

SEPARATOR SHEET



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15/06/2018
COMPANIES HOUSE

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THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF
VISION FOSTERING AGENCY ^{AS}
~~RURAL FOSTERCARE LIMITED~~
C.R.N. 06410274

1. Preliminary

Regulations 24, 64, 76 to 79 inclusive, 84, 94 to 97 inclusive, and 99 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies Act (Table A to F) (Amendment) Regulations 1985, the Companies (Table A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (hereinafter referred to as "Table A") shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

2. Definitions and interpretation

In these Articles of Association unless the context otherwise requires:-

"A Shareholder"	means the registered holder of any A Shares;
"A Shares"	means the ordinary A shares of £1.00 each in the capital of the Company;
"B Shareholder"	means the registered holder of any B Shares;
"B Shares"	means the ordinary B shares of £1.00 each in the capital of the Company;
"Shareholder"	means those persons holding shares in the Company of any class from time to time;

3. Shares

The share capital of the Company is £4,000,000 divided into 3,576,000 Ordinary A Shares of £1 each and 424,000 Ordinary B Shares of £1 each.

- The directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to exercise any power of the Company to allot shares and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital of the Company authorised but unissued at the date of incorporation of the Company at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in general meeting.
- Any shares proposed to be issued shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless

the Company shall be Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered and limiting a period (not being less than fourteen days) within which the offer if not accepted will be deemed to be declined. After the expiration of that period those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have within the said period accepted all the shares offered to them. Such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the directors who may allot grant options over or otherwise dispose of the same to such persons on such terms and in such manner 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 are offered to the members. In accordance with Section 91 of the Act Section 89(1) and Section 90(1) to (6) of the Act shall be excluded from applying to the Company.

6. Subject to the provisions of Chapter VII of Part V of the Act any shares may be issued on the terms that they are or at the option of the Company are liable to be redeemed.

7. Lien

Regulation 8 of Table A shall be modified so that the lien conferred therein shall attach also to fully paid-up shares and so that the Company shall also have a first and paramount lien on all shares whether fully paid or not standing registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all monies presently payable by him or his estate to the Company.

8. 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 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

9. Transfer of Shares

- 9.1 Any share may be transferred by a member to his or her spouse or lineal descendent and any shares of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the directors in their absolute discretion and without assigning any reason therefor may decline to register the transfer of any share whether or not it is a fully paid share.

9.2 SEE RIDER 1

10. Share rights

Income

- 10.1. Subject to the provisions of the Act, and the consent of all the directors, the directors may recommend a dividend in respect of one or more classes of shares to the exclusion of the other classes, or in respect of all classes of shares.
- 10.2. The Shareholders entitled to attend and vote at a general meeting shall, by ordinary resolution, resolve that such dividend shall be payable in respect of one or more classes of shares to the exclusion of the other classes, or in respect of all classes of shares.
- 10.3. If a dividend is declared in favour of the A Shareholders then the dividend shall be distributed amongst the A Shareholders in proportion to the paid up nominal amounts on the A Shares respectively held by them.

- 10.4. If a dividend is declared in favour of the B Shareholders then the dividend shall be distributed amongst the B Shareholders in proportion to the paid up nominal amounts on the B Shares respectively held by them.

Capital

- 10.5. On a return of capital on liquidation or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be paid to the shareholders pari passu as if the A Shares and B Shares were one class of shares in proportion to the paid up nominal amounts on the shares respectively held by them.

11. Votes of Members

Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote for each share of which he is the holder and on a poll every member shall have one vote for each share of which he is the holder.

12. Appointment of Directors

- 12.1. No person shall be appointed a director at any general meeting unless either:-

- a) he is recommended by the directors, or
- b) not less than fourteen nor more than thirty five clear days before the date appointed for the general meeting, notice executed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed.

13. Subject to Article 12 above, the Company may by Ordinary Resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

14. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 20 below as the maximum number of directors and for the time being in force.

15. A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:-

- a) to hear each of the other participating directors addressing the meeting; and
- b) if he so wishes, to address all of the other participating directors simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods

- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of article 16
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

16. Directors' Interests

A director who has disclosed his interest and the interest of any person who is for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the company) connected with the director and in the case of an alternate director any interest of his appointor in accordance with Regulation 85 of Table A and Section 317 of the Act may vote in respect of any contract proposed contract or any arrangement in which he is interested directly or indirectly and such director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

17. Any director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
18. Any director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a director provided that nothing herein contained shall authorise a director to act as auditor for the Company.

19. Retirement and Removal of Directors

19.1. The office of a director shall be vacated:-

- a) In any of the circumstances specified in Article 81 of Table A (any resignation of office being by notice in writing); or
- b) If the director becomes incapable by reason of illness or injury of managing and administering his property and affairs and paragraph (c) of Regulations 81 of Table A shall be modified accordingly;
- c) If a resolution signed by the holders of more than 50% of the issued shares capital of the Company requiring the director to vacate his office is delivered to the Company's registered office.

20. Number of Directors

The maximum number of directors shall not be more than ten but the Company by Ordinary Resolution in general meeting may reduce or increase this limit. The minimum number of directors shall be one. If and for so long as there is a sole director he shall have authority to exercise all powers vested in the directors generally.

21. Managing Directors and Managers

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 to remuneration and otherwise) as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. Any such appointment subject to the payment to the appointee of such compensation or damages as may be payable to him by reason thereof shall be automatically terminated if he cease from any cause to be a director.

22. Borrowing Powers

The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage charge or standard security over its undertaking property and uncalled capital or any part thereof and 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.

23. Secretary

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. If at any time there shall be no secretary or for any reason no secretary capable of acting the Directors may appoint an assistant or deputy secretary.

24. Notices

Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them and shall also be given to the directors and the auditors.

RIDER 1 TRANSFER OF SHARES

9.1. 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.