting without any opposition apart from the person proposed to be removed that such person should cease to be a member Provided always that any such person proposed to be removed shall be entitled to attend and make reasonable representations at any general meeting voting thereon and Provided always that membership of the Company shall not be assigned, transferred or transmitted in any way. The rights of a member as such are personal and shall not be transferable and shall cease and determine absolutely on the death of a member.

GENERAL MEETING

Annual general meeting

6 The Company shall hold in each year a general meeting, specifying it in the notice thereof as its annual general meeting in addition to any other meetings in that year. Not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next Provided always that so long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it 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 Officers shall determine.

Extraordinary general meetings

7 All general meetings, other than annual general meetings, shall be called extraordinary general meetings.

Convening and requisitioning general meetings

8 The Officers may whenever they think fit convene an extraordinary general meeting. Extraordinary general meetings shall also be convened for a date not later than 8 weeks after receipt of, and on such requisition by members of the Company as, at the date of the deposit of the requisition, represent not less than one tenth of the total voting rights of all the members having at the said date a right to vote at general meetings of the Company.

NOTICES OF GENERAL MEETINGS

Length of notice and omissions

9 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice in writing. Any other meeting of the Company shall be called by at least 14 clear days' notice in writing Provided always that any meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed by:

9.1 all the members entitled to attend and vote in the case of an annual general meeting, and

9.2 in the case of any other meeting a majority in number of the members having the right to attend and vote being a majority together representing not less than 95 per centum of the total rights at that meeting of all the members.

The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. The notice shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to all the members, to the Officers and to the auditors. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings, at any meeting.

Contents of notice

10 Any notice convening a general meeting must indicate the place, date and time of it, set out and describe as such all proposed special and extraordinary resolutions, state if the meeting is to be an annual general meeting, and describe generally the nature of all intended business, except only ordinary business at an annual general meeting comprising consideration of the accounts, balance sheet, and the reports of the committee and auditors, the election of chairman vice-chairman and of members of the Officers in place of those retiring, and the appointment, and the fixing of the remuneration, of the auditors.

PROCEEDINGS AT GENERAL MEETINGS

Quorum of members

11 Business shall not be transacted at any general meeting unless a quorum is present at the start and throughout the meeting. Save as herein otherwise provided a quorum shall not be less than one tenth of all the persons who at the commencement of the meeting are members of the Company and are entitled to attend and vote thereat.

Absence of quorum

12 If within half an hour from the time appointed for the holding of a general meeting a quorum is not 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 at such other place as the Officers may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting or if during the meeting a quorum ceases to be present the members present who are entitled to attend and vote thereat shall be a quorum.

Chairman

13 The members of the Company shall elect at the beginning of each annual general meeting a chairman and a vice-chairman, and the chairman, or in the absence thereof the vice-chairman (if any), shall preside as chairman at every general meeting, but if there be no such chairman or vice-chairman, or if at any meeting neither shall be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose one of the Officers, or if a Officer is not present, or if each one of the Officers present declines to take the chair, the members shall choose some member of the Company who shall be present, willing and entitled to vote thereat to preside. The chairman of the meeting shall conduct and make all arrangements and determine all disputes at any meeting as in the absolute discretion thereof but subject to the articles the chairman shall think fit.

Adjournment

14 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 have been transacted is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, the members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting.

Poll

15 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or any member present in person. The representative of any organisation being a member may demand a poll and vote on a show of hands or on a poll and in so demanding or voting the organisation shall be deemed to be acting personally. Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution save that any error which would change the result of a resolution being passed or not as the case may be at the meeting shall vitiate the resolution in question. The demand for a poll may be withdrawn.

Attendance of Officer

16 A Officer, whether or not being a member of the Company, may attend and speak at any general meeting.

Conduct of poll

17 Subject as mentioned below, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. Any business other than

that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Casting vote of chairman

18 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

VOTES OF MEMBERS

Vote per capita

19 Subject as herein provided, every member shall have one vote.

Disenfranchisement for non-payment

20 A member shall not be entitled to vote at any general meeting unless all moneys presently owing by that member and demanded by the Company have been paid.

Proxies

21 On a poll votes may be given personally or by proxy and any instrument of proxy shall be in such form as the Officers may require or in any other common or usual form.

Written resolutions

22 Subject to the Act, a resolution in writing may consist of 2 or more documents in like form each signed by one or more, but together comprising all, of the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being organisations by their duly authorised representatives) and shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

BOARD OF OFFICERS

Composition

23 The Officers shall consist of such minimum number (if any) of members of the Company as shall be determined by the members of the Company and until so fixed the minimum number shall be 2 and there shall be no maximum number. The Officers, so long as there are not less than 3 members thereof, shall comprise the chairman, a vice-chairman, treasurer and such other officers as the members shall determine. Provided always that any person who is not a member of the Company shall not be eligible to be an Officer. The Company may increase or reduce the number of the Officers from time to time.

POWERS AND DUTIES OF THE OFFICERS

Discretion and validity of actions

24 The business of the Company shall be managed by the Officers, who may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act, the articles and to such regulations and bye-laws as may be prescribed by the Company in general meeting, being not inconsistent with the aforesaid provisions, but any regulation made by the Company in general meeting and any bye-law shall not invalidate any prior act of the Officers which would have been valid if that regulation or, as the case may be, bye-law had not been made.

Bye-laws

25 The Officers may make from time to time and at any time such rules or bye-laws not inconsistent with the memorandum and articles of association as they consider to be necessary or convenient for the proper conduct and management of the Company subject always to any extension, modification or repeal thereof as may be resolved by the members in general meeting. Any such rules or bye-laws shall be deemed not to form part of the articles and shall be construed separately from the articles except as such rules or byelaws may provide to the contrary but nevertheless shall be binding on the members and the Officers subject as aforesaid as therein provided.

Cheques

26 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any 2 or more of the Officers or one Officer and the secretary in such manner as the Officers shall from time to time determine. Any bank account in which assets of the Company are held shall be operated only by the Officers and shall include the name of the Company.

Borrowing powers

27 Subject to Clause 3 of the memorandum of association of the Company, the Officers may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company, or of any third party, as they think fit.

Recording administration

28 The Officers shall cause minutes to be made:

28.1 of all the appointments of officers made by the Officers,

28.2 of the names of the Officers present at each meeting of the Officers and any sub-committee thereof, and

28.3 of all resolutions proceedings and business at all meetings of the Company, and of the Officers, and of any sub-committee, and, together with all registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Company, the same may be recorded as the Officers may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification, and the Officers present at any meeting of the Officers or of a sub-committee shall sign their names in a book to be kept for that purpose, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

Effect of vacancies in office

29 The Officers for the time being may act notwithstanding any vacancy in their body Provided always that in case the Officers shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the articles it shall be lawful for them to act as the Officers for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

Appointment by Officers

30 The Officers may from time to time and at any time appoint a member of the Company to be an Officer, either to fill a casual vacancy or by way of addition to the Officers Provided always that the prescribed maximum (if any) be not thereby exceeded. Any member so appointed shall retain office only until the next annual general meeting, but such member shall then be eligible for re-election.

DISQUALIFICATION OF THE OFFICERS

Vacation of office

31 The office of Officer shall be vacated if the holder thereof:

31.1 becomes bankrupt or makes generally any arrangement or composition with the creditors thereof, or

31.2 becomes a person in respect of whom an order is made by any competent court by reason of mental disorder or becomes incapable by reason of illness or injury of managing and administering the property and affairs thereof, or

31.3 ceases to be for whatever reason a member of the Company, or

31.4 resigns office by notice in writing to the Company but so that any purported resignation shall not be valid unless there are immediately thereafter in office Officers comprising the minimum number prescribed for the time being or under the articles, or

31.5 becomes prohibited from holding office by reason of any of the matters in the Act or the Company Directors Disqualification Act 1986, or otherwise becomes prohibited by law from being a director of a company, or

31.6 is convicted of an offence which is likely to bring the Company into disrepute, or

31.7 is removed from office under the provisions of the Act or the articles, or

31.8 has been absent for more than, 6 consecutive months without permission of the Officers from meetings thereof held during that period and the Officers so resolve

31.9 receives from the Company any payment except only as may be permitted expressly by the memorandum of association but subject thereto the Officers may be paid all reasonable travelling, hotel and other expenses incurred properly by them in connection with their attendance at meetings of Officers and committees of Officers and general meetings and otherwise in connection with the discharge of their duties immediately upon the happening of any such event.

ROTATION OF THE OFFICERS

Officers next to retire

32 At the first annual general meeting all the Officers for the time being shall retire from office. At every subsequent annual general meeting one third of the Officers shall retire from office. Subject to the Act and to article 36, the Officers to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Officers on the same day those to retire (unless they otherwise agree among themselves) shall be determined by lot.

Eligibility for re-election

33 The retiring officers and other members of the Officers shall be eligible for re-election.

Re-election of retiring Officers

34 The Company may, at the meeting at which all the Officers retire in manner aforesaid, fill up the vacated offices by persons elected thereto and in default the retiring Officers if offering themselves for re-election shall be deemed to have been re-elected unless a resolution for the re-election of retiring members shall have been put to the meeting and lost.

Proposal and consent for election

35 Any person not being a Officer retiring at the meeting, unless recommended by the Officers for election, shall not be eligible for election as a Officer at any general meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the secretary notice in writing, signed by some member duly qualified to be present and vote at the meeting for which such notice is given, of the intention of such member to propose such person for election, and also notice in writing, signed by the person to be proposed, of their willingness thereof to be elected. The prescribed time mentioned above shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting, there shall be not less than 4 nor more than 28 intervening days.

Changes of Officers resolved by members

36 The Company from time to time in general meeting may determine by ordinary resolution to increase or reduce the number of Officers and in what order of rotation any increased or reduced number of Officers shall go out of office, and may make the appointments necessary for effecting any such increase.

Removal by extraordinary resolution

37 In addition and without prejudice to the provisions of section 303 of the Act, the Company may by extraordinary resolution remove any Officer before the expiration of the period of office thereof notwithstanding anything in the articles or any agreement between the Company and such Officer, and may by an ordinary resolution appoint another member instead thereof but any person so appointed shall retain office so long only as the member in whose place such person is appointed would have held the same if the person so removed had not been removed.

PROCEEDINGS OF THE OFFICERS

Control of proceedings by Officers

38 The Officers may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. 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. A Officer may, and the secretary on the requisition of a Officer shall, at any time summon a meeting of the Officers. It shall not be necessary to give notice of a meeting of the Officers to any Officer for the time being absent from the United Kingdom unless notice of the address abroad thereof has been given to the Company.

Quorum of Officers

39 The quorum necessary for the transaction of the business of the Officers may be fixed by the members of the Company, and unless so fixed shall be 2, except in the event of only one Officer holding office where that Officer shall be deemed to constitute a quorum and shall have full authority to exercise all the powers and discretions vested in the Officers.

Chairman to preside

40 The chairman of the Company or in the absence thereof the vice-chairman shall preside at all meetings of the Officers at which the chairman or in the absence thereof the vice-chairman shall be present, but in the absence of the chairman and vice-chairman the Officers shall elect another Officer to preside for that meeting.

Committees

41 The Officers may delegate any of their powers to committees consisting of such member or members of the Company as they think fit, and any committee so formed shall, in the exercise of powers so delegated, conform to the articles and to any regulations and bye-laws imposed on it by the Officers. The meetings and proceedings of any such committee shall be governed by the provisions of the articles for regulating the meetings and proceedings of the Officers so far as applicable and so far as the same shall not be superseded by any regulations made by the Officers. All acts and proceedings of any such committee shall be reported to the Officers as soon as possible.

Validity of acts despite defaults

42 All acts bona fide done by any meeting of the Officers or of any committee, or by any Officers, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Officer, or that such Officer or any of them were disqualified, shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Officer.

Resolutions in writing

43 A resolution shall be in writing and may consist of two or more documents in like form signed by one or more of all the Officers or members of any committee thereof who are entitled to receive notice of a meeting of the Officers or of such committee and shall be as valid and effectual as if it had been passed at a meeting of the Officers or of such committee duly convened and held.

The seal

44 The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Officers and in the presence of at least two Officers or one of them and the secretary, and the said Officers and secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

Indemnity

45 Subject to section 310 of the Act and the memorandum of association every Officer, member or other officer or servant of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which such person may sustain or incur in or about the bona fide execution of the duties thereof or otherwise in relation thereto, including any liability incurred thereby in defending any proceedings, whether civil or criminal, in which judgement is given in favour thereof or in which such person is acquitted or in connection with any application under sections 144 (3) or 727 of the Act in which relief is granted by the Court, and no Officer, member or other officer or servant shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the bona fide execution of the duties of the office thereof or in relation thereto, and the Company may purchase and maintain insurance against liability relating to the Company in respect of negligence, default, breach of duty and breach of trust attaching to any officer or auditor of the Company for the time being Provided always that the Officers shall state the existence of any such insurance in their report for each financial year.

COMPANY SECRETARY

Control by Officers

46 Subject to sections 10(3) and 288(2) of the Act a company secretary ("secretary") shall and an assistant or deputy secretary may be appointed by the Officers for such term, at such reasonable remuneration (but if being a Officer without remuneration) and upon such conditions as they may think fit; and any secretary, assistant secretary and deputy secretary so appointed may be removed by them.

Exclusion of dual role

47 A provision of the Act or the articles requiring or authorising a thing to be done by or to a member of the Officers and the secretary shall not be satisfied by its being done by or to the same person acting both as a Officer and as, or in place of, the secretary, and anything required or authorised to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Officers.

ACCOUNTS

Accounting records

48 The Officers shall cause accounting records to be kept in accordance with section 221 of the Act.

Accounting records to be kept at registered office

49 The accounting records shall be kept at the registered office of the Company, or, subject to section 222 of the Act, at such other place or places as the Officers shall think fit, and shall be open during all normal business hours to inspection by the Officers.

Inspection of records by members

50 Subject to any reasonable restriction as to the time and manner of inspecting the same, the accounts and books of the Company or any of them shall be open to inspection by the members.

Laying of accounts

51 The Officers shall from time to time cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts and balance sheets and reports as are required by sections 226, 234, 234A and 235 of the Act, and otherwise comply with the requirements of Chapter I of Part VII of the Act.

Preliminary issue of accounts

52 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditors' report and Officers' report, shall be sent, not less than 21 days before the date of the meeting to every member and every holder of debentures of the Company subject nevertheless to article 9 Provided always that this article shall not require a copy of those documents to be sent to any person, of whose address the Company is not aware or to more than one of the joint holders of any debentures.

Restriction on application of income

53 The income of the Company shall be applied solely towards the provision of all or any of the objects of the Company in accordance with clause 4 of the memorandum of association of the Company at such time or times and in such manner as the Officers shall think fit, with power to the Officers to create a reserve fund or funds to be applicable as aforesaid and pending such application to invest it as the Officers shall think fit Provided always that the payment of dividends to the members is prohibited.

NOTICES

Manner of giving notice

55 A notice may be given by the Company to any member either personally or by sending it by post to the registered address thereof, or, if that member has no registered address within the United Kingdom, to the address, if any, supplied by that member to the Company for the giving of notices to that member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Persons entitled to notice

56 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

56.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

56.2 every person being a legal personal representative or a Officer in bankruptcy of a member where the member but for the death or bankruptcy thereof would be entitled to receive notice of the meeting;

56.3 the Officers; and

56.4 the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

RECORDS

57 The Officers may cause all or any accounts, books, minutes, registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Company to be recorded as the Officers may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification and any reference in the articles to books or registers or other documentary record shall be deemed to include such other means as aforesaid.

DISSOLUTION

58 The provisions (if any) for the time being in the memorandum of association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in the articles.

Name Address and Description
Of Subscribers

Combined Nominees Limited,
Victoria House,
64 Paul Street,
London,
EC2A 4NG

authorised signatory A. Pawls
ON BEHALF OF COMBINED NOMINEES LIMITED

Combined Secretarial Services Limited,
Victoria House,
64 Paul Street,
London,
EC2A 4NG

authorised signatory A. Pawls
ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

Dated the 14th March, 2001

Witness to the above Signatures:

E. E. Loring
Crwys House
33 Crwys Road
Cardiff CF24 4YF

Formations Division

