

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF



BUILDING BETTER HEALTH – LAMBETH SOUTHWARK LEWISHAM LIMITED

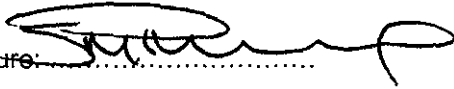
Pursuant to section 381A Companies Act 1985, we the undersigned, being the sole member of the Company entitled to attend and vote at a general meeting of the Company agree to and pass on the date hereof the following written resolutions:

- 1 **THAT** the authorised share capital of the Company be increased from £1,000 to £50,010 by the creation of 49,010 new ordinary shares of £1 each in the share capital of the Company.
- 2 **THAT** subject to the passing of Resolution 1, 9,002 of the new authorised but unissued ordinary shares of £1 each, 999 of the existing authorised but unissued shares of £1 each and the one issued ordinary share of £1 in the share capital of the Company be and are hereby re-designated as 'A' Shares of £1 (the '**A' Shares**), each 'A' Share to have attached to it the respective rights and obligations set out in the new articles of association of the Company to be adopted pursuant to Resolution 6 below.
- 3 **THAT** subject to the passing of Resolution 1, 10,002 of the new authorised but unissued ordinary shares of £1 each in the share capital of the Company be and are hereby re-designated as 'B' Shares of £1 (the '**B' Shares**), each 'B' Share to have attached to it the respective rights and obligations set out in the new articles of association of the Company to be adopted pursuant to Resolution 6 below.
- 4 **THAT** subject to the passing of Resolution 1, 30,006 of the new authorised but unissued ordinary shares of £1 each in the share capital of the Company be and are hereby re-designated as 'C' Shares of £1 (the '**C' Shares**), each 'B' Share to have attached to it the respective rights and obligations set out in the new articles of association of the Company to be adopted pursuant to Resolution 6 below.
- 5 **THAT** the existing Memorandum of Association of the Company be amended by the substitution of existing clause 3 with the wording set out in annex 1 hereto as new clause 3.
- 6 **THAT** the regulations contained in annex 2 hereto and initialled for the purpose of identification be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
- 7 **THAT**, subject to the passing of Resolution No.1, the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 Companies Act 1985 and in addition to any existing power to allot relevant securities to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of £50,009 during the period commencing on the date of the passing of this Resolution and expiring on 17.11.2010 (both dates inclusive) but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after such expiry

and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements.

- 8 **THAT** pursuant to Section 390A(1), Companies Act 1985, the Company hereby authorises the sole Director or at such time as the Company has more than one Director, the Directors, to fix the remuneration of the auditors until otherwise resolved.

Signature:



**For and on behalf of
Inhoco Formations Limited**

Date:

17/11/05

ANNEX 1

- 3 The objects for which the Company is established are:-
- 3.1 *To engage in the provision of integrated primary health care and social care accommodation within the South London (Lambeth, Southwark and Lewisham) area and promote the improvement of services in connection therewith pursuant to the NHS Lift Initiative (the "Project").*
- 3.2 To borrow and raise money and accept money on deposit for any purpose in connection with the financing of the Project.
- 3.3 To enter into swaps and derivatives and any other interest rate or foreign exchange hedging agreement or arrangements.
- 3.4 To lend money, grant or provide credit and financial accommodation to any person and to deposit money with any person for any purpose in connection with the financing of the Project.
- 3.5 For the above purposes to (i) secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, by arranging for the provision of guarantees, indemnities, policies of insurance and other similar obligations and by the creation and issue of securities; (ii) take the benefit of security or of guarantees, indemnities, policies of insurance or other similar obligations; (iii) enter into arrangements to regulate the relationship between creditors of the Company; (iv) make arrangements for the management, administration and enforcement of the Company's borrowings, loans and security; (v) refinance the Company's borrowings; (vi) enter into any guarantee, interest rate exchange transaction, contract for differences, contract of indemnity or suretyship; and (vii) enter into any other agreements and arrangements in connection with an incidental to such purposes.
- 3.6 To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments.
- 3.7 To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, licences, intellectual property rights, patent rights, inventions and secret processes.
- 3.8 To sell, exchange, mortgage, charge, grant options and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking property and assets (present and future) of the Company for any consideration.
- 3.9 To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- 3.10 To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.

- 3.11 To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting any company, fund or trust.
- 3.12 To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company.
- 3.13 To distribute the property of the Company among its creditors or members in specie or kind.
- 3.14 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, scrip, warrants, debentures and other negotiable or transferable instruments.
- 3.15 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- 3.16 To the extent permitted by law to give financial assistance for the purpose of the acquisition of shares of the Company or of any company or association, (including housing associations or registered social landlords) of which the Company is a subsidiary and for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan or guarantee, indemnity, the provision of security or otherwise.
- 3.17 To remunerate any person, firm or company or association, (including housing associations or registered social landlords) rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- 3.18 To support or subscribe to any charitable, benevolent or useful object of a public character and to establish, support and subscribe to any association, institution, society, fund or club which may be for the benefit of the Company or its Directors, ex Directors, employees, or ex employees or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, bonuses and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company or association, (including housing associations or registered social landlords) which is a subsidiary of the Company or the holding company or association, (including housing associations or registered social landlords) of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company or association, (including housing associations or registered social landlords) and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance for the benefit of such persons as aforesaid; and to set up, establish support and maintain superannuation and other funds or schemes (whether contributory or non contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing, share purchase and share option schemes for the benefit of any of the employees or Directors of the Company or of any such subsidiary, holding or fellow subsidiary company or association, (including housing

associations or registered social landlords) and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

- 3.19 To apply for, promote and obtain Acts of Parliament Provisional Orders or licences of the Department of Trade which may seem calculated, directly or indirectly to benefit the Company, or be in the interests of the trade carried on by the Company or other companies carrying on similar businesses, and to oppose any Bills, Provisional Orders or any other proceedings in Parliament or elsewhere, which may seem calculated, directly or indirectly, to prejudice the Company's interests and to subscribe to the expenses thereof.
- 3.20 To enter into any arrangement with any Governments or Authorities, supreme, local, municipal or otherwise, or any corporations, companies, firms or persons which may seem conducive to the attainment of the Company's objects or any or them and to obtain from any such Government, Authority, corporation, company, firm or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- 3.21 To do all such things as in the opinion of the board of directors of the Company are or may be incidental or conducive to the attainment of the Company's objects or any of them.
- 3.22 To procure the provision of any of the aforementioned objects.

And it is hereby declared that:

"company" in this Clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere and "person" shall include any company as well as any other legal or natural person;

"securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit, receipt, bill, note, warrant, coupon, right to subscribe or concert, or similar right or obligation;

"and" and "or" shall mean "and/or" where the context so permits;

"other" and "otherwise" shall not be construed in a restrictive manner where a wider construction is possible; and

the objects set forth in each sub-clause of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate, distinct and independent company.

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

COMPANIES HOUSE

12/04/2000

MEMORANDUM OF ASSOCIATION

OF

BUILDING BETTER HEALTH – LAMBETH SOUTHWARK LEWISHAM LIMITED

- 1 The Company's name is "Building Better Health – Lambeth Southwark Lewisham Limited".¹
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The objects for which the Company is established are:-
 - 3.1 To engage in the provision of integrated primary health care and social care accommodation within the South London (Lambeth, Southwark and Lewisham) area and promote the improvement of services in connection therewith pursuant to the NHS Lift Initiative (the "Project").
 - 3.2 To borrow and raise money and accept money on deposit for any purpose in connection with the financing of the Project.
 - 3.3 To enter into swaps and derivatives and any other interest rate or foreign exchange hedging agreement or arrangements.
 - 3.4 To lend money, grant or provide credit and financial accommodation to any person and to deposit money with any person for any purpose in connection with the financing of the Project.
 - 3.5 For the above purposes to (i) secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, by arranging for the provision of guarantees, indemnities, policies of insurance and other similar obligations and by the creation and issue of securities; (ii) take the benefit of security or of guarantees, indemnities, policies of insurance or other similar obligations; (iii) enter into arrangements to regulate the relationship between creditors of the Company; (iv) make arrangements for the management, administration and enforcement of the Company's borrowings, loans and security; (v) refinance the Company's borrowings; (vi) enter into any guarantee, interest rate exchange transaction, contract for differences, contract of indemnity or suretyship; and (vii) enter into any other agreements and arrangements in connection with an incidental to such purposes.
 - 3.6 To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments.

¹ Pursuant to a written resolution, the company name was changed from Inhoco 4031 Limited on 11 May 2004.

- 3.7 To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, licences, intellectual property rights, patent rights, inventions and secret processes.
- 3.8 To sell, exchange, mortgage, charge, grant options and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking property and assets (present and future) of the Company for any consideration.
- 3.9 To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- 3.10 To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- 3.11 To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting any company, fund or trust.
- 3.12 To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company.
- 3.13 To distribute the property of the Company among its creditors or members in specie or kind.
- 3.14 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, scrip, warrants, debentures and other negotiable or transferable instruments.
- 3.15 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- 3.16 To the extent permitted by law to give financial assistance for the purpose of the acquisition of shares of the Company or of any company or association, (including housing associations or registered social landlords) of which the Company is a subsidiary and for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan or guarantee, indemnity, the provision of security or otherwise.
- 3.17 To remunerate any person, firm or company or association, (including housing associations or registered social landlords) rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- 3.18 To support or subscribe to any charitable, benevolent or useful object of a public character and to establish, support and subscribe to any association, institution, society, fund or club which may be for the benefit of the Company or its Directors, ex Directors, employees, or ex employees or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, bonuses and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company or association, (including housing associations or registered social landlords) which is a subsidiary of the Company or the holding company or association, (including housing associations or registered social landlords) of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company or association, (including housing associations or registered social landlords) and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance for the benefit of such persons as aforesaid; and to set up, establish support

and maintain superannuation and other funds or schemes (whether contributory or non contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing, share purchase and share option schemes for the benefit of any of the employees or Directors of the Company or of any such subsidiary, holding or fellow subsidiary company or association, (including housing associations or registered social landlords) and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

- 3.19 To apply for, promote and obtain Acts of Parliament Provisional Orders or licences of the Department of Trade which may seem calculated, directly or indirectly to benefit the Company, or be in the interests of the trade carried on by the Company or other companies carrying on similar businesses, and to oppose any Bills, Provisional Orders or any other proceedings in Parliament or elsewhere, which may seem calculated, directly or indirectly, to prejudice the Company's interests and to subscribe to the expenses thereof.
- 3.20 To enter into any arrangement with any Governments or Authorities, supreme, local, municipal or otherwise, or any corporations, companies, firms or persons which may seem conducive to the attainment of the Company's objects or any or them and to obtain from any such Government, Authority, corporation, company, firm or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- 3.21 To do all such things as in the opinion of the board of directors of the Company are or may be incidental or conducive to the attainment of the Company's objects or any of them.
- 3.22 To procure the provision of any of the aforementioned objects.

And it is hereby declared that:

"company" in this Clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere and "person" shall include any company as well as any other legal or natural person;

"securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit, receipt, bill, note, warrant, coupon, right to subscribe or concert, or similar right or obligation;

"and" and "or" shall mean "and/or" where the context so permits;

"other" and "otherwise" shall not be construed in a restrictive manner where a wider construction is possible; and

the objects set forth in each sub-clause of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate, distinct and independent company.

- 4 The liability of the members is limited.
- 5 The Company's share capital is £1,000 divided into 1,000 ordinary shares of £1 each.

We, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our name below.

Name and address of the Subscriber	Number of shares taken by the subscriber
Inhoco Formations Limited 100 Barbirolli Square Manchester M2 3AB For and on behalf of Inhoco Formations Limited Authorised signatory	One
Total shares taken	One

Dated 9 March 2004

Witness to the above signature:

Muriel Thorne
Corporate Services Assistant
100 Barbirolli Square
Manchester
M2 3AB

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BUILDING BETTER HEALTH – LAMBETH SOUTHWARK LEWISHAM LIMITED

1 Preliminary and Interpretation

1.1 In these articles:

"**Table A**" means Table A of The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985;

references to a "**regulation**" are to a regulation in Table A;

references to an "**article**" are to a provision of these articles;

references to the "**Act**" are to the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force; and

words and phrases used in these articles shall have the meanings ascribed to them in or by virtue of Table A.

1.2 The regulations in Table A shall apply to the Company, except where they are excluded or modified by these articles or are otherwise inconsistent with these articles and, together with these articles, they shall constitute the articles of the Company.

2 Share capital

2.1 Unless the authority hereby given is previously revoked or varied by the Company in general meeting, the directors may at any time and from time to time within the period of five years of the date of incorporation of the Company, in accordance with section 80 of the Act, exercise generally and unconditionally the power of the Company to allot relevant securities (as defined in the said section) and to offer or agree to allot such securities (notwithstanding that such offer or agreement would or might require such securities to be allotted by the Company after the said period) provided that the maximum nominal value of the securities so allotted or offered or agreed to be allotted shall not, when aggregated with the nominal value of the shares in the capital of the Company agreed to be taken by the subscriber to the Memorandum of Association of the Company, exceed the sum of £1,000.

2.2 By virtue of section 91 of the Act the provisions of sub-section (1) of section 89 and sub-sections (1) to (6) inclusive of section 90 of the Act shall not apply to the Company.

3 Lien

3.1 The lien conferred by regulation 8 shall attach also to fully paid shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any member, whether he is their sole registered holder or is one of two or more joint holders, for all money presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly.

4 Transfer of shares

- 4.1 The directors may in their absolute discretion, and without giving any reason for so doing, refuse to register any transfer of a share, whether it is fully paid or not. Regulation 24 shall be modified accordingly.
- 4.2 The directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice shall have been complied with. Regulation 31 shall be modified accordingly.

5 Purchase of own shares

- 5.1 Subject to the Act, the Company may redeem or purchase, and may enter into any contract for the purchase of, all or any of its shares of any class (including any redeemable shares), and may enter into any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every redemption, purchase or contract entered into pursuant to this article shall be authorised by such resolution of the Company as may for the time being be required by law but, subject to such resolution, the directors shall have full power to determine or approve the terms of any such redemption, purchase or contract. Neither the Company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the Act, the Company may agree to the variation of any contract entered into pursuant to this article and to release any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in these articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company pursuant to this article. Regulation 35 shall not apply to the Company.

6 Notice of general meetings

- 6.1 Subject to the Act, notice of any general meeting need not be given to any director in that capacity. Regulation 38 shall be modified accordingly.

7 Proceedings at general meetings

- 7.1 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, except when the Company has only one member, when the quorum shall be one such person. Regulation 40 shall not apply to the Company.
- 7.2 If within half an hour from the time appointed for a general meeting, a quorum is not present or, if during a meeting a quorum ceases to be present, the meeting, if convened upon the requisition of the members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved. Regulation 41 shall not apply to the Company.
- 7.3 A poll may be demanded at any general meeting by any member entitled to vote at the meeting. Regulation 46 shall be modified accordingly.

8 Votes of members

- 8.1 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

9 Number of directors

- 9.1 Unless and until the Company in general meeting shall otherwise determine, the number of directors shall not be subject to any maximum but shall not be less than one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these articles or Table A. Regulation 64 shall not apply to the Company and regulation 89 shall be modified accordingly.

10 Delegation of directors' powers

- 10.1 The directors may delegate any of their powers to committees consisting of such persons, whether directors or not, as they think fit. Regulation 72 shall be modified accordingly.

11 Appointment and retirement of directors

- 11.1 The directors shall not be subject to retirement by rotation and accordingly:
- (a) regulation 73 to 77 inclusive, the last two sentences of regulation 79, regulation 80 and the last sentence of regulation 84 shall not apply to the Company; and
 - (b) regulation 78 shall apply but with the deletion of the words "subject as aforesaid" and of the words "and may also determine the rotation in which additional directors are to retire".
- 11.2 A member or members holding the whole or a majority in nominal value of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person as a director or directors either as an additional director 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 or members making the same, or in the case of a member being a body corporate signed by one of its directors or other officers on its behalf, and shall take effect upon lodgement at the registered office of the Company or such later date as may be specified in the instrument.
- 11.3 No person shall be disqualified from becoming a director by reason of his attaining or having attained the age of 70 or any other age.

12 Gratuities and pensions

- 12.1 The directors may, on behalf of the Company, exercise all the powers of the Company to provide benefits, whether by the payment of gratuities or pensions or by insurance or in any other manner (whether similar to the foregoing or not), for any director or former director or any relation, connection or dependant of any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit permitted by this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Regulation 87 shall not apply to the Company.

13 Alternate directors

- 13.1 An alternate director who is himself a director and/or who acts as an alternate director for more than one director shall be entitled, in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a director) to his own vote. Regulation 88 shall be modified accordingly.

14 Proceedings of directors

- 14.1 The word "signed" in regulation 93 shall apply as if it included the words "or approved by letter or facsimile".
- 14.2 Provided that a director has disclosed to the directors the nature and extent of any interest he may have in any contract or proposed contract with the Company in accordance with section 317 of the Act, or any other material interest of his, a director may vote at a meeting of directors or of a committee of directors on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty, which is material and which conflicts or may conflict with the interests of the Company, and he shall be counted in the quorum when that resolution or matter is considered. Regulations 94 to 96 inclusive shall not apply to the Company.
- 14.3 A meeting of the board of directors may be held between directors some or all of whom are in different places, whether by telephone or video conference or any other audio or audiovisual communication media, provided always that the number of directors participating constitutes a quorum, and provided that each director participating in the meeting can hear each of the other participants, and can address all of the other participants simultaneously.

15 Notices

- 15.1 Any notices to be given pursuant to these articles may be given by facsimile transmission to the facsimile number maintained at the relevant address of the addressee. Such a notice shall be conclusively deemed to have been properly given at the time shown on the transmission report received by the sender
- 15.2 Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left.

16 Indemnity

- 16.1 Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in relation to the actual or purported execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly.

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

BUILDING BETTER HEALTH – LAMBETH
SOUTHWARK LEWISHAM LIMITED

Adopted by a written resolution passed on
17 November 2005

ADDLESHAW GODDARD