

THE COMPANIES ACT 1985

THE COMPANIES ACT 1989

A Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

Of

**WESTMORLAND HEALTHCARE (HOLDINGS) LIMITED**

- 1 The name of the company is Westmorland Healthcare (Holdings) Limited
- 2 The registered office of the company will be situated in England & Wales
- 3 The objects of the company are
  - a) To carry on business as a general commercial company and to carry on any other business which in the opinion of the directors may advantageously or conveniently be carried on in conjunction therewith
  - b) To borrow, raise or lend money in any manner and on any terms, to give security for such loans and to give all descriptions of guarantees and indemnities
  - c) To acquire, take on lease, let or dispose of freehold or leasehold land and buildings or other property of any description
  - d) To establish, maintain or join and subscribe to any retirement benefit scheme for the benefit of any persons who are or were at any time employees or directors of the company or their dependents
  - e) To do all such other things as in the opinion of the directors may be incidental or conducive to the attainment of the above objects
  - f) Except in so far as prohibited by section 151 of the Companies Act 1985, to give directly or indirectly whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company, financial assistance of any kind (including but not limited to financial assistance within the meaning of section 152(1) of the Companies Act 1985) to any person or company in any manner on any terms and for any purposes whatsoever and in particular (without derogation from the generality of the foregoing) to give financial assistance for the purpose of or in connection with the purchase of or subscription for securities in the capital of the Company or any holding company or wholly owned subsidiary (as defined in Section 736 of the Companies Act 1985) of the Company to be made by any person or company
- 7 To allow the business to operate as a care home and to provide all ancillary services

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- 4 The liability of the members is limited
- 5 The share capital of the company is £1,000 00 consisting of  
1,000 Ordinary shares of £1 each with voting rights and the right to receive a dividend

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ARTICLES OF ASSOCIATION

Of

**WESTMORLAND HEALTHCARE (HOLDINGS) LIMITED**

**PRELIMINARY**

- 1 The company shall be a private company within the meaning of the Companies Act 1985 (hereinafter referred to as the Act) In these Articles the expression the Act means the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
- 2 The Regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such table being hereinafter called Table A) shall apply to this company subject to any exclusion or modification hereinafter expressed Regulations 23, 24, 50, 61, 64, 65, 66, 73, 74, 75, 80, 81, 89, 94, 95, 97, 99, 101 and 118 of Table A shall not apply to the company

**SHARES**

- 3 Sections 89 to 94 inclusive of the Act shall apply to the company in their entirety Any shares not accepted pursuant to the procedure set out therein shall be under the control of the directors who may allot, grant options over or otherwise dispose of the same as they think fit, provided that in the case of - shares not accepted as aforesaid such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the members
- 4 Subject to Article 3 hereof, the directors are unconditionally authorised for the purpose of Section 80 of the Act to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation

**SHARE TRANSFERS**

- 5 The directors may in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid up share

- 6 The instrument of transfer of a fully paid up share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee

## **DIRECTORS**

- 7 Unless and until otherwise determined by the company in General Meeting the number of directors (other than alternate directors) shall not be less than one nor more than seven. If at any time and from time to time there shall be only one director of the company, such director may act alone in exercising all the powers and authorities vested in the directors
- 8 The directors shall have power at any time, and from time to time, to appoint any person to be a director but so that the total number of directors (excluding alternate directors) shall not exceed the limit fixed by the preceding regulation
- 9 The first director or directors of the company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Act. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall, when one director only is in office, be one, and shall, when more than one director is in office, be two
- 10 The directors alone may decide without the need for a shareholders meeting the amount and type of borrowing subject to no limit of any sort
- 11 A director may vote, at any meeting of the directors or of any committee 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, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such 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
- 12 Any director (other than an alternate director) may appoint to and remove from office any other director or any other person approved by unanimous resolution of all the directors for the time being of the company and willing to act, to be an alternate director and act in his place
- 13 An alternate director shall be entitled to receive notice of all meetings of directors and to attend all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company save that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct
- 14 A Director, or otherwise approved person as in clause 12 of these Articles, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present
- 15 The office of director shall be vacated if

- a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
  - b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - c) he is, or may be, suffering from mental disorder and either
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, the Mental Health (Scotland) Act 1960, or any subsequent Acts replacing or amending the aforesaid Acts, or
    - (ii) an order is made by a court having jurisdiction (whether in the UK or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
  - d) he resigns from office by written notice delivered to the company at its registered office or tendered at a meeting of directors
- 16 No person shall be disqualified from being or becoming a director by reason only of having attained the age of 70 years

#### **MANAGING DIRECTORS AND MANAGERS**

- 17 The directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he ceases from any cause to be a director
- 18 A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the directors may determine

#### **SECRETARY**

- 19 i) Subject to the provisions of the Act the Secretary shall be appointed by the directors for such term, at such remuneration, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them
- ii) The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Act

#### **THE SEAL**

- 20 (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is to be affixed and unless otherwise so determined it shall be signed by a Director and by the Company Secretary or a second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Clause 101 of Table A shall not apply to the Company

(b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors

#### **CHAIRMAN'S CASTING VOTE**

- 21 The Chairman (if any) shall not have a casting vote and Regulation 50 of Table A shall be deleted and Regulation 88 of Table A amended accordingly