

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THERA TRUST

(Adopted by Written Resolution dated 16 November, 2001 and amended by Special Resolution dated 22 April, 2005, by Written Special Resolution dated 5 April, 2006, by Special Resolution dated 27 October, 2006 and by Written Special Resolutions dated 5 June, 2007, 22 April, 2009, 8 January 2010, 16th December 2011 and 2nd October 2012)

PART A. INTRODUCTION

1. INTERPRETATION

1.1 In these Articles:

“AGM”	means an annual general meeting of the Company
“the Articles”	means these Articles of Association of the Company
“Beneficiary”	means a person to whom the Company may grant benefits in furtherance of the Objects
“the Board”	means the board of Directors of the Company and (where appropriate) includes a Committee and the Directors acting by written resolution
“Board Meeting”	means a meeting of the Board
“Business Day”	means any day other than a Saturday, Sunday or a bank holiday
“Carer”	means a person who is a friend or relative of a Supported Person and who, in the opinion of the Board, has an interest in the care of the Supported Person as provided by Thera Trust or a Thera Group Member but who is not a Supported Company Member nor a Staff Company Member
“Carer Company Member”	means a Carer who is admitted as a Carer Company Member under Article 10
“Chairman”	means (subject to the context) either the person appointed as Chairman of the Company under Article

	34 or where the Chairman of the Company is not present or has not taken the chair at a meeting means the person who is chairing a Board Meeting or General Meeting at the time
“Clear Days”	in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
“Committee”	means a Committee of the Board exercising powers delegated to it by the Board
“Companies House”	means the office of the Registrar of Companies
“the Company”	means the company intended to be regulated by the Articles
“Company Member”	means a member for the time being of the Company
“Criminal Records Bureau”	means the government body established in March 2002 under Part V of the Police Act 1997 to carry out checks on the criminal records of individuals and to include any successor body established for similar purposes
“Director”	means any director of the Company
“Director Company Member”	means a Director who is admitted as a Director Company Member under Article 7
“EGM”	means an extraordinary general meeting of the Company
“Employee Consultative Council Representative”	means a person employed by the Company and elected to an employee consultative council established by the Board from time to time
“Executive Director”	means a person who is employed by the Company in the capacity of an executive director and is therefore a Director under Article 25
“General Meeting”	means an AGM or an EGM
“including”	means “including without limitation” and “include” and “includes” are to be construed accordingly
“Member of Staff”	means a person who is employed by Thera Trust or a Thera Group Member but:- <ul style="list-style-type: none"> • excluding an Employee Consultative Council Representative during his period in office; and • also excluding any person who in the opinion of

the Board is acting in any other capacity to represent some or all of the Staff of the Company

“the Memorandum”	means the Memorandum of Association of the Company
“Non-Executive Director”	means a person who is appointed as a Director under Article 26
“the Objects”	means the objects of the Company set out in Article 3
“Observers”	means those persons (other than Directors) present under Article 36 at a Board Meeting
“Registered Office”	means the registered office of the Company
“Secretary”	means the secretary of the Company including a joint, assistant or deputy secretary
“Staff Company Member”	means a Member of Staff who is admitted as a Staff Company Member under Article 9
“Subsidiary”	means an organisation which is a subsidiary of Thera Trust by reason of Section 1159 of the Companies Act 2006
“Supported Company Member”	means a Supported Person who is admitted as a Supported Company Member under Article 8
“Supported Person”	means a person with a learning disability to whom Thera Trust or a Thera Group Member provides support services
“Thera Group Member”	means any Subsidiary of Thera Trust
“United Kingdom”	means Great Britain and Northern Ireland
“Vision”	means the vision shared by the Company and the Thera Group Members as set out in Article 40
“Working Party”	means a body established by the Board to make recommendations to the Board but without decision-making powers

1.2 In the Articles:

- 1.2.1 terms defined in the Companies Act 2006 are to have the same meaning;
- 1.2.2 references to the singular include the plural and vice versa and to the masculine include the feminine and neuter and vice versa;
- 1.2.3 references to "organisations" or "persons" include corporate bodies,

public bodies, unincorporated associations and partnerships;

1.2.4 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;

1.2.5 references to Articles are to those within these Articles of Association;

1.2.6 the index and headings are not to affect their interpretation; and

1.3 None of the model articles in the Companies (Model Articles) Regulations 2008 apply to the Company.

2. NAME

The Company's name is "Thera Trust".

3. OBJECTS

The Company's objects are for the public benefit:-

3.1 the relief of persons with a learning disability, their families and carers in particular but not exclusively by the provision of support services including services in the support of residential, respite and other suitable forms of care, support, education and work opportunities, and by the promotion of the awareness of the needs of such persons; and

3.2 the promotion of the effective use of charitable resources by the provision of services to organisations involved in the relief of persons with a learning disability, their families and carers.

and the Company can do all other things that are incidental or conducive to its Objects or any of them.

4. POWERS

The Company may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Articles in order to further the Objects (but not otherwise) and in particular it has powers:

4.1 to employ staff or engage consultants and advisers on such terms as the board of directors thinks fit and to provide pensions to staff, their relatives and dependants;

4.2 to pay:-

4.2.1 subject to the provisions of Article 5 below, reasonable remuneration to a person appointed as an Executive Director; and

4.2.2 subject to the provisions of Article 5 below, reasonable remuneration to the person elected as the Chairman pursuant to Article 34;

- 4.3 to recruit or assist in recruiting and managing voluntary workers, including paying their reasonable expenses;
- 4.4 to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests);
- 4.5 to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property;
- 4.6 to sell, lease, licence, exchange, dispose of or otherwise deal with property subject to the restrictions of the Charities Act 1993;
- 4.7 to provide accommodation for any other organisation on such terms as the board of directors decides (including rent free or at nominal or non-commercial rents);
- 4.8 to borrow and give security for loans;
- 4.9 to make grants, donations or loans, to give guarantees and to give security for those guarantees subject to the restrictions of the Charities Act 1993;
- 4.10 to raise funds, to invite and receive contributions provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the board of directors may think fit;
- 4.11 to trade in the course of carrying out the Objects and to charge for services;
- 4.12 to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Company and other organisations operating in similar fields;
- 4.13 to promote or carry out research and publish the results of it;
- 4.14 to co-operate with and enter into contracts with any person;
- 4.15 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Company;
- 4.16 to invest the money of the Company in any investments, shares, securities or property (real or personal) of any nature (including investments involving liability and those not producing income) and in any location that the board of directors decides;
- 4.17 to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;
- 4.18 to exercise the same powers as trustees may exercise under the Trustee Act 2000 in relation to the delegation of investment management and the appointment of agents, nominees and custodians;
- 4.19 to insure the assets of the Company to such amount and on such terms as the board of directors decides, to pay premiums out of income or capital and to use any insurance proceeds as the board of directors decides (without necessarily having to restore the asset);

- 4.20 to insure and to indemnify its employees and voluntary workers from and against all risks incurred in the proper performance of their duties;
- 4.21 to take out insurance to protect the Company and those who use premises owned by or let or hired to the Company;
- 4.22 to take out indemnity insurance to cover the liability of the directors and officers of the Company who are not directors for negligence, default, breach of duty or breach of trust in relation to the Company but this insurance may not extend to:
- 4.22.1 any claim arising from any act or omission which a director or officer knew was a breach of duty or breach of trust or which was committed by a director or officer in reckless disregard of whether it was a breach of duty or breach of trust or not; or
 - 4.22.2 the costs of an unsuccessful defence to a criminal prosecution brought against a director or officer in his capacity as a director or officer of the Company;
- 4.23 to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include or are related to any one or more of the Objects or carry on any other relevant charitable purpose;
- 4.24 to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Objects or allied charitable purposes, to exchange information and advice and to undertake joint activities with them;
- 4.25 to amalgamate with any charity that has objects similar to the Objects;
- 4.26 to undertake and execute any charitable trusts;
- 4.27 to affiliate, register, subscribe to or join any organisation;
- 4.28 to act as agent or trustee for any organisation;
- 4.29 to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may to the board of directors seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the board of directors may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions;
- 4.30 to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure;
- 4.31 to pay the costs of forming the Company and of complying with all relevant registration requirements; and
- 4.32 to do anything else within the law which promotes or helps to promote the Objects.

5. APPLICATION OF FUNDS

- 5.1 The income and property of the Company shall be applied solely towards the

promotion of its objects as set forth in the Articles of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and (save for the remuneration detailed in Article 4.2 above) no member or its board of directors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Company.

5.2 Provided that nothing herein shall prevent any payment in good faith by the Company:-

5.2.1 of reasonable remuneration to any member, officer or servant of the Company (not being a member of its board of directors) for any services rendered to the Company;

5.2.2 of interest on money lent by any member of the Company or of its board of directors at a reasonable and proper rate per annum;

5.2.3 of reasonable and proper rent for premises demised or let by any member of the Company or of its board of directors;

5.2.4 of fees, remuneration or other benefit in money or money's worth to any company of which a member of the board of directors may also be a member holding not more than 1/100th part of the capital of that company;

5.2.5 of any premium in respect of such insurance as described in Article 4.22;

5.2.6 of reasonable remuneration to such persons as the board of directors may from time to time appoint as executive directors of the Company provided that:-

5.2.6.1 at no time shall the number of executive director posts exceed a minority of the total number of director posts;

5.2.6.2 at no time shall the number of executive directors exceed five; and

5.2.6.3 at all times there must be at least one executive director post which can be filled only by someone with a learning disability;

5.2.7 of reasonable remuneration to the person elected as the Chairman of the Company in accordance with Article 34 provided that the services which he provides as such are regulated by way of a contract made between the Company and the Chairman and for the avoidance of doubt:

5.2.7.1 the Chairman shall not be regarded as an executive director for the purposes of Article 5 or any purpose whatsoever; and

5.2.7.2 the Chairman shall not for the purposes of the Articles be regarded as an employee of the Company;

5.2.8 to any member of its board of directors of reasonable out-of-pocket expenses;

5.2.9 of an indemnity in respect of any liabilities properly incurred by any Director, officer or employee of the Company incurred in running the

Company within the terms of Article 39.

PART B. COMPANY MEMBERSHIP

6. MEMBERS

6.1 The Company Members are:-

6.1.1 the subscribers to the memorandum; and

6.1.2 others who are or have been admitted to membership of the Company under the Articles by the Board.

6.2 Subject to Article 6.3, persons may be admitted to membership of the Company so that membership of the Company comprises:-

6.2.1 those Director Company Members admitted to membership of the Company pursuant to Article 7;

6.2.2 those Supported Company Members admitted to membership of the Company pursuant to Article 8;

6.2.3 those Staff Company Members admitted to membership of the Company pursuant to Article 9; and

6.2.4 those Carer Company Members admitted to membership of the Company pursuant to Article 10.

6.3 A person may not be admitted as a Company Member:-

6.3.1 unless he has signed a written application or given an oral declaration agreeing to become a Company Member in such form as the Board requires and his application or declaration is approved by the Board;

6.3.2 unless he is aged 18 or over; or

6.3.3 if he would immediately cease to be a Company Member under the Articles.

6.4 Company membership is personal and not transferable.

6.5 The status of a Company Member as a Director Company Member, a Supported Company Member, a Staff Company Member or a Carer Company Member must be stated in the Company's Register of Members.

6.6 For the avoidance of doubt neither the Director Company Members together nor the Supported Company Members together nor the Staff Company Members together nor the Carer Company Members together shall constitute a separate class of Company Members.

6.7 In the case of the creation of a separate class or classes of Company Members then (as provided for in Section 631 (2)(a) of the Companies Act 2006), unless specified otherwise in the Articles, the rights of any class of Company Members shall be variable by special resolution of all the Company Members present and voting and not as specified in Section 631(4) of the Companies Act 2006.

7. DIRECTOR COMPANY MEMBERS

7.1 As at the date of adoption of the Articles, all the existing Company Members will automatically become Director Company Members.

7.2 Thereafter, subject to Article 6.3, a person who becomes a Director is eligible to become a Director Company Member.

8. SUPPORTED COMPANY MEMBERS

Subject to Article 6.3, a person who is a Supported Person is eligible to become a Supported Company Member.

9. STAFF COMPANY MEMBERS

Subject to Article 6.3, a person who is a Member of Staff is eligible to become a Staff Company Member.

10. CARER COMPANY MEMBERS

Subject to Article 6.3, a person who is a Carer is eligible to become a Carer Company Member.

11. TERMINATION OF COMPANY MEMBERSHIP

A person will cease to be a Company Member:-

11.1 on giving written notice of resignation to the Secretary;

11.2 on death;

11.3 if he is declared bankrupt or makes any arrangement or composition with his creditors;

11.4 on being expelled by a special resolution (requiring a 75% majority of those present and voting) if:-

11.4.1 a complaint in writing containing details of conduct detrimental to the interests of the Company has been sent to the Company Members at least 28 clear days before the General Meeting;

11.4.2 the Company Member has been given an opportunity to answer the complaint to justify why his membership should not be terminated; and

11.4.3 the General Meeting has considered the evidence presented by the Company Member.

11.5 if he is a Director Company Member and ceases to be a Director;

11.6 if he is a Supported Company Member and he ceases to be a Supported Person;

11.7 if he is a Staff Company Member and he ceases to be a Member of Staff;

11.8 if he is a Staff Company Member and, in the opinion of the Board, he supports a Supported Company Member or acts as a proxy contrary to Article 21.7.

11.9 if he is a Carer Company Member and:-

11.9.1 in the opinion of the Board, he ceases to be a Carer; or

11.9.2 the Supported Person in whose care he has an interest ceases to be a Supported Person

but subject to the right of the Board to resolve to continue his membership as a Carer Company Member; or

11.10 in the case of a Company Member who is an individual (not a company or an organisation), if the Board, acting in their absolute discretion, determine so.

12. LIABILITY OF COMPANY MEMBERS

12.1 The liability of the members is limited.

12.2 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the Company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Company's 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.

PART C: GENERAL MEETINGS

13. ANNUAL GENERAL MEETINGS

- 13.1 The Company must hold an AGM each year.
- 13.2 There must be no more than 15 months between one AGM and the next.
- 13.3 The AGM is to be held at such time and place as the Board decides.
- 13.4 The business of the AGM is:-
 - 13.4.1 to receive the annual Directors' report;
 - 13.4.2 to consider the accounts and the auditors' report;
 - 13.4.3 to appoint the auditors (if necessary); and
 - 13.4.4 to transact any other business specified in the notice convening the meeting.

14. EXTRAORDINARY GENERAL MEETINGS

- 14.1 A General Meeting other than an AGM is called an EGM.
- 14.2 Save for an EGM called pursuant to Article 14.4 an EGM is to be called by the Board.
- 14.3 If there are insufficient Directors available to form a quorum at a Board Meeting to call an EGM it may be called in the same way as a Board Meeting.
- 14.4 On receiving a requisition from the percentage of the Company Members required under the Companies Act 2006 the Board must immediately convene an EGM.

15. NOTICE OF GENERAL MEETINGS

- 15.1 Every General Meeting must be called by at least 14 Clear Days' notice.
- 15.2 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the Company Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the Company Members at the General Meeting.
- 15.3 The notice must specify:-
 - 15.3.1 the time, date and place of the General Meeting;
 - 15.3.2 the general nature of the business to be transacted; and,
 - 15.3.3 in the case of an AGM, that it is the AGM.

- 15.4 Subject to the Companies Act 2006, no business may be transacted at a General Meeting except that specified in the notice convening the meeting.
- 15.5 Notice of a General Meeting must be given to all of the Company Members, the Directors and the Company's auditors (if any).
- 15.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

16. QUORUM

- 16.1 No business may be transacted at a General Meeting unless a quorum is present.
- 16.2 The quorum for General Meetings is twenty or one third of the Company Members for the time being whichever is the lesser.
- 16.3 A Company 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.
- 16.4 If a quorum is not present within 15 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Board decides. If at the adjourned General Meeting there are again insufficient Company Members present within 30 minutes from the time of the adjourned General Meeting to constitute a quorum then the General Meeting must further be adjourned to such time and place as the Board decides. If at the further adjourned General Meeting there are insufficient members present within 30 minutes from the time of the General Meeting to constitute a quorum then those Company Members who are present shall constitute a quorum for the purpose of allowing any business of the further adjourned meeting to be conducted.
- 16.5 Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Company Members.
- 16.6 Subject to an ordinary resolution of the Company Members to the contrary, the Board may allow individuals who are not Company Members to attend a General Meeting on whatever terms they decide.

17. CHAIRMAN AT GENERAL MEETINGS

- 17.1 The Chairman is to chair General Meetings.
- 17.2 If the Chairman is not present within 15 minutes from the time of the General Meeting or is unwilling to act then the Company Members present must choose one of their number to chair the General Meeting.

18. ADJOURNMENT OF GENERAL MEETINGS

- 18.1 The Chairman may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and

place agreed by the General Meeting.

- 18.2 The Chairman may adjourn a General Meeting if it appears to the Chairman that an adjournment is necessary for the business of the meeting to be properly conducted.
- 18.3 The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.
- 18.4 It is not necessary to give notice of a General Meeting which is adjourned under Article 18.1 or 18.2 unless it is adjourned for 30 days or more in which case 7 Clear Days' notice must be given.
- 18.5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

19. VOTING AT GENERAL MEETINGS

- 19.1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded.
- 19.2 Each Company Member present in person or by proxy has one vote on a show of hands.
- 19.3 If there is an equality of votes on a show of hands the Chairman is not entitled to a second or casting vote and resolutions which fail to secure a majority in favour are to be lost.
- 19.4 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chairman whose decision is final.
- 19.5 A declaration by the Chairman that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

20. BALLOTS

- 20.1 A ballot may be demanded by the Chairman, or one twentieth or five of the Company Members for the time being (whichever is the lesser), before or on the declaration of the result of a show of hands.
- 20.2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 20.3 The demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.
- 20.4 A ballot is to be taken as the Chairman directs. The Chairman may appoint scrutineers (who need not be Company Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.

20.5 A ballot on the election of a Chairman or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chairman directs.

20.6 At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

20.7 Subject to Article 20.8 and Article 20.9, on a ballot at a General Meeting the following Company Members present in person or by proxy are to have the following number of votes:-

Supported Company Members	five votes divided equally amongst them (with fractions of a vote being allowed);
Staff Company Members	no votes;
Director Company Members	five votes divided equally amongst them (with fractions of a vote being allowed);
Carer Company Members	five votes divided equally amongst them (with fractions of a vote being allowed).

In the event of an equality of votes in any ballot held under this Article 20.7 the Chairman is not entitled to a second or casting vote. Resolutions which fail to secure a majority in favour are to be lost.

20.8 In relation to a ballot on any resolution to:-

- 20.8.1 amend the definition of Vision in Article 1; or
- 20.8.2 amend Article 27.2.1; or
- 20.8.3 amend Article 30.1.1 or 30.1.2; or
- 20.8.4 amend Article 40;
- 20.8.5 amend Article 3;
- 20.8.6 amend this Article 20.8

the following Company Members present in person or by proxy are to have the following number of votes:-

Director Company Members	ten votes divided equally amongst them (with fractions of a vote being allowed)
Supported Company Members	forty-six votes divided equally amongst them (with fractions of a vote being allowed)
Staff Company Members	no votes; and

Carer Company Members five votes divided equally amongst them (with fractions of a vote being allowed).

In the event of an equality of votes in any ballot held under this Article 20.8 the Chairman is not entitled to a second or casting vote and resolutions which fail to secure a majority in favour are to be lost.

20.9 In relation to a ballot on any resolution to amend Part E (Articles 30 to 37 inclusive) or this Article 20.9 the following Company Members present in person or by proxy are to have the following number of votes:-

Director Company Members twenty six votes divided equally among them (with fractions of a vote being allowed);

Supported Company Members thirty seven votes divided equally among them (with fractions of a vote being allowed);

Staff Company Members no votes; and

Carer Company Members thirty seven votes divided equally among them (with fractions of a vote being allowed).

In the event of an equality of votes in any ballot held under this Article 20.9 the Chairman is not entitled to a second or casting vote. Resolutions which fail to secure a majority in favour are to be lost.

21. PROXIES

21.1 A Company Member may appoint a proxy in writing. A proxy need not be a Company Member. The Board may from time to time prescribe a form to appoint a proxy by standing orders made under Article 46. A proxy may not appoint another proxy.

21.2 The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.

21.3 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 24 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.

21.4 No document appointing a proxy will be valid for more than 12 months.

21.5 A vote given or ballot demanded by proxy is to be valid despite:-

21.5.1 the revocation of the proxy; or

21.5.2 the death or insanity of the principal

unless written notice of the death, insanity or revocation is received at the Registered Office before the start of the General Meeting or adjourned General

Meeting at which the proxy is used.

21.6 A proxy form will not be valid for any part of a General Meeting at which the Company Member who appointed the proxy is present.

21.7 A Supported Company Member may not appoint a Staff Company Member as his proxy.

22. COMPANY MEMBERS' WRITTEN RESOLUTIONS

22.1 A written resolution approved by the required majority of eligible Company Members (provided that those Company Members would constitute a quorum at a General Meeting) is as valid as if it had been passed at a General Meeting.

22.2 A resolution under Article 22.1 may consist of several documents in similar form each approved by one or more Company Members.

PART D. DIRECTORS

23. NUMBER OF DIRECTORS

- 23.1 The number of Directors must be not less than four of whom one must be an Executive Director. The maximum number of Directors is fourteen of whom no more than five shall be Executive Directors such Executive Directors to be equal in status.
- 23.2 The first Directors are those named in the statement delivered to the Registrar of Companies under Section 12 of the Companies Act 2006.

24. COMPOSITION OF THE BOARD

- 24.1 Subject to Article 24.2 and Article 24.3, after the date of adoption of the Articles further Directors are to be appointed as necessary in accordance with Articles 25 and 26.
- 24.2 The appointment of a Director is not to take effect until he has signed the prescribed Companies House form. The appointment of any person as a Director who has not done so within one month of appointment is to lapse unless the Board resolves that there is good cause for the delay.
- 24.3 A person may not become a Director:-
- 24.3.1 if he would immediately cease to hold office under Article 28; or
 - 24.3.2 unless a disclosure in relation to him has been obtained from the Criminal Records Bureau and the Board has confirmed that, in its opinion, the results do not prevent him from becoming a Director; or
 - 24.3.3 unless he is aged 18 or over.
- 24.4 The status of a Director as an Executive Director or a Non-Executive Director must be stated in the Company's Register of Directors.

25. APPOINTMENT OF EXECUTIVE DIRECTORS

- 25.1 Subject to Article 5, Article 23.1, Article 24.2 and Article 24.3 all persons employed by the Company in the capacity of an executive director shall be appointed by the Board as Directors and shall be categorised as Executive Directors for the purposes of the Articles.

26. APPOINTMENT OF NON-EXECUTIVE DIRECTORS

- 26.1 As at the date of adoption of the Articles, all the Directors who are not employed by the Company shall automatically become the initial Non-Executive Directors.
- 26.2 The initial Non-Executive Directors shall retire from office as follows:-
- 26.2.1 three shall retire from office prior to the first AGM held after the date on which the Articles are adopted;

- 26.2.2 three shall retire from office prior to the second AGM held after the date on which the Articles are adopted; and
- 26.2.3 the remainder shall retire from office prior to the third AGM held after the date on which the Articles are adopted.
- 26.3 The initial Non-Executive Directors who are to retire in accordance with Articles 26.2.1, 26.2.2 and 26.2.3 respectively are to be selected on the basis of their date of appointment, those having been longest in office being selected first. Subject to Article 26.4 the initial Non-Executive Directors shall be eligible for re-appointment by the Company Members in accordance with Article 26.5.
- 26.4 An initial Non-Executive Director who has served as a Director for three or more consecutive years during the period immediately prior to his retirement from office in accordance with Article 26.2 shall, for the purposes of Article 26.7, be treated as having already served one term of office as a Non-Executive Director. For the avoidance of doubt, an initial Non-Executive Director who has served as a Director for less than three consecutive years during the period immediately prior to his retirement from office in accordance with Article 26.2 shall, for the purposes of Articles 26.7 and 26.8, be treated as not having served any period of office as a Non-Executive Director.
- 26.5 Subject to Article 23.1, Article 24.2, Article 24.3 and Article 26.6, the Company Members shall be entitled to appoint (following a process of open and fair recruitment) as a Non-Executive Director any person who is willing to act and who is not employed by the Company. Such an appointment shall be made by an ordinary resolution of the Company Members at an AGM.
- 26.6 The Company Members shall take all reasonable steps to ensure, when exercising their power of appointment in accordance with Article 26.5, that the Non-Executive Directors include at any one time at least one individual with a learning disability.
- 26.7 The term of office of a person who is appointed as a Non-Executive Director pursuant to Article 26.5 shall be until the start of the third AGM held after the AGM at which he is appointed. Subject to Article 26.8 such a person is eligible only once for re-appointment as a Non-Executive Director by the Company Members in accordance with Article 26.5.
- 26.8 A person who has already served:-
- 26.8.1 two consecutive terms of office as a Non-Executive Director in accordance with Article 26.7 shall only be eligible for re-appointment as a Non-Executive Director in accordance with Article 26.5 if a majority of the Company Members present at the AGM at which that person's second term of office has just expired decide that exceptional circumstances exist to justify his re-appointment for a third term of office;
- 26.8.2 three consecutive terms of office as a Non-Executive Director in accordance with Article 26.7 and 26.8.1 shall only be eligible for re-appointment as a Non-Executive Director in accordance with Article 26.5 if a majority of the Company Members present at the AGM at which that person's third term of office has just expired decide that exceptional circumstances exist to justify his re-appointment for a fourth term of office and only if he is Chairman at the point at which his third term of office expired.

26.9 In the event that a vacancy arises for a Non-Executive Director the Board may co-opt a person who is not employed by the Company to be a Non-Executive Director. A person who is co-opted as a Non-Executive Director in accordance with this Article 26.9 shall cease to hold office at the start of the next AGM.

27. OBLIGATIONS OF DIRECTORS

27.1 The Board must set out the obligations of every Director to the Board and to the Company in writing. The statement of Directors' obligations is not intended to be exhaustive and the Board must review and may amend it from time to time.

27.2 The statement of the obligations of the Directors to the Company must include:-

27.2.1 a commitment to the Vision;

27.2.2 a commitment to its values and objectives (including equal opportunities);

27.2.3 an obligation to contribute to and share responsibility for the Board's decisions;

27.2.4 an obligation to read Board papers and to attend meetings, training sessions and other relevant events;

27.2.5 an obligation to declare relevant interests;

27.2.6 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Board;

27.2.7 an obligation to comply with their fiduciary duties, including:-

27.2.7.1 to act in the best interests of the Company;

27.2.7.2 to declare any interests a Director may have in matters to be discussed at Board meetings and to comply with appropriate procedures to regulate conflicts of interest in accordance with Article 29;

27.2.7.3 to secure the proper and effective use of the Company's property;

27.2.7.4 to act personally;

27.2.7.5 to act within the scope of any authority given;

27.2.7.6 to use the proper degree of skill and care when making decisions particularly when investing funds;

27.2.7.7 to act in accordance with the Articles; and

27.2.7.8 a reference to their obligations under the general law.

27.3 A Director must sign and deliver to the Board a statement confirming he will meet his obligations to the Board and to the Company within one month of his appointment. The Board may change the statement from time to time.

28. RETIREMENT AND REMOVAL OF DIRECTORS

28.1 A Director will cease to hold office if:-

- 28.1.1 he dies;
- 28.1.2 he ceases to be a Director under the Companies Act 2006 or is prohibited by law from being a Director;
- 28.1.3 he is declared bankrupt or makes any arrangement or composition with his creditors;
- 28.1.4 he is in the opinion of the Board guilty of conduct detrimental to the interests of the Company and the Board resolves by a 66% majority of the Directors present and voting that he should be removed provided that the Director concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Director;
- 28.1.5 he resigns by written notice to the Secretary;
- 28.1.6 he is absent without good reason from three consecutive Board Meetings held no more frequently than once per month and the Board resolves (by a 66% majority of the Directors present and voting) that he should cease to be a Director;
- 28.1.7 he fails to sign a statement of his obligations under Article 27 within one month of his appointment and the Board resolves that he be removed;
- 28.1.8 in the case of an Executive Director, he ceases to be employed in the capacity of an executive director by the Company;
- 28.1.9 in the case of a Non-Executive Director, he becomes employed by the Company or otherwise ceases to hold office in accordance with Article 26; or
- 28.1.10 when called upon to do so by the Board, he is unable or unwilling to secure from the Criminal Records Bureau a disclosure the results of which would, in the opinion of the Board, enable him to continue in office as a Director.

29. DIRECTORS' INTERESTS

29.1 Declaration of interests

- 29.1.1 If a Director is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company, he must declare the nature and extent of that interest to the other Directors.
- 29.1.2 In accordance with the Companies Act 2006, the declaration may be made at a meeting of the directors or by written notice.
- 29.1.3 If a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made.

29.1.4 Any required declaration of interest must be made before the Company enters into the transaction or arrangement.

29.1.5 A declaration is not required in relation to an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question. For this purpose a Director is treated as being aware of matters of which he ought reasonably to be aware.

29.1.6 A Director need not declare an interest:-

29.1.6.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interests; or

29.1.6.2 if, and to the extent that, the other Directors 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).

29.2 Authorisation of direct conflicts of interests

A Director may enter into a transaction or arrangement with the Company only if and to the extent that such an arrangement is authorised by Article 5.

29.3 Authorisation of indirect conflicts of interest

29.3.1 Where, for whatever reason, a Director has any form of indirect interest in relation to a transaction or arrangement with the Company (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Articles then it may be authorised by those Directors not having a conflict provided that:-

29.3.1.1 the Director with the conflict (and any other interested Director) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict; and

29.3.1.2 the Directors who do not have a conflict in relation to the matter in question consider it is in the best interests of the Company to authorise the transaction.

29.3.2 The Directors who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the Director with the conflict and/or any other interested Director should absent himself from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict.

PART E. BOARD MEETINGS

30. FUNCTIONS OF THE BOARD

- 30.1 The Board must direct the Company's affairs in such a way as to promote the Objects. Its functions include:
- 30.1.1 ensuring compliance with the Vision, values and objectives of the Company;
 - 30.1.2 establishing policies and plans to achieve the Vision and objectives of the Company;
 - 30.1.3 approving each year's budget and accounts before publication;
 - 30.1.4 establishing and overseeing a framework of delegation of its powers to Committees and employees under Article 35 with proper systems of control;
 - 30.1.5 monitoring the Company's performance in relation to its plans budget controls and decisions;
 - 30.1.6 taking decisions on all matters which will or might create significant financial or other risk to the Company or which affect material issues of principle;
 - 30.1.7 appointing (and if necessary removing) staff;
 - 30.1.8 ensuring compliance with the regulatory requirements to which the Company is subject because of the nature of its business;
 - 30.1.9 satisfying itself that the Company's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
 - 30.1.10 ensuring that appropriate advice is taken on the items listed in Article 30.1.1 to 30.1.9 and in particular on matters of legal compliance and financial viability.

31. POWERS OF THE BOARD

- 31.1 Subject to the Companies Act 2006 and the Articles, the business of the Company is to be managed by the Board who may exercise all of the powers of the Company.
- 31.2 An alteration to the Memorandum or the Articles does not invalidate earlier acts of the Board which would have been valid without the alteration.

32. BOARD MEETINGS

- 32.1 Subject to the Articles, the Board may regulate Board Meetings as it wishes.
- 32.2 Board Meetings may be called by any Director or the Secretary.

- 32.3 The Secretary must give 7 days' notice of Board Meetings to each of the Directors but it is not necessary to give notice of a Board Meeting to a Director if he is out of the United Kingdom.
- 32.4 A Board Meeting which is called on shorter notice than required under Article 32.3 is deemed to have been duly called if at least two Directors certify in writing that because of special circumstances it ought to be called as a matter of urgency.
- 32.5 For the avoidance of doubt the Directors may unanimously agree that a Board Meeting be cancelled or postponed as the case may be.
- 32.6 Subject to Article 32.7, questions arising at a Board Meeting are to be decided by a majority of votes on a show of hands.
- 32.7 If there is an equality of votes the Chairman is entitled to a second or casting vote.
- 32.8 A technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith.

33. QUORUM FOR BOARD MEETINGS

- 33.1 The quorum for Board Meetings is four of the Directors for the time being, of whom at least one must be an Executive Director and at least two must be Non-Executive Directors.
- 33.2 A Director may be part of the quorum at a Board Meeting if he can hear comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 33.3 The Board may act despite vacancies in its number but if the number of Directors is less than two then the remaining Director may act only to admit Company Members under Articles 6 to 10.
- 33.4 At a Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Directors present may act only to:
- 33.4.1 adjourn it to such other time and place as they decide; or
 - 33.4.2 admit Company Members under Articles 6 to 10; or
 - 33.4.3 call a General Meeting.

34. CHAIRMAN

- 34.1 The Company must have a Chairman who is to be elected by the Board from amongst the Non-Executive Directors who have been recruited following a process of open and fair recruitment.
- 34.2 The Board may fill a casual vacancy in the office of Chairman from amongst the Non-Executive Directors provided that the person so appointed shall:-

- 34.2.1 serve for a maximum period of six months from the date of his appointment; and
 - 34.2.2 not be remunerated for his services as Chairman; and
 - 34.2.3 fulfil such of the functions of the Chairman as are agreed by the Board as necessary during his interim period of office.
- 34.3 The Chairman may resign from his position at any time (without necessarily resigning as a Non-Executive Director at the same time but if he ceases for any reason to be a Non-Executive Director he shall also cease to be the Chairman provided that the terms of any agreement between the Company and the Chairman are complied with).
- 34.4 The Chairman may be removed as Chairman at a Board Meeting called for the purpose at which a resolution with a majority in favour is passed and provided that:
- 34.4.1 the Chairman must be given an opportunity to say why he should not be removed; and
 - 34.4.2 the terms of any agreement between the Company and the Chairman are complied with.
- 34.5 The Chairman is to chair all Board Meetings and General Meetings at which he is present unless he does not wish, or is not able, to do so.
- 34.6 If the Chairman is not present within 15 minutes after the starting time of a Board Meeting or if the Chairman is unwilling or unable to chair a Board Meeting, then the Board must elect one of their number who is present to chair the Board Meeting.
- 34.7 The functions of the Chairman are to:
- 34.7.1 ensure effective communication amongst the Company Members and all of the Company's Subsidiaries;
 - 34.7.2 ensure effective communication between the Company Members and the Board;
 - 34.7.3 ensure that a clear structure is in place for the effective operation of the Board and its Committees;
 - 34.7.4 ensure that the Board's processes operate effectively;
 - 34.7.5 support the Executive Directors to provide appropriate, accurate and timely information to the Board to enable effective decisions to be taken;
 - 34.7.6 engage the Board in reviewing and planning its composition and monitoring its performance on a regular basis, and ensure that required changes or developments are identified and enacted;
 - 34.7.7 ensure that an appropriate process is in place for the recruitment of new Directors to the Board and to the boards of the Subsidiaries;
 - 34.7.8 ensure that an induction programme and ongoing training is in place for

- new and existing Directors;
- 34.7.9 lead a culture that promotes the highest standards of governance and probity;
- 34.7.10 plan and conduct Board meetings effectively;
- 34.7.11 lead the Board in monitoring and reviewing the performance of each Director;
- 34.7.12 advise and support Executive Directors in the development of strategy and its promotion to the Board;
- 34.7.13 ensure that the Board monitors progress towards agreed strategic goals;
- 34.7.14 develop and maintain a close working relationship with the Executive Directors;
- 34.7.15 ensure that there is clarity about the individual accountabilities of the Executive Directors as agreed by the Board;
- 34.7.16 provide support and guidance to the Executive Directors to deliver strategies agreed by the Board;
- 34.7.17 provide information to the remuneration committee in relation to the performance of the Executive Directors;
- 34.7.18 ensure effective communication between the Board and the chairmen of the Subsidiaries;
- 34.7.19 be a champion of excellence and good practice amongst the chairmen of the Subsidiaries;
- 34.7.20 chair the committee responsible for appointments to the Board and to the boards of the Subsidiaries;
- 34.7.21 monitor and review the operation and performance of the Committees; and
- 34.7.22 develop and maintain close communication with chairmen of the Committees.

35. COMMITTEES AND WORKING PARTIES

35.1 The Board may:

- 35.1.1 establish Committees consisting of those persons whom the Board decide;
- 35.1.2 delegate to a Committee any of its powers; and
- 35.1.3 revoke a delegation at any time.

35.2 The Board may establish Working Parties consisting of those persons whom the Board decide. A Working Party may not take decisions on behalf of the Board

but may consider issues in depth with a view to making recommendations to the Board.

- 35.3 The members of a Committee or a Working Party are to be appointed by the Board but the Board may give a Committee or a Working Party the right to co-opt individuals to its membership. The Board is to determine the chairman of each Committee or Working Party.
- 35.4 Each member of a Committee or Working Party (including the chairman) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Board from the Committee or Working Party.
- 35.5 The Board must determine the quorum for each Committee and Working Party it establishes.
- 35.6 The Board must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.
- 35.7 Every Committee or Working Party must report its proceedings and decisions to the Board as the Board determines.

36. OBSERVERS

- 36.1 The Board may allow individuals who are not Directors to attend Board Meetings as Observers on whatever terms they decide.
- 36.2 Observers may not vote but may take part in discussions with the prior consent of the Chairman.
- 36.3 The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.
- 36.4 The Board must exclude an Observer from any Board Meeting at which a possible personal benefit to him is being considered.

37. DIRECTORS' WRITTEN RESOLUTIONS

- 37.1 A written resolution approved by a majority of the Directors entitled to receive notice of a Board Meeting (provided they would constitute a quorum at a Board Meeting) is as valid as if it had been passed at a Board Meeting.
- 37.2 A written resolution approved by a majority of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.
- 37.3 A resolution under Articles 37.1 or 37.2 may consist of several documents in similar form each approved by one or more of the Directors or Committee Members.

PART F. OFFICERS

38. THE SECRETARY

- 38.1 A Secretary must be appointed by the Board for such a term as the Board decides.
- 38.2 A Secretary may be removed by the Board at any time.
- 38.3 The duties of the Secretary include advising the Board on legal compliance.

39. INDEMNITIES FOR OFFICERS AND EMPLOYEES

- 39.1 The Company may indemnify any officer or employee (other than a Director) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence.
- 39.2 Subject to the Companies Act 2006 (in particular Sections 232-238 or any section of any other statute amending or replacing Sections 232-238) and Article 39.3, the Company may indemnify any Director against any liability incurred by him in his capacity as such.
- 39.3 The indemnity provided to a Director in accordance with Article 39.2 may not include any indemnity against liability:
 - 39.3.1 to the Company or a company associated with it;
 - 39.3.2 for fines or penalties; or
 - 39.3.3 incurred as a result of his unsuccessful defence of criminal or civil proceedings.
- 39.4 The indemnity provided to a Director in accordance with Article 39.2 may include the provision of funds to cover his legal costs as they fall due on terms that the Director in question will repay the funds if he is unsuccessful in his defence of the criminal or civil proceedings to which these costs relate.
- 39.5 In respect of its auditor the Company may:-
 - 39.5.1 purchase and maintain insurance for his benefit against any liability incurred by him in his capacity as such; and
 - 39.5.2 indemnify him against any liability incurred in defending any proceedings (whether civil or criminal) in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 1157 of the Companies Act 2006 or any section of any other statute amending or replacing Section 1157 in which relief is granted to him by the Court.

PART G. STATUTORY AND MISCELLANEOUS

40. VISION

In fulfilling its Objects, the Company's vision is to:-

- 40.1 show that people with a learning disability can be leaders in society;
- 40.2 be controlled by people with a learning disability;
- 40.3 allow people supported by a Thera Group Member to say how that Thera Group Member should be directed and managed;
- 40.4 allow people with a learning disability to design the support they want from the Company and the Thera Group Members;
- 40.5 respect the rights and wishes of the people who are supported by Thera Group Members at work, at home and in the community;
- 40.6 enable people with a learning disability to check the quality of support they receive from Thera Group Members; and
- 40.7 lead the Thera Group Members.

41. MINUTES

- 41.1 The Secretary must keep minutes of all General Meetings.
- 41.2 The Board must arrange for minutes to be kept of all Board Meetings. The names of the Directors present must be included in the minutes.
- 41.3 Copies of the draft minutes of Board Meetings must be distributed to the Directors as soon as reasonably possible after the meeting and in any case seven days before the next Board Meeting (unless the next Board Meeting is an urgent Board Meeting).
- 41.4 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.
- 41.5 The Board must keep minutes of all of the appointments made by the Board.

42. ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN

- 42.1 The Company must comply with the Companies Act 2006 in:-
 - 42.1.1 preparing and filing an annual Directors' report and annual accounts; and
 - 42.1.2 making an annual return to the Registrar of Companies.

- 42.2 The Company must comply with Companies Act 2006 in relation to the audit or examination of accounts (to the extent that the law requires).
- 42.3 The annual Directors' report and accounts must contain:-
- 42.3.1 revenue accounts and balance sheet for the last accounting period;
 - 42.3.2 the auditor's report on those accounts; and
 - 42.3.3 the Board's report on the affairs of the Company.
- 42.4 The accounting records of the Company must always be open to inspection by a Director or by an officer of the body which nominated him who has been duly authorised by that body to make such an inspection.

43. BANK AND BUILDING SOCIETY ACCOUNTS

- 43.1 All bank and building society accounts must be operated by the Board and must include the name of the Company.
- 43.2 A cheque or order for the payment of money must be signed in accordance with the Board's instructions.

44. EXECUTION OF DOCUMENTS

Unless the Board decides otherwise, documents which are executed as deeds must be signed by:

- 44.1 two Directors; or
- 44.2 one Director and the Secretary.

45. NOTICES

- 45.1 Notices under the Articles must be in writing except notices calling Board Meetings.
- 45.2 A Company 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.
- 45.3 The Company may give a notice to a Company Member, Director, Secretary or auditor either:
- 45.3.1 personally;
 - 45.3.2 by sending it by post in a prepaid envelope;
 - 45.3.3 by facsimile transmission; or
 - 45.3.4 by leaving it at his address; or
 - 45.3.5 by e-mail.

45.4 Notices under Article 45.3.2 to 45.3.4 may be sent:

45.4.1 to an address in the United Kingdom which that person has given the Company;

45.4.2 to the last known home or business address of the person to be served;
or

45.4.3 to that person's address in the Company's Register of Members.

45.5 Notices under Article 45.3.5 must be sent to the last e-mail address notified to the Company by the person to be served.

45.6 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.

45.7 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.

45.8 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.

45.9 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.

45.10 The Board may make standing orders to define other acceptable methods of delivering notices.

46. STANDING ORDERS

46.1 Subject to Article 46.4:

46.1.1 the Board may from time to time make standing orders for the proper conduct and management of the Company; and

46.1.2 the Company in General Meeting may alter, add to or repeal the standing orders.

46.2 The Board must adopt such means as it thinks sufficient to bring the standing orders to the notice of Company Members.

46.3 Standing orders are binding on all Company Members and Directors.

46.4 No standing order may be inconsistent with or may affect or repeal anything in the Articles.

47. WINDING UP

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their

income and property to an extent at least as great as is imposed on the Company under or by virtue of Article 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.