

COMPANY NUMBER: 02785715

**THE COMPANIES ACT 1985**  
**AND**  
**THE COMPANIES ACT 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**

MONDAY



(Amended by special resolution passed on 9 July 2019)

OF

**AUTISM CARE (PROPERTIES) LIMITED (the "Company")**

**PRELIMINARY**

1. In these articles the following words and expressions have the following meanings:

Parent Company	a company which is the registered holder of not less than 90% of the issued shares;
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Table A	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 (S.I. 1985 No 1052) and the Companies Act 1985 (Electronic Communications) Order 2000 (S.I. 2000 No 3373).
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A reference in these articles to a "regulation" is a reference to the regulation of that number in Table A.

2. The regulations contained in Table A, apart from regulations 8-22, 24-26, 64-69, 73-80, 86, 89, 94 and 118, apply to the company except insofar as they are inconsistent with these articles.

**Share Capital**

3. The share capital at the date of the adoption of these articles is £50,000 divided into 50,000 shares of £1 each.

**Transfer of shares**

4. The directors shall register a transfer of shares which is presented for registration duly stamped.

**General meetings**

5. Regulation 37 is amended by replacing "a date not later than eight weeks after receipt of the requisition" with the words "a date not later than twenty-eight days after receipt of the requisition".

6. 6.1. The first sentence of regulation 38 is amended by deleting "or a resolution appointing a person as a director".

6.2. Notices of meetings need not be given to the directors as such and regulation 38 is modified accordingly.

7. If and so long as there is a Parent Company, its representative shall be the only person to constitute a quorum at general meetings. Regulation 40 is modified accordingly.

8. 8.1. If and so long as there is only one member of the company, a decision taken by the

member, which may be taken in general meeting, is as effective as if agreed by the company in general meeting.

- 8.2. A decision taken by a sole member under Article 8.1 (unless taken by way of a written resolution) shall be recorded in writing and a copy shall be provided to the company.

#### **Votes of members**

9. 9.1 The notice appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:
- 9.1.1. in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting; or
- 9.1.2. (notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting):
- 9.1.2.1. in the case of an instrument in writing be deposited with the Chairman 30 minutes before the commencement of the meeting or adjourned meeting; or
- 9.1.2.2 in the case of an electronic communication be received not less than 24 hours before the commencement of the meeting or adjourned meeting
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 9.2 Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it.
- 9.3 For the avoidance of doubt, any reference to "writing" in this Article excludes the writing on a visual display unit, faxes, telexes or e-mail.

#### **Number of directors**

10. The minimum number of directors is one and, unless otherwise determined by ordinary resolution, the number of directors is not subject to a maximum. A sole director may exercise all the powers and discretions given to the directors by these articles.

#### **Alternate directors**

11. A director shall not be entitled to appoint an alternate director to represent him at meetings of the directors or of committees.
- Accordingly:
- 11.1. regulation 88 is amended by deleting the last sentence; and
- 11.2. regulation 93 is amended by deleting from and including the words "but a resolution signed by an alternate director" to the end of the regulation.

#### **Appointment and retirement of directors**

12. The directors are not subject to retirement by rotation. The last sentence of regulation 84 is accordingly deleted.
13. Any person who is willing to act may be appointed as a director, either to fill a casual vacancy or as an additional director, by the Parent Company (if there is one) giving notice to the company of the appointment or (if there is no Parent Company) by a resolution of the directors.
14. A director is not required to hold qualification shares.

#### **Disqualification and removal of directors**

- 15 Regulation 81 is amended:
- 15.1. by replacing "notice to the company" in paragraph (d) with "by notice delivered to the office or tendered at a meeting of the directors"; and
- 15.2. by adding at the end the following paragraph:

"(f) he is served a written notice, signed on behalf of the Parent Company (if there is one) or, if there is no Parent Company, signed by or on behalf of the holder of shares conferring a majority of the voting rights conferred by all the shares, requiring him to resign."

16. A person is not disqualified from being a director by having attained any particular age.

**Directors' appointments and interests**

17. Regulation 84 is amended by replacing "the directors may appoint" with "the directors may, with the approval of the Parent Company (if there is one), appoint".
18. Regulation 85 is amended by replacing "provided that he has disclosed to the directors the nature and extent of any material interest of his" with "provided that he has obtained the approval of the Parent Company (if there is one)".

**Directors' gratuities and pensions**

19. Regulation 87 is amended by replacing "The directors may provide benefits" with "The directors may, with the approval of the Parent Company (if there is one), provide benefits".

**Proceedings of directors**

20. The quorum for the transaction of the business of the directors is two except when there is only one director. When there is only one director, he may exercise all the powers conferred on directors by these articles.
21. A director may participate in a meeting of the directors or of a committee of which he is a member by conference telephone or similar communications equipment by means of which all the persons participating in the meeting can hear each other. Participation in a meeting in this manner is treated as presence in person at the meeting.
22. Regulation 91 is amended by replacing "The directors may appoint one of their number to be the chairman of the board of directors" with "The Parent Company (if there is one) may appoint and remove the chairman of the board of directors by notice to the company. If and so long as the position of chairman is vacant, the directors may appoint one of their number to be the chairman".
23. A director may vote at a meeting of the directors or of a committee on a resolution which concerns or relates to a matter in which he has, directly or indirectly, an interest but he remains obliged in any event to declare his interest in accordance with section 317 of the Act.

**Minutes**

24. Regulation 100 is amended by replacing paragraphs (a) and (b) with "of all proceedings of general meetings and meetings of the directors".

**Dividends**

25. Regulation 103 is amended by replacing "Subject to the provisions of the Act, the directors may pay interim dividends" with "Subject to the provisions of the Act and with the approval of the Parent Company (if there is one), the directors may pay interim dividends".

**Accounts**

26. Regulation 109 is amended by replacing "No member shall (as such) have any right of inspecting any accounting records" with "No member, other than Parent Company (if there is one), shall (as such) have any right of inspecting any accounting records".

**Liability**

27. For the purposes of the Article a "Liability" is any liability incurred by a person 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 and "Associated Company" shall bear the meaning referred to in section 309A(6) of the Act. Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply:

- 27.1 the directors shall with the approval of the Parent Company have the power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company

(not being a director or auditor of the Company), insurance against any Liability; and

- 27.2 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 loss or liability incurred by him in defending any proceedings 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.

### **Pledged shares**

- 28.1 Notwithstanding anything to the contrary in or incorporated in these Articles or otherwise:

- (a) any pre-emption rights conferred on existing members of the Company or any other person and any other restrictions on, or conditions applicable to, the transfer of shares (in each case, whether contained or incorporated in these Articles or otherwise) shall not apply to; and
- (b) the directors of the Company will register and may not refuse to register nor suspend the registration of,

any transfer of shares where such transfer is:

- (i) to:
  - (A) a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a **Financial Institution**) or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a **Security**) that benefits such Financial Institution; or
  - (B) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a **Receiver**) pursuant to powers granted to it under the Security;
- (ii) delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; and / or
- (iii) executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security.

- 28.2 Notwithstanding anything to the contrary in or incorporated in these Articles or otherwise, any present or future lien on shares howsoever arising which the Company has shall not apply in respect of any shares which have been charged by way of Security to a Financial Institution or which are transferred in accordance with the foregoing provision.