

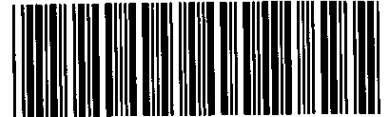
Company Number: 05265423

**WRITTEN RESOLUTION**

**OF**

**CAPSTONE FOSTER CARE (NORTH) LIMITED (the "Company")**

TUESDAY



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09/05/2017

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COMPANIES HOUSE

Circulation Date: 3 May 2017 ("Circulation Date")

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 an ordinary resolution and a special resolution (the "**Resolutions**"):

**ORDINARY RESOLUTION**

" **THAT** pursuant to the terms of a facility letter from AIB Group (UK) plc ("**the Bank**") to grant term loan facilities to Capstone Foster Care Limited ("**the Parent**") ("**the Facilities**") to finance the funding requirements of in relation to the acquisition of FosterCare UK Limited by Capstone Foster Care (South East) Limited ("**the Buyer**"), the following document (which secured and was a condition of the Facilities) be approved and the director of the Company be authorised to execute the same on behalf of the Company:-

- a cross corporate guarantee to be entered into the Parent, the Buyer, Capstone Foster Care (South West) Limited, Vision Fostering Agency Limited, the Company, Classic Foster Care Limited, Welcome Foster Care and FosterCare UK Limited in favour of the Bank "

**SPECIAL RESOLUTION**

" **THAT** the articles of association of the Company be amended by the deletion of article 14(a) and the insertion in its place of the following new article 5:-

**"TRANSFER OF SHARES**

5. Notwithstanding anything contained in these Articles or in the Companies Act 2006 Model Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:
  - 5.1 is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a **Secured Institution**);
  - 5.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
  - 5.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security
  - 5.4 and furthermore notwithstanding anything to the contrary contained in these Articles or in the Companies Act 2006 Model Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to provide any prior written notice to the Company or to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder

shall have any right under the Articles or otherwise to require such shares to be transferred to them whether for consideration or not.

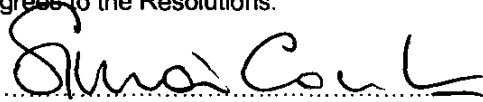
The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution and the provisions of Regulation 11 of Table A relating to liens over shares shall not apply in respect of any such shares."

## **AGREEMENT**

**Please read the notes at the end of this document before indicating your agreement to the Resolutions.**

The Undersigned, being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signature: .....



Print Name: Simon Constantine  
(As authorised signatory of Capstone Foster Care Limited)

DATED 3 May 2017

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## **Notes**

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document within the space provided and return it to the Company.
2. If you are indicating agreement to the Resolutions on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
3. Please note that once you have agreed to the Resolutions, you may not revoke your agreement.
4. If you do not agree to the Resolutions, you do not have to do anything further: you will not be deemed to agree if you fail to reply.
5. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to be passed, it will lapse. If you therefore agree to the Resolutions please ensure that it is received by the Company within 28 days of the Circulation Date.

THE COMPANIES ACT 1985  
THE COMPANIES ACT 1989

A Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

~~BARBARA (UK) LIMITED~~

CAPSTONE FOSTERLARE (NORTH) LIMITED

PRELIMINARY

1. The company shall be a private company within the meaning of the Companies Act 1985 (hereinafter referred to as the Act). In these Articles the expression the Act means the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. The Regulations contained in 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 (such table being hereinafter called Table A) shall apply to this company subject to any exclusion or modification hereinafter expressed. Regulations 23, 24, 50, 61, 64, 65, 66, 73, 74, 75, 80, 81, 89, 94, 95, 97, 99, 101 and 118 of Table A shall not apply to the company.

SHARES

3. Sections 89 to 94 inclusive of the Act shall apply to the company in their entirety. Any shares not accepted pursuant to the procedure set out therein shall be under the control of the directors who may allot, grant options over or otherwise dispose of the same as they think fit; provided that in the case of shares not accepted as aforesaid such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the members.
4. Subject to Article 3 hereof, the directors are unconditionally authorised for the purpose of Section 80 of the Act to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation.

SHARE TRANSFERS

~~5. The directors may in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid up share.~~ SEE RIDER 1

6. The instrument of transfer of a fully paid up share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

DIRECTORS

7. Unless and until otherwise determined by the company in General Meeting the number of directors (other than alternate directors) shall not be less than one nor more than seven. If at any time and from time to time there shall be only one director of the company, such director may act alone in exercising all the powers and authorities vested in the directors.
8. The directors shall have power at any time, and from time to time, to appoint any person to be a director but so that the total number of directors (excluding alternate directors) shall not exceed the limit fixed by the preceding regulation.

9. The first director or directors of the company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Act. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall, when one director only is in office, be one, and shall, when more than one director is in office, be two.
10. The directors alone may decide without the need for a shareholders meeting the amount and type of borrowing subject to no limit of any sort.
11. 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 as aforesaid 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.
12. Any director (other than an alternate director) may appoint to and remove from office any other director or any other person approved by unanimous resolution of all the directors for the time being of the company and willing to act, to be an alternate director and act in his place.
13. An alternate director shall be entitled to receive notice of all meetings of directors and to attend all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company save that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct.
14. A Director, or otherwise approved person as in clause 12 of these Articles, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.
15. The office of director shall be vacated if:
  - a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
  - b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - c) he 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 the Mental Health Act 1983 or, in Scotland, the Mental Health (Scotland) Act 1960, or any subsequent Acts replacing or amending the aforesaid Acts, or
    - (ii) an order is made by a court having jurisdiction (whether in the UK or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - d) he resigns from office by written notice delivered to the company at its registered office or tendered at a meeting of directors.
16. No person shall be disqualified from being or becoming a director by reason only of having attained the age of 70 years.

## MANAGING DIRECTORS AND MANAGERS

17. The directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he ceases from any cause to be a director.
18. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the directors may determine.

## SECRETARY

19. i) Subject to the provisions of the Act the Secretary shall be appointed by the directors for such term, at such remuneration, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
- ii) The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Act.

## THE SEAL

20. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is to be affixed and unless otherwise so determined it shall be signed by a Director and by the Company Secretary or a second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Clause 101 of Table A shall not apply to the Company.
- (b) 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.

## CHAIRMAN'S CASTING VOTE

21. The Chairman (if any) shall not have a casting vote and Regulation 50 of Table A shall be deleted and Regulation 88 of Table A amended accordingly

## Names, Addresses and Description of Subscribers

AR Corporate Services Limited  
12-14 St. Marys' Street, Newport, Shropshire, England, TF10 7AB  
Company Registration Agent

AR Nominees Limited  
12-14 St. Marys' Street, Newport, Shropshire, England, TF10 7AB  
Company Registration Agent

Dated 20 October 2004

## **RIDER 1 TRANSFER OF SHARES**

5. Notwithstanding anything contained in these Articles or in the Companies Act 2006 Model Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:
- is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a **Secured Institution**);
  - is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
  - is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security
  - and furthermore notwithstanding anything to the contrary contained in these Articles or in the Companies Act 2006 Model Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to provide any prior written notice to the Company or to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them whether for consideration or not.

The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution and the provisions of Regulation 11 of Table A relating to liens over shares shall not apply in respect of any such shares.