

Company Number: 06723149

COMPANIES ACTS 1985 TO 2006

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

ESSEX CARES LIMITED



(as amended by a resolution dated **[dated]**)

- 1 The name of the company is Essex Cares Limited.
 - 2 The registered office of the company is to be situated in England and Wales.
 3. The objects for which the company is established are:
 - 3.1 to acquire and hold controlling and other interests in the share or loan capital of any company or companies and in particular in companies engaged in the business or businesses of
 - (a) such commercial activities as shall facilitate the inclusion and employment of people who have learning difficulties and/or mental or physical disabilities or impairments but would benefit from exposure to a working environment;
 - (b) sourcing, delivery and fitting in service users' homes equipment for the support of people who are impaired in matters of everyday living; and/or
 - (c) sourcing, delivery and providing in service users' homes services for the support of people who are impaired in matters of everyday living
- AND to provide financial, managerial and administrative advice, services and assistance for any company in which this company is interested, and for any other company.

- 3.2 to design, manufacture and deal in any materials, articles or components, and to provide any services, which may be required for the purposes of a business of the above description, or which may be conveniently or advantageously made or supplied in connection with it;
- 3.3 to apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trade marks, formulae, designs, design rights, drawings, licences, concessions and the like, conferring any exclusive or limited right to use, or any secret or other information as to, any invention which may seem capable of being used for any purpose of the company, or the acquisition of which may seem calculated to benefit the company; and to use, exercise, develop or grant licences in respect of, or otherwise turn to account, the property, right or information so acquired.
- 3.4 to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the company's objects, or any of them; and to obtain from any such government or authority any rights, privileges, licences, contracts and concessions; and to carry out, exercise and comply with any such arrangements, rights, privileges, licences, contracts and concessions.
- 3.5 to provide administrative, financial and other services and facilities for any company in which this company is interested, or for any other persons;
- 3.6 to sell or dispose of the undertaking or any property or assets of the company for such consideration as may be thought fit, including the share or loan capital or other obligations of any body corporate;
- 3.7 to acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which may seem capable of being advantageously combined with or of complementing any activity of the company, or of any person or company possessed of property suitable for any purpose of the company.
- 3.8 to amalgamate or enter into partnership or into any consortium or arrangement for sharing of funding or profits, co-operation or joint venture with any person or company carrying on or engaged in or about to carry on or engage in any operation capable of being conducted so as directly or indirectly to benefit the company.

- 3.9 to borrow or raise money in any manner, and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the company, and in particular by the issue of debentures secured on all or any of the company's property (both present and future), including its uncalled capital; and to purchase, redeem or pay off any such securities.
- 3.10 to guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the company or not, notwithstanding the fact that the company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein;
- 3.11 to do all or any of the above things either alone or as a member of a partnership, trading group or consortium, and in any part of the world;
- 3.12 to establish or contribute to the support of associations, institutions, funds and trusts calculated to benefit present or former employees or directors of the company or of its subsidiaries or the dependants or connections of any such persons; to grant or insure the provision of pensions and allowances; to support educational enterprises and establishments; and to subscribe or guarantee money for charitable or benevolent objects, or for any cultural or sporting event, performance or exhibition.
- 3.13 to establish and maintain any non-contributory or contributory pension life assurance or superannuated funds for the benefit of, and pay or provide donations, gratuities, pensions and allowances to, present and former directors and employees of the company or of any other company in which it is interested, or any other persons in whose welfare the company or any such other company is or has been interested, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons, and to do any of these things either alone or in conjunction with or through any other company;
- 3.14 to establish and contribute to any scheme for the purchase or subscription by trustees of shares in the company to be held for the benefit of the company's employees, and to lend

money to the company's employees, to enable them to purchase or subscribe for shares in the company and to formulate and carry into effect any scheme for sharing the profits of the company with employees or any of them.

- 3.15 to carry on any other activity and do anything of any nature which may seem to the directors capable of being conveniently carried on or done by the company in connection with the above, or may seem to the directors calculated directly or indirectly to benefit the company;

AND the objectives specified in each sub-clause of this clause shall, unless otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other sub-clause or the order in which such objects are stated or the name of the company or the nature of any business carried on by the company, but shall be construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and independent company

PROVIDED that whilst any member is an entity constituted by statute or is an entity controlled or influenced by an entity constituted by statute the foregoing objectives shall be limited to such as would be available to that entity in its own right

AND FURTHER PROVIDED that the company shall borrow or raise money and make capital investments only in accordance with such business plans or appropriate funding/investment proposals as have received the prior written approval of a majority of the shareholders in the company.

- 4 The liability of the members is limited to the amount (if any) for the time being unpaid on the shares held by them respectively.
- 5 The share capital of the company is £1,000 divided into 1,000 shares of £1 each.

Company Number: 06723149

COMPANIES ACTS 1985 TO 2006

Private Company Limited by Shares

ARTICLES OF ASSOCIATION
of
ESSEX CARES LIMITED

(as amended by a resolution dated **[dated]**)

1. Preliminary

- 1.1 The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (as amended) ('Table A') shall apply to the company save in so far as they are hereby modified or excluded.
- 1.2 Regulations 8 to 22 inclusive, 24, 25, 26, 64, 76 to 79 inclusive, and 89 and 94 of Table A shall not apply to the company.
- 1.3 References in Table A and in these Articles to writing shall include typewriting, printing, lithography, photography, telex and fax messages and other means of representing or reproducing words in a legible and non-transitory form.
- 1.4 In these Articles 'the Act' means the Companies Act 1985 as amended and 'Holding Company' means a company which is the registered holder of not less than 90% of the issued shares.
- 1.5 The company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public.

2 Shares and allotment

- 2.1 At the date of the adoption of these Articles the share capital of the company is £1,000 divided into 1,000 shares of £1 each.
- 2.2 The directors may unconditionally exercise the power of the company to allot relevant securities (within the meaning of Section 80(2) of the Act)
- 2.3 The general authority conferred by this Article shall:
- 2.3.1 extend to all relevant securities of the company unissued as at the date of adoption of this article;
 - 2.3.2 expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the company in general meeting; and
 - 2.3.3 entitle the directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.
- 2.4 Subject to and without prejudice to the generality of the provisions of Article 4 below any shares unissued at the date of the adoption of these Articles and any shares hereafter created shall be under the control of the directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.
- 2.5 In accordance with Sections 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the company.
- 2.6 The directors shall register a transfer of shares which is presented for registration duly stamped.

3 Proceedings at general meetings

- 3.1 Regulation 40 of Table A shall be deleted and the following substituted therefor:

'No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote being a member registered as the holder of not less than 90% of the issued shares or a

proxy for such member or a duly authorised representative of a holding company shall be a quorum'.

- 3.2 A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
- 3.3 Notices of meetings need not be given to the directors as such and Regulation 38 of Table A is modified accordingly.
- 3.4 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.
- 3.5 A decision taken by a sole member of the company under paragraph 3.4 of this Article (unless taken by way of written resolution) shall be recorded in writing and a copy provided to the company.

4 Votes of members

- 4. An instrument appointing a proxy shall be deemed to confer authority to vote on any amendment or a resolution put to the meeting for which it is given as the proxy thinks fit and shall be valid as well for any adjournment of the meeting as for the meeting to which it relates.

5 Appointment, disqualification and removal of directors

- 5.1 The directors shall not be liable to retire by rotation.
- 5.2 A director shall not be required to hold any share qualification.
- 5.3 The minimum number of directors shall be 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 company by these Articles.
- 5.4 The company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

5.5 If and so long as there is a Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as and against all other provisions of these Articles:

5.5.1 the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company may at any time and from time to time appoint any person to be a director or remove from office any director however appointed but so that in the case of a managing director his removal from office shall be deemed an act of the company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office;

5.5.2 no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company;

5.5.3 any or all powers of the directors shall be restricted in such respects and to such extent as the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company may by notice to the company from time to time lawfully prescribe.

5.6 Any such appointment, removal, consent or notice shall be in writing served on the company and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose or by a member registered as the holder of not less than 90% of the issued shares of the company. No person dealing with the company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

6 Proceedings of the directors

6.1 The Board shall perform such duties and exercise such powers of the Company as the Members shall from time to time determine, and (except so far as the Members shall from time to time oth-

erwise determine or the regulations of the Company for the time being shall require) the Board shall manage and conduct, on behalf of the Company, the business and concerns of the Company.

- 6.2 Subject to the provisions of Section 317 of the Act, a director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulation 95 of Table A shall be modified accordingly and Regulation 96 shall not apply.
- 6.3 Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference, telephone or similar communications equipment whereby all participating in the meeting can hear each other and participation in such a meeting in this manner shall be deemed to constitute presence in person at such meeting.