

COMPANY No. SC494630

THE COMPANIES ACTS 2006

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SPECIAL RESOLUTION

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HEALTH LAW LIMITED

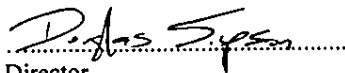
ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

At a general meeting of the members of the above named company, duly convened on the 22<sup>nd</sup> of February 2015.

The following Special Resolution was duly passed:

That the existing memorandum and articles of association in their entirety be removed and substituted for the new memorandum and articles of association attached to this resolution.

Douglas Simpson

  
.....

Director

SATURDAY



\*S435BPOJ\*

SCT

14/03/2015

#73

COMPANIES HOUSE

Dated 10<sup>th</sup> March 2015

COMPANY No. SC494630

THE COMPANIES ACTS 2006

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SPECIAL RESOLUTION

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**HEALTH LAW LIMITED**

ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

COMPANY No. SC494630

THE COMPANIES ACTS 2006

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

- of -

HEALTH LAW LIMITED

1. The first part of the report is a general introduction to the project, which includes a statement of the purpose and objectives, a description of the scope of the work, and a list of the personnel involved.

2. The second part of the report is a detailed description of the methods used in the study, including a description of the experimental design, the data collection procedures, and the statistical methods used for data analysis.

3. The third part of the report is a discussion of the results of the study, which includes a description of the findings, a comparison of the results with previous studies, and a discussion of the implications of the findings for future research.

4. The fourth part of the report is a conclusion, which summarizes the main findings of the study and provides recommendations for future research.

5. The fifth part of the report is a list of references, which includes a list of the books, articles, and other sources used in the study.

THE COMPANIES ACTS 2006

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

- of -

HEALTH LAW LIMITED

I PRELIMINARY

1.1 The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052), The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373), the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007 No. 2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007 No. 2826) so far as it relates to private companies limited by shares (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. Such regulations (save as so excluded or varied) and the Articles hereinafter contained and subject always to the Rules (as hereinafter defined) shall be the Articles of Association of the Company. In the case of any variation or inconsistency between these Articles and the regulations in Table A, the provisions of these Articles shall prevail. In the case of any variation or inconsistency between the Rules and the regulations of the Company the provisions of the Rules shall prevail.

1.2 In these Articles, except where the context otherwise requires, the expression:-

"the 1980 Act" means the Solicitors (Scotland) Act 1980;

"the Act" means the Companies Act 1985 and "the 2006 Act" means the Companies Act 2006;

"the Council" means the Council of the Society;

"incorporated practice" means a body corporate recognised by the Council of the Law Society of Scotland as suitable to undertake the provision of professional services such as are provided by solicitors in accordance with the 1980 Act;

"member" means a person whose name is entered in the Company's register of members;

"the Rules" means the Solicitors (Scotland) (Incorporated Practices) Practice Rules 2011;

"the Society" means the Law Society of Scotland; and

"solicitor" means any person enrolled as a solicitor in pursuance of the 1980 Act and who holds a practising certificate under the 1980 Act free of conditions imposed in terms of section 15, section 24C or other sections of the 1980 Act, or any regulations made thereunder or by the Scottish Solicitors Discipline Tribunal; and shall include a firm of solicitors and an association of solicitors.

Words importing gender include a reference to both other genders, words in the singular include a reference to the plural and vice versa.

Any reference to any provision of any enactment or other statutory provision in these Articles shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

1. The first part of the report is a general introduction to the project, which includes a statement of the problem, the objectives of the study, and a brief description of the methodology used.

2. The second part of the report is a detailed description of the experimental procedures, which includes a description of the equipment used, the experimental design, and the data collection methods.

## RESULTS AND DISCUSSION

The results of the study are presented in this section, which includes a description of the data collected, a summary of the findings, and a discussion of the implications of the results.

The first part of the results section is a description of the data collected, which includes a summary of the experimental conditions and a description of the data collection methods.

The second part of the results section is a summary of the findings, which includes a description of the main results and a discussion of the implications of the results.

The third part of the results section is a discussion of the implications of the results, which includes a description of the limitations of the study and a discussion of the future research needs.

The final part of the results section is a conclusion, which includes a summary of the main findings and a statement of the overall conclusions of the study.

## 2 MEMBERS

- 2.1 No person shall be a member of the Company or enjoy any of the rights of a member unless he is a solicitor or an incorporated practice. Provided that the personal representatives of a deceased member or the trustee in sequestration of a bankrupt member shall be entitled to receive notice of, attend but not vote at general meetings of the Company, and, in accordance with the provisions of these Articles, to receive on behalf of the estate of the deceased or bankrupt member any distributions or capitalisations of profits and to transfer the shares of the deceased or bankrupt member as herein specified. The provisions of these Articles shall be read and construed accordingly.
- 2.2 The directors may require a member or prospective member to furnish any information, document or other matter which the directors may think necessary for the purpose of enabling the Company to comply with the 1980 Act, the Rules and the Company's Articles and the member or prospective member shall furnish the information, document or other matter required within such period as may be determined by the directors.

## 3 CONDUCT OF THE COMPANY'S AFFAIRS

- 3.1 The affairs of the Company shall at all times be conducted in accordance with the 1980 Act and the Rules and the Company shall maintain such professional indemnity insurance levels as the Rules and the Council may prescribe.
- 3.2 If at any time there is no one or more solicitors or incorporated practices exercising the day to day management and control of the Company any member or director remaining in office or the secretary or, if there is no secretary or he is not willing to act or capable of acting for any reason, any employee of the Company shall, forthwith after becoming aware of the situation, notify the Society in writing. In such circumstances the following steps shall then be taken as soon as practicable:-
- 3.2.1 All clients shall be notified in writing (hereinafter called "the notification to client") of the arrangements for transferring them all deeds, wills, securities, papers, books of account, records, vouchers and other documents held by the Company on their behalf or for any trust of which the Company is sole trustee or co-trustee only with any of its employees to another solicitor or incorporated practice (hereinafter called "the successor practice"). Such notification shall specify their right to select a solicitor or incorporated practice of their own choosing (hereinafter called "the alternative practice") as an alternative and to advise the Company of such selection by a date not more than 14 days from the date of the notification to client.
- 3.2.2 Where any client selects an alternative practice he and the relevant items shall be transferred to the alternative practice as soon as practicable after notification of the selection to the Company. Where no selection is made by the date specified in the notification to client the transfer of the client and the relevant items to the successor practice shall be effected as soon as practicable after that date.
- 3.2.3 All client accounts in the name of the Company shall have their contents safeguarded and the funds therein and any other funds held by the Company on behalf of its clients or on trust for them shall be transferred to the alternative practice or the successor practice as the case may be or to the relevant client or to some other person if so directed by the relevant client provided always that any such transfer shall be made in accordance with the relevant professional practice rules requirements for client accounts and clients' funds.

## 4 UNISSUED SHARE CAPITAL

- 4.1 Notwithstanding any other provision of these Articles, no share shall be allotted or otherwise disposed of nor shall any option be granted over any share other than to a person eligible to be a member of the Company pursuant to article 2.1 above.
- 4.2 Subject always to article 4.1 above, the directors may allot, grant options over or otherwise dispose of any unissued shares in the Company to such persons, on such terms and in such manner as they think fit.
- 4.3 No share may be issued unless it is fully paid or credited as fully paid on or before allotment.
- 4.4 Subject to the provisions of this article 4 and article 2 above the directors are unconditionally authorised for the purposes of section 80 of the Act to allot shares and grant rights to subscribe for, or convert securities into, shares in the Company up to the nominal amount of authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation. The directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time

1. The first part of the document is a letter from the President of the United States to the Congress, dated January 3, 1862. It is a very important document, as it contains the President's annual message to Congress. The letter is written in a formal, dignified style, and it is one of the most important documents in the history of the United States. It is a document that has been read and studied by many generations of Americans, and it is a document that has shaped the course of the nation's history.

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(subject to the said section 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

4.5 In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

## 5 TRANSFER OF SHARES - SPECIFIED EVENTS

5.1 Where any of the specified events set out in article 5. 2 below occurs to a member the shares held by the member in question shall:-

5.1.1 cease to have the right to vote at any general meeting whilst they remain registered in the name of that member; and

5.1.2 shall be transferred within six months of the date of the specified event to a person eligible to hold shares in the Company in accordance with these Articles.

5.2 The specified events are:-

5.2.1 In the case of a solicitor, suspension or withdrawal of practising certificate, name being struck off or removed from the roll of solicitors, bankruptcy, death or subject to article 5.3 below, disqualification as a director pursuant to the Company Directors Disqualification Act 1986 or any other statute or rule of law;

5.2.2 In the case of an incorporated practice, revocation of its certificate of recognition.

5.3 Provided that if the requisite permission of the Council and any permission of the court required by law is obtained in accordance with the Rules a member who has been disqualified as a director may continue to hold shares.

5.4 Subject to article 5. 3 above, if a transfer has not occurred within six months of the date of the specified event the directors shall authorise one of the directors to execute a transfer of the said shares on behalf of the registered holder to some person eligible to be a member of the Company pursuant to article 2. 1 above. The receipt of the Company for the purchase money (if any) shall be a good discharge to the transferee of the shares. The Company shall pay the purchase money into a separate bank account.

5.5 Regulations 24, 29 to 31 (inclusive), 54 and 59 in Table A shall be read and construed in accordance with the foregoing provisions of this article 5.

## 6 TRANSFER OF SHARES – GENERAL

6.1 The directors may, in their absolute discretion, refuse to register any transfer of shares and shall do so where the transfer would result in:-

6.1.1 any person other than one eligible to be a member of the Company pursuant to article 2.1 above becoming a member; or

6.1.2 the Company ceasing to be wholly owned and directed by solicitors and/or incorporated practices;  
or

6.1.3 any other breach of the Rules.

6.2 Regulation 24 in Table A shall be modified accordingly.

6.3 If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, together with their reasons for the refusal. Regulation 25 in Table A shall not apply to the Company.

## 7 PROCEEDINGS AT GENERAL MEETINGS

7.1 No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. 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 corporate member, shall be a quorum.

7.2 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting 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; and if at an adjourned meeting a quorum is not present within half an hour from the time

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*Journal of Management Studies*, 37(6), 809–824  
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20. The following information was obtained from the records of the Department of Social Services, New York City, for the period from January 1, 1964, to December 31, 1964:

appointed therefore such adjourned meeting shall be dissolved.

7.3 Regulations 40 and 41 in Table A shall not apply to the Company.

## 8 VOTES OF MEMBERS

8.1 Subject to these Articles and to the Rules and to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporate body) is present by a duly authorised representative or proxy, not being himself a member entitled to vote, shall have one vote and on a poll every member present as aforesaid shall have one vote for every share of which he is the holder.

8.2 A member shall not tender a vote in breach of the Rules and any vote so tendered shall not be accepted.

8.3 Where a member fails to disclose or furnish any information, document or other matter which he is required to disclose or furnish to the Company under article 2.2 the directors may resolve that no vote shall be tendered or accepted in respect of any share held by him until the member shall have disclosed or furnished the information, document or other matter required. Notice of the passing of such resolution shall forthwith be given to the member affected thereby.

8.4 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in any form which is usual or which the directors may approve.

8.5 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in any form which is usual or which the directors may approve.

8.6 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. A member present at a meeting by more than one proxy shall be entitled to speak at the meeting through each of the proxies but the proxies together shall be entitled to only one vote on a show of hands. In the event that the proxies do not reach agreement as to how their vote should be exercised on a show of hands, the voting power is treated as not exercised. Regulation 54 in Table A shall, be modified accordingly.

8.7 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

8.8 A vote given or poll demanded by proxy or by the duly authorised representative of a corporate member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

8.9 Resolutions under section 168 of the 2006 Act for the removal of a director before the expiration of his period of office and under section 510 of the 2006 Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.

8.10 Regulations 54 to 59 (inclusive) in Table A shall be read and construed in accordance with the provisions of this article 8 and regulations 60, 61 and 63 in Table A shall not apply to the Company.

## 9 DIRECTORS

9.1 Unless and until otherwise determined by the Company by ordinary resolution in general meeting, the number of the directors shall not be subject to any maximum and the minimum number of directors shall be one and regulation 64 in Table A shall not apply to the Company.

9.2 Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly.

9.3 Regulations 76 to 79 (inclusive) in Table A shall not apply to the Company.

1. The first part of the report is a general introduction to the project, which includes a statement of the problem, the objectives of the study, and a brief description of the methodology used.

2. The second part of the report is a detailed description of the data collection process, including the sources of the data, the methods used to collect the data, and the steps taken to ensure the accuracy and reliability of the data.

3. The third part of the report is a discussion of the results of the study, which includes a summary of the findings, an interpretation of the results, and a comparison of the results with previous research.

4. The fourth part of the report is a conclusion, which summarizes the main findings of the study and provides recommendations for future research. This section also includes a list of references to the literature cited in the report.

5. The final part of the report is an appendix, which contains supplementary material that is not included in the main body of the report. This may include raw data, additional tables, or other information that is relevant to the study but too large to include in the main text.

- 9.4 Notwithstanding any other provision of these Articles, no person shall be appointed as a director unless he is a member of the Company and remains eligible to be a member under the provisions of article 2.1 above or has been permitted to remain a member under the provisions of article 5.3 above.
- 9.5 The directors may require a director or a prospective director to furnish any information, document or other matter which the directors may think necessary for the purpose of enabling the directors to establish that any director or prospective director is eligible to remain in office or to be appointed as a director and generally for the purpose of enabling the Company to comply with the 1980 Act, the Rules and the Company's Articles. The director or prospective director shall furnish the information, document or other matter required within such period as may be determined by the directors.
- 9.6 Subject always to article 9.4 above, no member shall be appointed a director at any general meeting unless either:-
- 9.6.1 he is recommended by the directors; or
- 9.6.2 not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that member for appointment, together with notice signed by that member of his willingness to be appointed.
- 9.7 Subject always to articles 9.4 and 9.6 above, the Company may by ordinary resolution appoint any member who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 9.8 Subject always to article 9.4 above, the directors may appoint a member who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 9.9 Provided that any appointment under articles 9.7 and 9.8 above does not cause the number of directors to exceed any number determined in accordance with article 9.1 above as the maximum number of directors and for the time being in force.
- 9.10 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall, after registration of the deceased's shares in the name of a person eligible to be a member of the Company and subject to article 9.4 above, have the right by notice in writing to appoint that registered member to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to article 9.7 above. For the purpose of this article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder.
- 9.11 Any director who is made subject to a disqualification order under the Company Directors Disqualification Act 1986 or otherwise becomes disqualified by law or pursuant to these Articles from being a director shall forthwith notify the Council and the Company and shall supply a copy of any applicable disqualification order to both.

## 10 DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 10.1 The office of a director shall forthwith be vacated:-
- 10.1.1 if he ceases to be a member of the Company;
- 10.1.2 if by notice in writing to the Company he resigns the office of director;
- 10.1.3 if he becomes bankrupt or insolvent or makes any arrangement or composition with his creditors;
- 10.1.4 if he is admitted to hospital following an application for treatment under the Mental Health (Care and Treatment) (Scotland) Act 2003;
- 10.1.5 if he is removed from office by a resolution duly passed under section 168 of the 2006 Act;
- 10.1.6 if he is prohibited from being a director by any order made under the Company Directors Disqualification Act 1986 or by virtue of any other provision or rule of law provided that if the requisite permission of the Council and any permission of the court required by law is obtained in accordance with the Rules a director who has been disqualified as a director may continue to hold office as a director or a person who is disqualified may be appointed as a director. For the avoidance of doubt, any person subject to a disqualification order which prohibits him from being a director of an incorporated practice which is a

1. The first part of the report discusses the general situation of the country and the progress of the work during the year. It also mentions the results of the various committees and the work of the different departments.

2. The second part of the report discusses the results of the various committees and the work of the different departments.

3. The third part of the report discusses the results of the various committees and the work of the different departments.

company shall immediately cease to be a director and shall not apply for permission as aforesaid.

10.2 Regulation 81 in Table A shall be modified accordingly.

#### 11 ALTERNATE DIRECTORS

11.1 The directors may not appoint alternate directors and regulations 65 to 69 (inclusive) in Table A shall not apply to the Company.

#### 12 GRATUITIES AND PENSIONS

12.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

12.2 Regulation 87 in Table A shall not apply to the Company.

#### 13 POWERS AND PROCEEDINGS OF DIRECTORS

13.1 The directors shall at all times exercise their powers and the powers of the Company in accordance with article 3.1 above and regulation 70 in Table A shall be read and construed accordingly.

13.2 Regulation 88 in Table A shall be read and construed as if the third sentence were omitted therefrom.

13.3 Subject to article 13.4, the directors may, in accordance with section 175(5)(a) of the 2006 Act, authorise any matter which would otherwise involve or may involve a director breaching his duty under section 175(1) of the 2006 Act to avoid conflicts of interest (a "Conflict").

13.4 When a Conflict is considered by the directors the director seeking authorisation in relation to the Conflict and any other director with a similar interest:

13.4.1 shall not count in the quorum nor vote on a resolution authorising the Conflict; and

13.4.2 may, if the other directors so decide, be excluded from the board meeting while the Conflict is considered.

13.5 Each director shall comply with his obligations to disclose his interest in existing and proposed transactions or arrangements with the Company pursuant to sections 177 and 182 of the 2006 Act.

13.6 Save in relation to a resolution authorising a Conflict, 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 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.

13.7 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

#### 14 BORROWING POWERS

14.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act 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.

#### 15 COMMUNICATION BY MEANS OF A WEBSITE

15.1 Subject to the provisions of the 2006 Act, a document or information may be sent or supplied by the Company to a person by being made available on a website.

#### 16 THE SEAL

16.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two directors, by a director and the secretary or, if there is only

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one director and no secretary in office, by the sole director. The obligation under regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

16.2 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.

## 17 PROTECTION FROM LIABILITY

17.1 For the purposes of this article:

17.1.1 a "Liability" is any liability incurred by a director in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office or any liability incurred by an auditor in connection with any negligence, breach of duty or breach of trust by him in relation to the Company occurring in the course of the audit of accounts; and

17.1.2 "Associated Company" shall bear the meaning referred to in section 256 of the 2006 Act.

17.2 Subject to the provisions of the 2006 Act and without prejudice to any protection from liability which may otherwise apply:

17.2.1 the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability; and

17.2.2 every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.

17.2.3 Regulation 118 in Table A shall not apply to the Company.

## 18 WINDING UP

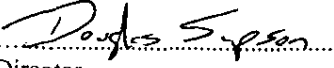
18.1 In regulation 11 7 of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division".

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Name and Description of each subscriber

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Douglas Simpson

  
Director

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Dated 10<sup>th</sup> March 2015

COMPANY No. SC494630

THE COMPANIES ACTS 2006

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COMPANY HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION

- of -

HEALTH LAW LIMITED

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1. The first part of the report is a summary of the work done during the year.

2. The second part of the report is a detailed account of the work done during the year.

3. The third part of the report is a summary of the work done during the year.

4. The fourth part of the report is a summary of the work done during the year.

5. The fifth part of the report is a summary of the work done during the year.

THE COMPANIES ACTS 2006

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COMPANY HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION

- of -

HEALTH LAW LIMITED

- 1 The Company's name is "HEALTH LAW LIMITED".
- 2 The Company's registered office is to be situated in Scotland.
- 3 The Company's objects are:-
  - 3.1 To carry on business consisting of the provision of professional services such as Are provided by solicitors PROVIDED THAT such business shall at all times be conducted in accordance with the requirements of the 1980 Act, the Rules and any other rules or regulations applicable to the conduct of business by solicitors and solicitors' incorporated practices.
  - 3.2 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
  - 3.3 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any trade marks, patents, copyrights, trade secrets, or other intellectual property rights, licences, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
  - 3.4 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on the business or any part of the business which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
  - 3.5 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
  - 3.6 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
  - 3.7 To lend and advance money or give credit on any terms with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to

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secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- 3.8 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 3.9 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 3.10 To apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.11 To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- 3.12 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- 3.13 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- 3.14 To promote or form any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- 3.15 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- 3.16 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 3.17 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares or other securities of the Company credited as paid up in full or otherwise as may be thought expedient.
- 3.18 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or company to pay the same.
- 3.19 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, 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 any company which is a subsidiary of the Company or the holding company 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 and to the spouses, widows, widowers, children and other relatives and dependants of such persons; to make payments towards

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4. The fourth part of the report is a conclusion. It summarizes the main findings of the study and provides recommendations for future research.

5. The fifth part of the report is a list of references. It includes all the sources used in the study.

6. The sixth part of the report is an appendix. It contains additional information that is not included in the main text of the report.

7. The seventh part of the report is a glossary. It defines the key terms used in the study.

8. The eighth part of the report is a bibliography. It lists all the sources used in the study.

9. The ninth part of the report is a list of figures. It includes all the figures used in the study.

10. The tenth part of the report is a list of tables. It includes all the tables used in the study.

11. The eleventh part of the report is a list of abbreviations. It includes all the abbreviations used in the study.

12. The twelfth part of the report is a list of acronyms. It includes all the acronyms used in the study.

13. The thirteenth part of the report is a list of symbols. It includes all the symbols used in the study.

14. The fourteenth part of the report is a list of units. It includes all the units used in the study.

15. The fifteenth part of the report is a list of variables. It includes all the variables used in the study.

16. The sixteenth part of the report is a list of parameters. It includes all the parameters used in the study.

17. The seventeenth part of the report is a list of constants. It includes all the constants used in the study.

18. The eighteenth part of the report is a list of functions. It includes all the functions used in the study.

19. The nineteenth part of the report is a list of procedures. It includes all the procedures used in the study.

20. The twentieth part of the report is a list of results. It includes all the results used in the study.

insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law); 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 spouses, widows, widowers, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

3.20 Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition.

3.21 To distribute among the members of the Company in kind any property of the Company of whatever nature.

3.22 To procure the Company to be registered or recognised in any part of the world.

3.23 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

3.24 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

3.25 AND so that:-

3.25.1 None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, 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 by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.

3.25.2 None of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each sub-clause contained the objects of a separate Company.

3.25.3 The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

3.25.4 In this clause:-

"the Act" means the Companies Act 1985

"the 1980 Act" means the Solicitors (Scotland) Act 1980

"the Rules" means the Solicitors (Scotland) (Incorporated Practices) Practice Rules 2011

and any reference to any enactment or other statutory provision shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4 The liability of the members is limited.



COMPANY No. SC494630

THE COMPANIES ACTS 2006

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

HEALTH LAW LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share each.

Name of each subscriber

Authentication of each subscriber

I. Douglas Simpson

*Douglas Simpson*

Dated 10<sup>th</sup> March 2015