

**COMPANY NUMBER: 2274515**

**RESOLUTIONS**

**OF**

**THE QUALITY OF LIFE LIMITED ("the Company")**

**Passed on 23 January 2018**

The following special resolution was duly passed on 23 January 2018 by way of written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006:

**SPECIAL RESOLUTION**

**THAT** the Company adopt new articles of association in the form set out in the appendix to this document.



**MARK OLDHAM**  
Company Secretary

THURSDAY



\*A6YCKLS8\*

A11

25/01/2018

#322

COMPANIES HOUSE

# ARTICLES OF ASSOCIATION

## OF

### THE QUALITY OF LIFE LIMITED

(Adopted by written special resolution passed on 23 January 2018)

---

#### **1 Adoption of Model Articles**

In these articles "the Model Articles" means the Model Articles contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these articles. The Model Articles shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations of articles of the company. Table A contained in Schedule 1 of the Companies (Tables A to F) Regulations 1985 as amended prior to the date of adoption of these articles shall not apply.

#### **2 Company name**

The company's name is THE QUALITY OF LIFE LIMITED.

#### **3 Registered office**

The company's registered office is situated in England and Wales.

#### **4 Liability of members**

The liability of the members of the company is limited to the amount, if any, unpaid on the shares held by them.

#### **5 Interpretation**

Words and expressions which bear particular meanings in the Model Articles shall bear the same meanings in these articles. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form. Headings are for convenience only and shall not affect construction. In these articles "the Act" means the Companies Act 2006, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to a provision of the Act includes a

reference to any statutory modification or re-enactment of that provision for the time being in force.

**6 Rights attached to shares**

Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Article 22 of the Model Articles shall not apply.

**7 Lien**

The Company shall have no lien in respect of any share charged pursuant to any security interest created by the Company.

**8 Unissued shares**

Subject to the provisions of the Act and to these articles, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine.

**9 Authority to issue relevant securities**

Subject to any direction to the contrary which may be given by the company in general meeting, the directors are unconditionally authorised to exercise all powers of the company to allot relevant securities.

**10 Exclusion of pre-emption rights**

The pre-emption provisions in section 561 of the Act and the provisions of sub-sections 562(1) to 562(5) inclusive of the Act shall not apply to any allotment of the company's equity securities.

**11 Transfer of shares**

The directors may not refuse to register, or to suspend the registration of, a transfer of any shares. Article 26(5) of the Model Articles shall not apply.

**12 Notice of general meetings**

Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of

them. It is not necessary for the notice to specify the general nature of the business to be transacted.

### **13 Votes of members**

At a general meeting, but subject 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 (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

### **14 Delivery of proxies**

The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Article 46(4) of the Model Articles shall not apply.

### **15 Alternate directors**

Any director (other than an alternate director) may appoint any other director or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

### **16 Power to provide for employees**

The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

### **17 Power to receive uncalled monies**

The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

**18 Appointment and removal of directors by majority shareholders**

Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was nominated).

**19 Appointment of directors by board**

*Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.*

**20 No share qualification**

No shareholding qualification for directors shall be required.

**21 Disqualification and removal of directors**

The office of a director shall be vacated not only upon the happening of any of the events mentioned in article 18 of the Model Articles but also if he is removed from office pursuant to these articles. Article 18 of the Model Articles shall be modified accordingly.

**22 Directors' gratuities and pensions**

The directors may exercise all of the powers of the company to provide benefits, either 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 the relations, connections or dependants 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 body corporate any may contribute to any fund and pay premiums for the purchase or provisions of any such benefit. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company.

**23 Notice of board meetings**

Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned. A director absent or intending to be absent from

the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively. Article 9 of the Model Articles shall be modified accordingly.

#### **24 Participation in board meetings by telephone**

All or any member of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall 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. Article 10 of the Model Articles shall be modified accordingly.

#### **25 Directors may vote when interested**

A director who to his knowledge is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any existing or proposed transaction or arrangement in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Article 14 of the Model Articles shall not apply.

#### **26 Authorisation under section 175 of the Act**

For the purposes of section 175 of the Act, the directors may authorise any matter proposed to them in accordance with these articles which would, if not so authorised, involve a breach of duty by a director under that section, including, without limitation, any matter which relates to a situation in which a director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the company. Any such authorisation will be effective only if:

- (a) any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and
- (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

The directors may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions they expressly impose but such authorisation is otherwise given to the fullest extent permitted. The directors may vary or terminate any such authorisation at any time.

For the purposes of these articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

**27 Director may contract with the company and hold other offices etc**

Provided that he has disclosed to the directors the nature and extent of his interest (unless the circumstances referred to in section 177(5) or section 177(6) of the Act apply, in which case no such disclosure is required) a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested;
- (b) may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director; and
- (c) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate:
  - (i) in which the company is (directly or indirectly) interested as shareholder or otherwise; or
  - (ii) which is the parent undertaking of the company or a subsidiary undertaking of any parent undertaking of the company; or
  - (iii) with which he has such a relationship at the request or direction of the company or any parent undertaking of the company or a subsidiary undertaking of any parent undertaking of the company.

**28 Remuneration, benefits etc.**

A director shall not, by reason of his office, be accountable to the company for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate:

- (a) the acceptance, entry into or existence of which has been approved by the directors pursuant to article 26 (subject, in any such case, to any limits or conditions to which such approval was subject); or

- (b) which he is permitted to hold or enter into by virtue of paragraph (a), (b) or (c) of article 27,

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

## **29 Notification of interests**

Any disclosure required by article 27 may be made at a meeting of the directors, by notice in writing or by general notice or otherwise in accordance with section 177 of the Act.

## **30 Duty of confidentiality to another person**

A director shall be under no duty to the company with respect to any information which he obtains or has obtained otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this article applies only if the existence of that relationship has been approved by the directors pursuant to article 26. In particular, the director shall not be in breach of the general duties he owes to the company by virtue of sections 171 to 177 of the Act because he fails:

- (a) to disclose any such information to the directors or to any director or other officer or employee of the company; and/or
- (b) to use or apply any such information in performing his duties as a director of the company.

## **31 Consequences of authorisation**

Where the existence of a director's relationship with another person has been approved by the directors pursuant to article 26 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the company by virtue of sections 171 to 177 of the Act because he:

- (a) absents himself from meetings of the directors at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or
- (b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the company and/or for such documents and information to be received and read by a professional adviser,



*for so long as he reasonably believes such conflict of interest or possible conflict of interest subsists.*

**32 Without prejudice to equitable principles or rule of law**

The provisions of articles 30 and 31 are without prejudice to any equitable principle or rule of law which may excuse the director from:

- (a) disclosing information, in circumstances where the disclosure would otherwise be required under these articles; or
- (b) attending meetings or discussions or receiving documents and information as referred to in article 31, in circumstances where such attendance or receiving such documents and information would otherwise be required under these articles.

**33 Company name**

The company's name may be changed by decision of the directors.

**34 Notices to joint holders**

In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders.

**35 Time of service**

Any notice or other document, if sent by post, shall be deemed to have been served or delivered *twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.* Any notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent.

**36 Commissions**

The company may exercise the powers of paying commissions conferred by the Act.