

Company Number 08164674

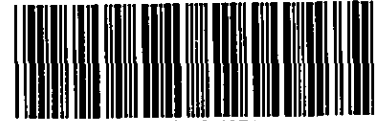
PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

RLO ORCHARD CARE LIMITED (Company)

01-09-2013

SATURDAY



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07/09/2013

#1

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (Resolution)

SPECIAL RESOLUTION

That the articles of association be deleted in their entirety and the articles of association attached and initialled for the purposes of identification be adopted in their place

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution hereby irrevocably agrees to the Resolution.

Signed for and on behalf of **REAL LIFE**

OPTIONS by

DAVID WANDLESS

DAVID WILKIN

HELEN PARKINSON

PETER REEVE

David Wandless
[Signature]
[Signature]
P. J. Reeve

Date

01-09-2013

NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Michelle Mathers at Ford & Warren Solicitors, Westgate Point, Westgate, Leeds, LS1 2AX

You may not return the Resolution by any other method

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

- 3 Unless, by ^{scribble} 28 October 2013, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date



Company Number: 08164674

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

JW.
DW.
PSR.
HP.

ARTICLES OF ASSOCIATION

RLO Orchard Care Limited

Incorporated on 1st August 2012

(Adopted by written resolution on the 01st day of September 2013)

Ford & Warren Solicitors

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

RLO Orchard Care Limited

1 PRELIMINARY

- 1 1 The model articles of association for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No 3229) (the "Model Articles") shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "Articles")
- 1 2 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
- 1 3 Model Articles 2, 3, 9(2), 13, 14, 16, 17(1), 18(d) and (e), 19(5), 21, 22(1) and 30(4) do not apply to the Company
- 1 4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles
- 1 5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa
- 1 6 Any references in these Articles to a member who is a company acting through its corporate representatives, its vote, decisions or other acts or omissions shall only be valid and effective where that company has acted in accordance with its own Memorandum and Articles of Association and any relevant bye-laws

2 DEFINED TERMS

- 2 1 Model Article 1 shall be varied by the inclusion of the following definitions

"appointor" has the meaning given in Article 8 1,

"Board of Management" means all those persons for the time being appointed to perform the duties as a director of the Company,

"secretary" means the secretary of the Company, if any, appointed in accordance with Article 7 1 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary,

"Special Board Consent" means the consent of at least 75% of the directors present and voting in person (or through an alternate director under Article 10) at any meeting of the Board of Management, and

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered

3. LIABILITY OF MEMBERS

- 3 1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for -

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves

3 2 The contribution amount guaranteed by each of the members under Article 3 1 may be changed with the unanimous consent of all the members (subject to the Companies Act 2006)

4 THE BOARD OF MANAGEMENT

4 1 The Company will have a Board of Management comprising not less than two nor more than twenty directors

4 2 The Board of Management will comprise of such number of executive and such number of non-executive directors (to include co-opted directors mentioned in Article 4 6) as the members resolve from time to time by special resolution

4 3 Nominations to the Board of Management will be conducted in such manner as the Board of Management will direct

4 4 A director will, subject to Article 8 below, hold office until the next annual general meeting following her/his election

4 5 On expiration of the period of office for which he/she was elected, a director will be eligible for re-election (subject to Article 8)

4 6 The Board of Management may co-opt up to four persons to serve on the Board of Management. Such co-opted persons will have full voting rights at Board of Management meetings and will serve until the annual general meeting following their co-option or until removed or replaced by the Board of Management or until they resign

4 7 Each director present at a meeting of directors must declare the nature and extent of their interest in the transaction or arrangement to be considered at the meeting in accordance with the applicable requirements of Section 177 of the Companies Act 2006 (Duty to declare interest in proposed transaction or arrangement), Section 182 of the Companies Act 2006 (Declaration of interest in existing transaction or arrangement), Section 184 of the Companies Act 2006 (Declaration made by notice in writing) and Section 185 of the Companies Act 2006 (General notice treated as sufficient declaration). Once so declared by a director he/she may vote in respect of any such transaction or arrangement (subject to Chapter 2 of Part 10 of the Companies Act 2006)

4 8 Directors may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Board of Management or general meetings of the Company, any other meeting of the members, or otherwise in connection with the business of the Company

4 9 Any director will be entitled to charge and be paid all usual professional or other charges for work done on behalf of the Company by her/him or her/his firm when so instructed by the Board of Management, provided that nothing will authorise a director or his/her firm to act as auditor to the Company

5. POWERS AND DUTIES OF THE BOARD OF MANAGEMENT

5 1 Subject to a unanimous decision of the members to the contrary

- (a) the business of the Company will be managed by the Board of Management,

- (i) who may, pay all expenses of the formation of the Company as they think fit (to the extent not already paid), and
- (ii) who may, exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the members and/or the Company in general meeting or otherwise

5 2 Subject to Article 5 1, the Board of Management may from time to time adopt and amend bye-laws or rules for the regulation of the Company (or any sub-committee meetings referred to in Article 6 9) provided that any such bye-laws are not inconsistent with the Articles and/or the Companies Act 2006. All members and directors will be bound by such bye-laws whether or not they have received a copy of them. Bye-laws may be revoked by the Board of Management if required following unanimous resolution of all the members.

5 3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company will be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Board of Management will from time to time direct (subject to Article 4 1).

5 4 Without prior prejudice to its general powers (subject to Article 5 1), the Board of Management may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

6 PROCEEDINGS OF THE BOARD OF MANAGEMENT

6 1 Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit (subject to these Articles and the Companies Act 2006).

6 2 Questions arising at any meeting will be decided by a majority of votes (unless Special Board Consent is required), with each director entitled to vote having one vote. In the case of an equality of votes, the chairman of the meeting will have a casting or second vote.

6 3 A director may, summon a meeting of the Board of Management by giving seven days written notice to each director. It will not be necessary to give notice of a meeting of the Board of Management to any director for the time being absent from the United Kingdom. In the event of extremely urgent business a Board of Management meeting may be called by shorter notice.

6 4 The quorum necessary for the transaction of the business of the Board of Management will be two directors. At least one of which should be an executive director employed by the Company or its sole member and one of which should be a non-executive director.

6 5 The Board of Management may act regardless of any vacancy in their body, but, if and so long as their number is less than the minimum prescribed in these Articles, the Board of Management may act for the purpose of increasing the number of Board of Management directors or of summoning a general meeting of the Company, but for no other purpose.

6 6 At every Board of Management meeting the chairman of the Company will preside as chairman of the meeting, but in the event of her/his absence fifteen minutes after the time set for the commencement of the meeting the directors present will choose one of their number to be chairman of the meeting, whose function will be to conduct the business of the meeting in an orderly manner.

- 6 7 The Board of Management will cause accurate records to be made, in books provided for that purpose, of
- (a) the names, details and dates of appointment of all persons appointed to office,
 - (b) the names of the directors, officers, members and other persons present at all general meetings, Board of Management meetings, meetings of any class of members and meetings of the sub-committee,
 - (c) minutes of all proceedings and resolutions at all such meetings
- 6 8 All such records and minutes will be open to inspection during normal working hours by any member, any director and by any person authorised by the Company in general meeting
- 6 9 The Board of Management may delegate any of their powers to sub-committees consisting of such directors of their body and/or the members as they think fit. Any sub-committee so formed will in the exercise of the powers so delegated conform to any regulations imposed on it by the Board of Management or the members as applicable
- 6 10 All acts done by any meeting of the Board of Management or by any person acting as a director will, even if it be afterwards discovered that there was some defect in the appointment of any director or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director
- 6 11 The Board of Management may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights
- 6 12 Any director or member of a sub-committee may participate in a meeting of the directors or members of such committee by means of conference telephone or other means of telephone, radio, televisual or internet based communication whereby all the persons participating in the meeting can hear each other. Any such person participating in such a meeting will be deemed to be present in person at such meeting and will be entitled to vote or be counted in the quorum accordingly. Such meeting will be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is, and the word 'meeting' shall be construed accordingly

7. UNANIMOUS DECISIONS

- 7 1 Model Article 8(2) is amended by the deletion of the words "copies of which have been signed by each eligible director" and the substitution of the following "where each eligible director has signed one or more copies of it" in its place. Model Article 8(2) shall be read accordingly

8 TERMINATION OF DIRECTOR'S APPOINTMENT

- 8 1 In addition to the events terminating a director's appointment set out in Model Articles 18(a) to (c) inclusive and (f), a person ceases to be a director as soon as -
- (a) that person is, or may be suffering from mental disorder and either -
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under mental health legislation for the time being in force in any part of the United Kingdom, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or which wholly or partly prevents that person from

personally exercising any powers or rights which that person otherwise would have, or

- (b) that person is absent from three successive meetings of the Board of Management without special leave of absence from the Board of Management and the Board of Management pass a resolution that he/she by reason of such absent vacate their office, provided that any director so expelled will first be given the opportunity to make representations to the Board of Management
- (c) that person, fails in the opinion of the Board of Management to declare his/her interest in any transaction or arrangement as referred to in Article 4 7

9. SECRETARY

- 9 1 The Board of Management may appoint a secretary to the Company for such period, for such remuneration and upon such conditions as they think fit, and any secretary so appointed by the Board of Management may be removed by them

10 ALTERNATE DIRECTORS

- 10 1 (a) Any director (the "appointor") may appoint as an alternate any other director, member or any other person approved by Special Board Consent, to -
- (i) exercise that director's powers, and
 - (ii) carry out that director's responsibilities,
- in relation to the taking of decisions by the directors in the absence of the alternate's appointor
- (b) Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors. The notice must -
- (i) identify the proposed alternate, and
 - (ii) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of his appointor
- 10 2 (a) An alternate director has the same rights to participate in any directors' or sub-committees' meeting or decision of the directors reached in accordance with Model Article 8, as the alternate's appointor
- (b) Except as these Articles specify otherwise, alternate directors -
- (i) are deemed for all purposes to be directors,
 - (ii) are liable for their own acts or omissions,
 - (iii) are subject to the same restrictions as their appointors, and
 - (iv) are not deemed to be agents of or for their appointors
- (c) A person who is an alternate director but not a director -
- (i) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and
 - (ii) may sign or otherwise signify his agreement in writing to a written resolution in accordance with Model Article 8 (but only if that person's

appointor has not signed or otherwise signified his agreement to such written resolution)

No alternate may be counted as more than one director for such purposes

- (d) An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the remuneration payable to that alternate's appointor as the appointor may direct by notice in writing made to the Company
- (e) Model Article 20 is modified by the deletion of each of the references to "directors" and the replacement of each such reference with "directors and/or any alternate directors"

10 3 An alternate director's appointment as an alternate terminates -

- (a) when his appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,
- (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor would result in the termination of the appointor's office as director,
- (c) on the death of his appointor, or
- (d) when his appointor's appointment as a director terminates

11. MEMBERS

11 1 The members and any corporate member by its corporate representatives, may in their absolute discretion (and in accordance with its constitution, in relation to a corporate member) admit into membership any person aged at least eighteen years old and who supports the objects of the Company

12. TERMINATION OF MEMBERSHIP

12 1 Unless all the members determine otherwise (subject to the Companies Act 2006)

- (a) the rights and privileges of a member will not be transferable nor transmissible, and
- (b) all such rights and privileges attached to any member will cease upon the member ceasing to be a member,

12 2 A member will cease to be a member immediately upon

- (c) ceasing (in the opinion of all the other members) to fulfil the qualifications for membership as specified in Article 5 1, or
- (d) he/she resigning in writing to the Company, or
- (e) if an individual, dying, or
- (f) being expelled by the unanimous decision of all the other members for conduct prejudicial to the Company (provided that a member whose expulsion is proposed will have the opportunity to make representations to the other members, either personally at a meeting of the members or in writing)

13. WRITTEN RESOLUTION OF MEMBERS

13 1 (a) Subject to Article 13 1(b), a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company

- (b) The following may not be passed as a written resolution and may only be passed at a general meeting -
 - (i) a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office, and
 - (ii) a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office

13 2 On a written resolution every member has one vote

14. NOTICE OF GENERAL MEETINGS

- 14 1 (a) A general meeting may be convened by the Board of Management (with Special Board Consent) whenever it thinks fit or by the member. Every notice convening a general meeting of the Company must comply with the provisions of -
- (i) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting, and
 - (ii) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies
- (b) Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company

15. QUORUM AT GENERAL MEETINGS

- 15 1 (a) If and for so long as the Company has one member only, one member entitled to vote on the business to be transacted, who is present at a general meeting in person or by proxy or, in the event that the member is a corporation, by a sufficient number of corporate representatives as required by its constitution, is a quorum
- (b) If and for so long as the Company has more than one member, then a quorum will be at least three quarters of the total membership each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by proxy or, in the event that any member present is a corporation, by a sufficient number of corporate representatives as required by its constitution, are a quorum
- (c) Model Article 27(1) is modified by the addition of a second sentence as follows -
- "If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved "

16. VOTING AT GENERAL MEETINGS

- 16 1 On a vote on a resolution at a general meeting on a show of hands or on a poll, every member present in person, by proxy or (being a corporation) by corporate representatives has one vote
- 16 2 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs
- 16 3 Any decisions of the Company to merge with any other organisation, dispose of the whole or a substantial part of the Company's undertaking or assets (whether or not as a going concern) or to acquire the whole or a substantial part of another organisation's

undertaking or assets (whether or not as a going concern) will be for the unanimous resolution of the members

17 DELIVERY OF PROXY VOTES

- 17 1 Model Article 31(1) is modified, such that a "proxy notice" (as defined in Model Article 31(1)) and any authentication of it demanded by the directors must be received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote, and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid

18 COMMUNICATIONS

- 18 1 Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website
- 18 2 A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company
- 18 3 (a) If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting
- (b) If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied
- (c) If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website
- (d) For the purposes of this Article 18 3, no account shall be taken of any part of a day that is not a working day

19 COMPANY SEALS

- 19 1 Model Article 35(1) is modified, such that any common seal of the Company may be used by the authority of the directors or any committee of directors
- 19 2 Model Article 35(3) is modified by the deletion of all words which follow the "," after the word "document" and their replacement with "the document must also be signed by -
- (a) one authorised person in the presence of a witness who attests the signature, or
- (b) two authorised persons"