

*The Companies Acts 1985 - 1989*

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

*Of*

WELCOME FOSTER CARE LIMITED  
~~FAITH FOSTER CARE LIMITED~~  
CRN. 06350870

B

1 PRELIMINARY

1 1 Interpretation

In these articles

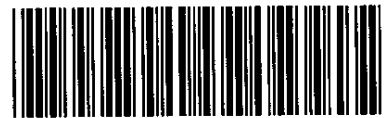
- (a) "Table A" means the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A - F) (Amendment) Regulations 1985,
- (b) words and expressions bear the same meaning as they would do if contained in Table A,
- (c) headings are included only for convenience and shall not affect meanings, and
- (d) references to regulations are to regulations in Table A unless otherwise stated

1 2 Table A to apply

Table A shall apply to the Company save insofar as excluded or varied hereby or inconsistent herewith and Table A (save as so excluded varied or inconsistent) and the articles hereinafter contained shall be the regulations of the Company

2 SHARE CAPITAL

WEDNESDAY  
FRIDAY



\*A786BRPL\*  
A11 15/06/2018 #322  
COMPANIES HOUSE  
\*R77I7SWQ\*  
RM 06/06/2018 #28  
COMPANIES HOUSE

## 2 1 Authorised share capital

The share capital of the Company is **£100** divided into **100** ordinary shares of **£1** each

## 2 2 Allotment of shares

The directors are authorised for the purposes of section 80 of the Companies Act 1985 to allot, grant options over or otherwise deal with or dispose of any unissued shares of the Company to such persons on such terms and in such manner as the directors think proper up to a total issued share capital of the Company of **£1,000,000** at any time during the period of five years from the date of incorporation (but the directors are authorised to allot securities after the expiry of the 5 years if they are allotted in pursuance of an offer or agreement made by the Company before the expiry of the 5 years)

*The general authority conferred on the directors by the preceding article may be revoked, varied, renewed or further renewed (such renewal not to exceed a period exceeding 5 years) by an ordinary or other resolution of the Company in general meeting*

By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to (6) of that Act shall not apply to any allotment of shares pursuant to the authority conferred by the two preceding articles

## 3 LIEN

The lien conferred by regulation 8 shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any persons indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders

## 4 CALLS

The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

## 5 TRANSFER OF SHARES

- 5.1 The directors shall not refuse to register any transfer of any shares or interest in shares other than in accordance with this article or with regulation 24 No shares and no interest in shares shall be transferred to any infant, person in bankruptcy during their bankruptcy, or person of unsound mind and the directors shall refuse to register any such transfer

5.2 SEE RIDER 1

## 6 PROCEEDINGS AT GENERAL MEETINGS

### 6.1 Quorum at adjourned meeting

If a quorum is not present at any adjourned meeting as is referred to in regulation 41, then, provided that the member present holds not fewer than 75% in nominal value of the shares of the Company in issue, any resolution agreed to by such member shall be as valid and effectual as if it had been passed unanimously at a general meeting of the Company duly convened and held

### 6.2 Written resolution

A resolution in writing may be signed on behalf of a corporation by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative Regulation 53 shall be extended accordingly Regulation 53 (as extended) shall apply with necessary changes to resolutions in writing of any class of members of the Company

### 6.3 Conference telephones

Any member or member's proxy or duly authorised representative (being a corporation) may participate in a general meeting or a meeting of a class of members of the Company by means of conference telephones or similar communications system whereby all those participating in the meeting can hear and address each other Such participation shall be deemed to constitute presence in person (or by proxy or authorised representative as appropriate) at such meeting for all purposes including that of establishing a quorum A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting

### 6.4 Single member

If and for so long as the company has only one member

- (a) if that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act,
- (b) any decision taken by a sole member pursuant to the preceding subparagraph shall be recorded in writing and delivered by that member to the company for entry in the company's minute book,
- (c) if that member is also a director of the company and enters into a contract with the Company (other than a contract entered into in the ordinary course of business), the terms of the contract shall, unless the contract is in writing, be set out in a written memorandum or be recorded in the minutes of the first meeting of the directors following the making up of the contract,
- (d) regulation 57 shall not apply,
- (e) at a meeting that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum and regulation 40 shall be amended accordingly, and
- (f) all provisions of these articles and of Table A shall be construed so as to be consistent with the Company only having one member

#### 6 5 Proxies

An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority may be handed to the chairman of the relevant meeting Regulation 62 shall not invalidate such an instrument

### 7 DIRECTORS

#### 7 1 Number of directors

The number of directors (unless the shareholders of the Company otherwise determine by ordinary resolution) shall not be fewer than one but shall not be subject to any maximum Regulation 64 shall be modified accordingly If there is only one director of the Company the quorum for the transaction of the business by the directors shall be one Regulation 89 shall be modified accordingly

7 2 Appointment of directors

A member or members holding 75% or more of the voting rights in the Company may from time to time by notice to the Company appoint any person to be a director and to remove from office any director so appointed and to appoint another person in his place

7 3 No age limit for directors

Any adult person may be appointed or elected as a director whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age

7 4 No retirement by rotation

The directors shall not be subject to retirement by rotation and references thereto in regulations 73 to 80 shall be disregarded

7 5 Disqualification and removal of directors

The office of director shall be vacated

- (a) if any of the events specified in regulation 81 occur,
- (b) if he shall in writing offer to resign and the directors shall resolve to accept such offer,
- (c) if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, or
- (d) if he shall be removed from office by notice in writing signed either by all his co-directors (being at least two in number) [or by a member or members holding 75% or more of the voting rights in the Company], but so that if the director holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company

7 6 Remuneration of directors

Any director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the directors may determine. Regulation 82 shall be extended accordingly.

7.7 Directors' interests

A director may (and any firm or company of which he is a partner or member or director may) act in a professional capacity for the Company or any body corporate in which the Company is in any way interested subject to disclosure of interest in terms of regulation 85.

On any matter in which a director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him there under or in consequence thereof. Regulations 94 to 98 shall not apply.

7.8 Conference telephone meetings

Any director may participate in a meeting of directors or of a committee of the directors by means of a conference telephone or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participants in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

8 THE SEAL

If the Company does not have a common seal regulation 1 shall be amended accordingly, the obligation in regulation 6 relating to the sealing of a share certificate shall not apply and regulation 101 shall not apply.

9 DIRECTORS' BORROWING POWERS

The directors may exercise all the powers of the Company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge over its undertaking, property and uncalled capital, or any part thereof and subject in the case of any

security convertible into shares to section 80 of the Act 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

10 NOTICE

10 1 In accordance with regulation 111 any notice to be given to or by any person pursuant to these articles shall be in writing except that a notice calling a meeting of the directors need not be in writing

10 2 Any notice to be given under these articles may be delivered personally or sent by first class post (airmail if overseas) or by telex or facsimile Regulation 112 shall not apply

10 3 The address for service of any notice shall be as follows

in the case of a member or his legal personal representative or trustee in bankruptcy	such member's address as shown in the Company's register of members of the Company,
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in the case of a director	his last known address or at the address notified by him to the Company for that purpose,
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in the case of a meeting of the directors	the place of the meeting,
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in the case of the Company	its registered office, and
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in the case of any other person	to his or its last known address
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10 4 Any notice to be given under these articles shall be deemed to have been served and be effective

(a) if delivered personally, at the time of delivery,

- (b) if posted, on receipt or at the expiry of two Business Days (or in the case of airmail four Business Days) after it was posted, whichever occurs first,
  - (c) if sent by telex or facsimile, at the time of transmission (if sent during normal business hours, that is 9 30 to 17 30 local time in the place to which it was sent) or (if not sent during such normal business hours) at the beginning of the next day in the place to which it was sent, and
  - (d) if sent by cable or telegram, at the time of delivery
- 10 5 For the purposes of the preceding article, "Business Day" means any day other than a Saturday, Sunday, or any day that is a public holiday in the place, or places, at which the transaction or notice in question is being effected
- 10 6 In proving such service it shall be sufficient to prove that personal delivery was made, or that the notice was properly addressed stamped and posted or in the case of a telex that the intended recipient's answerback code is shown on the copy retained by the sender at the beginning and end of the message or in the case of a facsimile that an activity or other report from the sender's facsimile machine can be produced in respect of the notice showing the recipient's facsimile number and the number of pages transmitted Regulation 115 shall not apply
- 10 7 Any notice may consist of one or more documents (including a telex, facsimile, cable or telegram) each signed by or on behalf of or otherwise emanating from the person giving the notice The signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its authorised corporate representative
- 10 8 In the case of joint holders of a share all notices shall be given to the joint holder whose name stands first in the register of members of the Company in respect of the joint holding Notice so given shall constitute notice to all the joint holders
- 10 9 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 facsimile 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 retrospectively or prospectively Regulation 88 of Table A shall be modified accordingly



## 11 INDEMNITY

- 11 1 Subject to the provisions of and so far as may be permitted by law, every director, auditor, secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court Regulation 118 shall not apply

*Without prejudice to the provisions of regulation 87, or to the preceding article, the directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of any relevant company (as defined in the following article) or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any relevant company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in relation to their duties, powers or offices in relation to any relevant company, or any such pension fund or employees' share scheme*

- 11 3 For the purpose of the preceding article, "relevant company" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or such other body

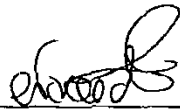
Names and Addresses of  
Subscribers

Number of  
Shares taken  
by each  
Subscriber

Signature of  
each Subscriber

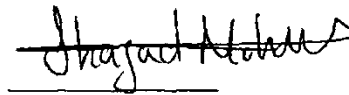
Mr NAVEED ALI,  
of 28 FILLEBROOK ROAD,  
LONDON E11 4AT

50



Mr SHAZAD MOHAMMED  
of 79 ERSKINE ROAD  
LONDON E17 6SA

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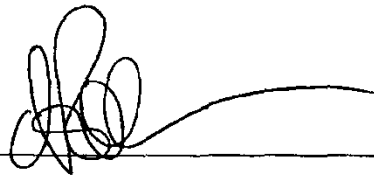


Total Shares taken

100

Dated, Tuesday 10<sup>th</sup> of July 2007

Signature of witness



Full name of witness

NADEEM ALI

Address

8 OFFLEY HOUSE

WYKE ESTATE

LONDON E9 6HQ

Occupation

PLUMBER

## **RIDER 1 TRANSFER OF SHARES**

5.2 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.