

Company Number 5262368

Revised October 2015

Draft Version 7

THE COMPANIES ACT 2006

**ARTICLES OF ASSOCIATION
OF
CERETAS**

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**(A WHOLLY OWNED SUBSIDIARY OF
UNITED KINGDOM HOMECARE ASSOCIATION LIMITED
COMPANY NUMBER: 3083104)**

CONTENTS

	Page
PRELIMINARY	3
INTERPRETATION	4
MEMBERS	6
NOTICE OF GENERAL MEETINGS	7
GENERAL MEETINGS	8
VOTES OF MEMBERS	9
GENERAL PROXY	10
BYE-LAWS	11
THE BOARD	11
THE SEAL	15
MINUTES	15
NOTICES	16
COMMUNICATION WITH MEMBERS	17
INDEMNITY	18

PRELIMINARY

- 1 The Company's name is "CERETAS" hereafter called "the Company".
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The liability of the Members is limited, and every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the assets if it should be wound up while he is a Member, for payment of debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 4 The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Articles 2 to 35 inclusive, 40 to 45 inclusive, 50, 55, 57, 59, 60 to 62 inclusive, 64 to 69 inclusive, 72 to 80 inclusive, 82, 83, 88, 89, 101 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company.

INTERPRETATION

- 5 (A) In Article 1 of Table A, the definition of “the holder” shall be omitted.
- (B) Any reference to Table A to “directors” or to “a director” shall mean the Board or an individual Board Member respectively.
- (C) In these regulations:
- “the Act” means the Companies Act 2006.
- “Auditors” means the auditors of the Company from time to time.
- “Board” means the Board Members of the Company at the time and (where appropriate) includes the Board Members acting by written resolution.
- “Board Member” means any director of the Company.
- “Chair” means the chairman of the Board from time to time.
- “General Meeting” means a meeting of the Members of the Company, whether an extraordinary general meeting or annual general meeting.
- “in writing” means written, printed or lithographed, or partly one and another, and other modes of representing or reproducing words in a visible form.
- “Member” means a member for the time being of the Company who:
- (a) is appointed under Article 6; or
 - (b) was a member of the Company immediately prior to adoption of these Articles.
- “Parent” means UNITED KINGDOM HOMECARE ASSOCIATION LIMITED a company registered in England with registered number 3083104 and whose registered office is Sutton Business Centre, Restmor Way, Wallington, Surrey, SM6 7AH.
- (D) In the Articles:
- (i) terms defined in the Acts are to have the same meaning;

- (ii) references to the singular include the plural and vice versa and to the masculine include the feminine and neuter and vice versa;
- (iii) references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships;
- (iv) references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
- (v) references to Articles are to Articles of the Articles; and
- (vi) the Article headings are not to affect their interpretation.

MEMBERS

6

- 6.1 Such persons as are admitted to membership in accordance with these Articles shall be Members of the Company.
- 6.2 Subject to Article 6.3, the Board may appoint any person to become a Member of the Company.
- 6.3 No person shall be admitted as a Member of the Company unless:
 - 6.3.1 he has signed a written application to become a Company Member in such form as the Board requires;
 - 6.3.2 the Parent has approved that person's admittance as a Company Member in writing; and
 - 6.3.3 (if an individual) he is aged 18 years or over.
- 6.4 A corporation which is a Member shall be invited to nominate a person to act as its representative in the manner provided in Section 323 of the Act. Such representative shall have the right on behalf of the corporation (and to the extent only to which the corporation would if a person be entitled to do so) to attend meetings of the Company and vote thereat, and generally exercise all rights of membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be in writing.

7

- 7.1 The Board shall not be permitted to remove the Parent as a Member of the Company.
- 7.2 Except in the case of the Parent, the Board may:
 - 7.2.1 suspend a Member on such terms as the Board shall determine;
 - 7.2.2 expel a Member from the Company provided that he shall first have had reasonable opportunity to explain to the Board why he should not be removed.

- 7.3 On adoption of these Articles, every person except for the Parent shall cease to be a Member of the Company, so that the Parent shall be, for time being, the sole Member of the Company.
- 7.4 A person will cease to be a Member on delivering written notice of resignation to the Registered Office (except where to do so would result in the Company not having any Members, in which case the person will cease to be a Member only on the appointment of another person as a Member).
- 8 The Board shall cause to be kept a register of Members of the Company.
- 9 The privileges of membership shall not be transferable.
- 10 The Board shall establish a procedure whereby complaints against Members by the Company or other Members shall be determined.

NOTICE OF GENERAL MEETINGS

- 11 In the first sentence of Article 37 of Table A, the words "*or the Parent*" shall be inserted after the words "*and, on the requisition of members pursuant to the Act,*".
- 12 In Article 38 of Table A:
- 12.1 The words "*the notice shall be given to all the Members and to the Board Members and auditors*" shall be substituted for the last sentence.
- 13 Any motion signed by:
- 13.1 a Member as a proposer, another Member as a seconder and three other Members; or
- 13.2 the Parent
- and submitted to the Secretary not less than six weeks before the date of the annual General Meeting shall be placed on the Agenda and the terms of such motions shall be given in the notice of such annual General Meeting. This provision is in addition and without prejudice to any relevant section of the Act.

GENERAL MEETINGS

14

14.1 Any person may be invited to attend a General Meeting by the Board at the request of a Member or of its own motion provided that such invitation makes it clear on its face that the Members may resolve before, at the start of or during the course of the General Meeting that such invitees should be excluded from the proceedings of the General Meeting or from part thereof;

14.2 A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted:

15 All business shall be deemed special that is transacted at an extraordinary General Meeting, and also all that is transacted at an annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Board and Auditors, election of Non-Executive Board Members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

16 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. A quorum is one Member who is entitled to vote upon the business to be transacted present or in person or by duly authorised representative or proxy. No meeting is deemed quorate unless a representative from the Parent is in attendance, subject to Article 17.

17 A Member may be part of the quorum at a General Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment

18 If within 30 minutes from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as the Board determine. If at such adjourned meeting a quorum is not present within 30

minutes from the time appointed for holding the meeting the Members present shall be a quorum.

- 19 The Chair (if any) of the Board, if present, shall be the Chair at every General Meeting but if there be no such Chair, or if at any meeting he shall not be present at the time appointed for holding the same, or shall be unwilling to be Chair at the meeting, the Vice-Chair shall be the Chair of the meeting. Should he be unable or unwilling to be the Chair the Members present shall elect a person to be Chair at the meeting.
- 20 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. For meetings adjourned for less than thirty days the Members shall be entitled to not less than 7 days' notice of the adjournment and the business to be transacted at the adjourned meeting.
- 21 The order of business for General Meetings shall be approved by the Board and presented to the Members as the agenda for the meeting. Any alteration to the order of business shall be approved by the General Meeting.
- 22 The Chair shall indicate at the beginning of the meeting the time at which the meeting shall terminate, and unfinished business shall be deferred to an extraordinary General Meeting to be convened at a later date.

VOTES OF MEMBERS

- 23 All Members are entitled to speak and vote at a General Meeting.
- 24 Subject to Table A and as hereinafter provided, each Member shall have one vote.

- 25 In a circumstance where the Parent is not the only Company Member, the following resolutions (whether passed at a General Meeting or by a written resolution of the Company) may not be passed without the Parent in the case of a resolution taken at General Meeting) voting in favour of; or (in the case of a written resolution) consenting in writing to:
- 25.1 a resolution to amend these Articles or adopt new articles of association in place of these Articles;
 - 25.2 a resolution to wind up or otherwise dissolve the Company; or
 - 25.3 a resolution to remove a Board Member under section 168 of the Act.
- 26 Paragraph (d) of Article 46 of Table A shall be deleted and replaced with the words: "*(d) by the Parent,*"
- 27 On a poll, votes shall be given either personally or electronically by a Member showing a voting card or by proxy.
- 28 The instrument appointing a proxy shall be in writing under the hand of a Member's authorised representative and in accordance with Article 30. A proxy must be either an authorised representative of another Member of the Company or the Chair of the Meeting.
- 29 The instrument appointing a proxy shall be deposited at or sent to the Registered Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the proxy proposes to vote and in default the instrument of proxy shall not be treated as valid.
- 30 An appointment of a general proxy (where the proxy-holder may cast the vote(s) at his discretion having regard to what is said at the meeting) shall be in the following form:

GENERAL PROXY

I,, (please print) a Member of the Company hereby appoint

..... to vote for me and on my behalf in

respect of all matters transacted at the General Meeting of the Association to be held on and at every adjournment thereof.

As witness my hand (signature)

Date:

BYE-LAWS

31 The Company in General Meeting may make regulations, standing orders or bye-laws regulating the management of the Company, the conduct and conditions relating to meetings including general rules for debate, the conduct and condition relating to Members and in respect of such matters as are by these Articles required to be dealt within bye-laws and in respect of such other matters as the Company in General Meeting shall think fit provided that no bye-law (etc.) may be made or shall be valid if it shall contravene or be inconsistent with the Articles or where the Parent notifies the Company in writing that such bye-law shall not apply to the Company.

THE BOARD

32 The Board shall comprise no less than five and no more than twelve Board Members.

32.1 Notwithstanding any other provision in these Articles, the Parent shall be entitled to:

32.1.1 appoint from time to time all Board Members;

32.1.2 designate any board member as a Parent Board Member or remove such designation; and

32.1.3 remove all or any Board Member at any time (whether they are a Parent Board Member or not).

- 33 Any such appointment, designation or removal shall be made by the Parent giving notice in writing to the Company, which shall be effective on the later of the date received by the Company or the date specified in the notice.
- 34 Unless permitted to remain by the Parent in writing, all Board Members serving at the date these Articles were adopted will retire from office at the first Annual General Meeting following the adoption of these Articles.
- 35 Subject to the above, the Board may appoint further Board Members up to the maximum number set out at Article 32.
- 36 The Board may appoint and remove co-optees to the Board by simple majority, on such terms as the Board resolves. Co-optees shall be people who the Board consider, by reason of their special skills and interests, to have a particular contribution to make to the work of the Company.
- 37 Co-optees will not form part of the quorum and may not vote but may take part in discussions. Co-optees will be appointed for a term of not more than one year but may be re-appointed.
- 38 The “National Officers” of the Company shall consist of the Chair, Vice Chair, Honorary Secretary, Treasurer and such other persons as shall from time to time be appointed by the Board. Unless otherwise required by the Parent, National Officers’ will be elected to position by the majority vote of Board Members. Each Board Member is entitled to one vote.
- 39 Unless otherwise required by the Parent, a President may be appointed by the Board for such a term or terms and subject to such terms and conditions as it shall determine. A President may not also be a National Officer of the Company or a Board Member.

- 40 The management of the business of the Company shall be vested in the Board, which may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and are not by these Articles or the Act required to be exercised in General Meeting.
- 41 Without prejudice and in addition to the powers aforesaid the Board shall have the following special powers and duties:
- 41.1 The appointment of standing and other committees, boards, panels and working parties the members of which shall be chosen from among the authorised representatives of Members of the Company.
- 41.2 The administration and allocation of finances of the Company, including any trusts or benevolent funds created by the Company.
- 42 Subject to these Articles (including the relevant provisions of Table A), the Board may regulate meetings of the Board as it wishes.
- 43 The Board shall meet not less than three times in each year at such times as the Board or Chair shall decide.
- 44
- 44.1 Subject to the Articles, Board Members participate in a Board meeting, or part of a Board meeting, when:
- 44.1.1 the meeting has been called and takes place in accordance with the Articles; and
- 44.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 44.2 In determining whether Board Members are participating in a Board meeting, it is irrelevant where any Board Member is or how they communicate with each other.
- 44.3 If all Board Members participating in a Board Meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

- 45 Subject to Article 46, a quorum for the purposes of a meeting of the Board shall be the greater of:
- 45.1 50% of the total number of Board Members at the time the meeting takes place; or
 - 45.2 one.
- 46 Where the Parent has designated one or more Parent Board Members, there shall not be a quorum at a meeting of the Board unless at least one Parent Board Member is present.
- 47 Article 91 of Table A shall be amended as follows:
- 47.1 the following words shall be inserted at the beginning of the paragraph: “*Unless otherwise appointed by the Parent,*”; and
 - 47.2 the follows words shall be inserted at the end of the paragraph: “*The Parent may remove the Chair from the office of Chair (without affecting his position as a Board Member) at any time and may appoint any other Board Member as Chair in his place. Any Chair appointed by the Parent may not be removed by the Board Members, without the Parent’s consent in writing*”.
- 48 The Chair at any meeting of the Board shall have a second or casting vote to be exercised only in the event of a tied vote or on the authority of the Parent.
- 49 If at any meeting the Chair is not present at the time appointed for holding the meeting or is unwilling to chair the meeting then the Vice Chair shall chair the meeting. In the absence of both the Chair and the Vice Chair, the Board shall elect a member from within the Board to chair the meeting.
- 50 The Board may delegate any of their powers to committees consisting of such Board Member and other persons as they think fit, and any committees so formed shall, in the exercise of the powers so delegated, conform to any regulation or terms of reference imposed on it by the Board.
- 51 Where it is not feasible to convene a meeting of the Board or take a decision by a written resolution, the Chair is entitled to take urgent decisions outside of his delegated authority in accordance with the Company’s governance protocols. Any such action is to be reported to the Board at the next Board Meeting. The authority

described in this section does not extend to policy decisions, even if urgent, which should be the subject of a specially convened Board Meeting.

- 52 The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, 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.
- 53 In paragraph (c) of Article 94 of Table A the word “*debentures*” shall be substituted for the words “*shares, debentures or other securities*” in both places where they occur.
- 54 Subject to declaring an interest in accordance with Section 177 of the Act, Board Members may vote as such on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, 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; and Article 94 of Table A shall be modified accordingly.

THE SEAL

- 55 Where the Company has a seal, the seal shall not be affixed to any instrument except by the authority of a resolution of the Board and agreed in writing by the Parent and in the presence of at least one Non-Executive Board Member and of the Secretary and the said Non-Executive Board Member and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Company. Such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

MINUTES

- 56 The Secretary (or in the absence of a Secretary another person nominated by the Board from time to time) must keep minutes of all General Meetings.

- 57 The Board must arrange for minutes to be kept of all Board Meetings. The names of the Board Members present must be included in the minutes.
- 58 Copies of the draft minutes of Board Meetings must be distributed to the Board Members as soon as reasonably possible after the meeting and in any case not less than seven days before the next Board Meeting (unless the next Board Meeting is an urgent Board Meeting).
- 59 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Board Meeting (as regards minutes of Board Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.
- 60 The Board must keep minutes of all of the appointments made by the Board.

NOTICES

- 61 Notices under the Articles must be in writing except notices calling Board Meetings.
- 62 A Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 63 The Company may give a notice to a Member, Board Member, Secretary or auditor either:
- 63.1 personally;
 - 63.2 by sending it by first class post;
 - 63.3 by facsimile transmission;
 - 63.4 by leaving it at his address;
 - 63.5 by email;
 - 63.6 by posting it on the Company's website.

- 64 Notices under Article 63 may be sent:
- 64.1 to an address in the United Kingdom which that person has given the Company;
 - 64.2 to the last known home or business address of the person to be served;
 - 64.3 to that person's address in the Company's register of Members; or
 - 64.4 to an address not in the United Kingdom which that person has given the Company;
- 65 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 66 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 67 A copy of the notification from the system used by the Company to send emails that the email has been sent to the particular person will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent.
- 68 A notice posted on the Company's website will be deemed to have been given on the date on which the Members were notified that it was available, or on the date on which it was posted on the website, if later.
- 69 A notice may be served on the Company by delivering it or sending it to the Registered Office or by handing it to the Secretary.

COMMUNICATION WITH MEMBERS

- 70 The Board may provide the Company's Annual Report and any other documents as the Board shall from time to time decide, to Members electronically or by posting such documents on the Company's website.

PROVIDED THAT the Board shall provide a paper copy of any documents sent electronically or posted on the Company's website upon receipt of a written request from such from a Member.

INDEMNITY

71 Indemnity

71.1 A relevant Board Member of the Company or an associated company may be indemnified out of the Company's assets against:-

71.1.1 any liability incurred by that Board Member or in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;

71.1.2 any liability incurred by that Board Member in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act);

71.1.3 any other liability incurred by that Board Member as an officer of the Company or an associated company.

71.2 This Article 71 does not authorise any indemnity which would be prohibited or rendered void by a provision of the Act or by any other provision of law.

71.3 In this Article 71:

- a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- b) a "relevant Board Member" means any Board Member or former Board Member of the Company or an associated company.

72

72.1 The Board Members may decide to purchase and maintain insurance if not covered by the holding company, at the expense of the Company, for the benefit of any relevant Board Member in respect of any relevant loss.

72.1.1 a "relevant Board Member" means any Board Member or former Board Member of the Company or an associated company;

72.1.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Board Member in connection with that Board Member’s duties or powers in relation to the Company, an associated company or any pension fund or employees’ share scheme of the Company or associated company; and

72.1.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.