

Company Number: 10103229

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
HAPPY STEPS NURSERY
LIMITED**

(As adopted by special resolution passed on 31 October 2022)



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1. PRELIMINARY

The model articles contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles (the "**Model Articles**") shall apply to the Company except as in so far as they are modified or excluded by these Articles or are otherwise inconsistent with these Articles.

2. MODEL ARTICLE 7(2) - Directors to take decisions collectively

Model Article 7(2) of the Model Articles shall not apply to the Company and instead the following shall be applicable:

"7(2) If -

(a) the Company only has one director for the time being, and

(b) no provision of the Articles requires it to have more than one director,

the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of the Articles relating to directors' decision-making. A sole director shall be entitled to exercise all powers and discretions conferred on the directors by the Companies Act 2006 or the Articles and nothing in these Articles is to be construed as requiring the Company to have more than one director."

3. MODEL ARTICLE 11(2) - Quorum for directors' meetings

Model Article 11(2) of the Model Articles shall not apply to the Company and instead the following shall be applicable:

"11(2) The quorum for directors' meetings is any two directors, unless there is only one director in office for the time being then that director shall form a quorum."

4. **MODEL ARTICLE 14 - Conflicts of interest**

Model Article 14 of the Model Articles shall not apply to the Company and instead the following shall be applicable:

“14 Directors’ declaration of interests

- (1) A director who is in any way, whether directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest before the Company enters into the transaction or arrangement in accordance with the Companies Act 2006.
- (2) A director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest as soon as is reasonably practicable in accordance with the Companies Act 2006, unless the interest has already been declared under Article 14(1).
- (3) Subject to the disclosures required under Articles 14(1) and 14(2), a director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Company 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.
- (4) A director need not declare an interest under Articles 14(1) and 14(2) as the case may be:
 - (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (b) of which the director is not aware, although for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware;
 - (c) if, or to the extent that, the other directors (if any) are already aware of it, and for this purpose the other directors are treated as being aware of anything of which they ought reasonably to be aware; or
 - (d) if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a meeting of directors.”