

THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

TREFOIL HOUSE

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INTERPRETATION

1. In these regulations:-

"the Act" means the Companies Act 2006 (unless the relevant section of the Companies Act 2006 is not in force in which case a quoted section shall be deemed to refer to the appropriate corresponding section of the Companies Act 1985 as amended) including any statutory modification or re-enactment thereof for the time being in force.

"the Articles" means the Articles of the Company.

"clear days" in relation to the period of a notice means that 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.

"executed" includes any mode of execution.

"the Board" means the Board of Directors.

"Directors" means directors of the Company.

"Member" means member of the Company.

"office" means the registered office of the Company.

"Secretary" means the Secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint assistant or deputy secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act, but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

Unless the context otherwise requires words or expressions contained in these regulations importing the masculine gender shall include female and neuter genders and words in the singular shall include words in the plural and words in the plural shall include the singular.

#### MEMBERS OF THE COMPANY

2. The subscribers to the Memorandum of Association of the Company, and such other persons as are admitted to membership in accordance with the Articles, shall be entitled to be Members.
3. (A) The Company shall consist of not fewer than fifteen and not more than forty Members;  
  
(B) The Board may from time to time admit persons to be Members;  
  
(C) Directors appointed to the Board under Articles 40 to 42 shall be admitted as Members as at the time of their appointment.

#### CESSATION of MEMBERSHIP

4. A Member shall cease to be a Member on his death or if he becomes of unsound mind; Declaring that the rights and privileges of a Member shall not be transferable.
5. The Board shall have the right for good and sufficient reason to terminate the membership of any Member provided that the Member concerned shall have a right to be

heard before any final decision is made. Any person whose membership has been so terminated shall be entitled to appeal the decision of the Board to the Company in general meeting at the next general meeting of the Company.

#### RETIRAL from MEMBERSHIP

6. Any Member who wishes to withdraw from membership shall lodge with the Company a written notice of retiral (in such form as the Board require), signed by him. On receipt of such notice by the Company he shall cease to be a Member.

#### EXPULSION from MEMBERSHIP

7. Subject to Articles 8 and 12, the Company may, by special resolution, expel any Member from membership of the Company.
8. Any Member who wishes to propose at any general meeting of the Company a resolution for the expulsion of any Member from membership of the Company shall lodge with the Company written notice of his intention to do so (identifying the Member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
9. The Company shall, on receipt of a notice under the preceding Article, forthwith send a copy of the notice to the Member concerned and the Member concerned shall be entitled to make written representations to the Company with regard to the notice not less than one week before the date of the meeting.
10. If representations are made to the Company in pursuance of the preceding Article, the Company shall (unless such representations are received by the Company too late for it to do so):-
  - (a) state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed; and
  - (b) send a copy of the representations to every person to whom notice of the meeting is or was given.
11. Whether or not a copy of written representations has been given to each of the persons

entitled to receive notice of the meeting, the Member concerned shall be entitled to be heard on the resolution at the meeting.

12. Failure to comply with any of the provisions of Articles 8 to 11 shall render any resolution for the expulsion of a person from membership of the Company invalid.
13. A person expelled from membership of the Company under Articles 8 to 11 shall cease to be a Member with effect from the time at which the relevant resolution is passed.

#### THE PRESIDENT

14. At the first annual general meeting of the Company on or after the expiry of the appointment of the President the Members shall appoint a person who is distinguished in the community and interested in the field of the needs of children and young persons to act as President. Each person so appointed shall hold office for a period of 3 years and thereafter shall be eligible for re-appointment for subsequent periods of 3 years.

#### GENERAL MEETING

15. The Company shall hold an annual general meeting at a date to be set by the Board.
16. All general meetings other than annual general meetings shall be called extra-ordinary general meetings.
17. An extra-ordinary general meeting shall be convened by the Board on requisition by Members (under Section 303 of the Act) or on requisition by a resigning auditor (under Section 518(2) of the Act).
18. Subject to the preceding Articles, the Board may convene general meetings whenever they think fit.

#### NOTICE of GENERAL MEETINGS

19. An annual general meeting and an extra-ordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least twenty-one clear days' notice. All other extra-ordinary general meetings shall be called by at least fourteen clear days' notice.

20. A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extra-ordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
21. A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
22. Notice of every general meeting shall be given to all the Members and the Board and to the auditors.
23. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS at GENERAL MEETING

24. The following persons shall be entitled to attend and speak at general meetings:
  - a. Members;
  - b. Directors;
  - c. the Company's Auditors as required by the Act;
  - d. such other persons as shall be permitted to attend with the consent of the Chairman; application for permission to attend should be made in writing, signed by the person seeking permission to attend and countersigned by two Members and delivered to the Board not less than 7 days prior to the general meeting DECLARING that the Chairman shall have absolute discretion to allow a person to be admitted to a meeting notwithstanding the failure of that person to apply for such permission to attend.
25. No business shall be transacted at any meeting unless a quorum is present; Those Members present and entitled to vote at any meeting shall be a quorum; DECLARING that at no time shall the quorum be less than two Members.
26. If the quorum required under the preceding Article is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the

Chairman of the meeting.

27. The Chairman of the Company shall preside as Chairman of the meeting; if the Chairman is not present or not willing to act as Chairman within half an hour of the time appointed for holding the meeting, the Directors present shall elect a Director to act as Chairman or, if there is only one Director present and willing to act, he shall be Chairman.
28. If no Director is present or no Director present is willing to act as Chairman within half an hour after the time appointed for holding the meeting, the Members present shall elect one of their number to be Chairman.
29. The Chairman may, with the consent of the 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.
30. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
31. Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; In any other case, it shall not be necessary to give any notice of an adjourned meeting.
32. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded by the Chairman or by at least two Members having the right to vote at the meeting.
33. Unless a poll is demanded in accordance with the preceding Article, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the Minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
34. The demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the Chairman; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands

declared after the demand is so withdrawn.

35. If a poll is demanded in accordance with Article 32, it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote conducted in such manner as the Chairman may direct; the result of such poll shall be declared at the meeting at which the poll was demanded.
36. A resolution in writing signed by such of the Members whose votes would be sufficient to pass the resolution at a general meeting duly convened and held shall be as effectual as if it had been passed at such a general meeting; it may consist of several documents in the same form each signed by one or more Members.

#### VOTES of MEMBERS

37. Every Member shall have one vote which may be given personally or by proxy. Any Member entitled to attend and vote at a general meeting of the Company is entitled to appoint not more than one other person (whether a Member or not) as his proxy to attend and vote instead of the Member. The appointment of a proxy shall be executed by or on behalf of the appointer and shall be in such form as the Directors may from time to time prescribe. The appointment of a proxy and the power of attorney or other authority (if any) under which it is executed or an official extract or notarially certified or office copy of that power or authority may:-

- 37.1 in the case of an instrument in writing, be deposited at the office, or at such other place within the United Kingdom as is specified for that purpose in:-

37.1.1 the notice convening the meeting; or

37.1.2 in any instrument of proxy sent out by the Company in relation to the meeting,

- 37.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:-

37.2.1 in the notice convening the meeting; or

37.2.2 in any instrument of proxy sent out by the Company in relation to the meeting; or

37.2.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

37.3 in the case of a poll:-

37.3.1 where the poll is taken more than 48 hours after it is demanded, be deposited or received as aforesaid, after the poll has been demanded and not less than twenty four hours before the time appointed for the taking of the poll; or

37.3.2 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any Director.

In calculating the periods mentioned in this Article, no account shall be taken of any day which is not a working day. An appointment of proxy or authority to represent which is not deposited, received or delivered in a manner so permitted shall be invalid. An appointment of a proxy shall (unless the contrary is stated thereon) be deemed to confer authority to demand or join in demanding a poll and to be valid as well for any adjournment of the meeting to which it relates. A vote given in accordance with the terms of an appointment of proxy or authority to represent shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, unless intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office (or such other place at which the appointment of proxy was deposited, received or delivered in a manner so permitted) before the commencement of the meeting or adjourned meeting or taking of poll at which the proxy is used. Receipt or deposit of an appointment of proxy shall not preclude a Member from attending and voting in person at the meeting or any adjournment thereof.

38. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
39. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

#### THE BOARD

40. The Company shall appoint persons to the Board to hold office for a period of 3 years.
41. At each annual general meeting of the Company one-third (or the nearest number but not exceeding one-third) of the Directors shall retire but shall be eligible for re-election for further periods of three years. The Directors who are to retire at each annual meeting shall be those who have been longest in office since their appointment or last election but as to those Directors who are appointed or last elected on the same day those who are to retire shall unless they otherwise agree among themselves be determined by lot.
42. The Directors appointed under Article 40 shall have power to co-opt up to four additional persons to the Board and Directors appointed in terms of this Article shall hold office for the period of their appointment or if no period is specified until the next annual meeting of the Company.

#### MAXIMUM and MINIMUM NUMBER of THE BOARD

43. The maximum number of Directors shall (unless otherwise determined by special resolution and not inclusive of those Directors co-opted under Article 42) be Ten, and (unless otherwise determined by special resolution) the minimum number of Directors shall be Four.

#### RETIRAL, DISQUALIFICATION and REMOVAL of DIRECTORS

44. A Director shall vacate office if:-

- (a) he ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
- (b) he ceases to be a Member;
- (c) he becomes bankrupt or apparently insolvent;
- (d) he becomes incapable for medical reasons of fulfilling the duties of his office and such incapacity is expected to continue for a period of more than six months;
- (e) he resigns office by notice to the Company;
- (f) he has served for more than three terms of three years.

#### APPOINTMENT OF CHAIRMAN

45. The Board shall elect a person to be the Chairman. Each person so appointed shall hold office for an initial period of 3 years and thereafter shall be eligible for re-appointment by the Board for two subsequent periods of three years. The Chairman shall ex officio be a Director.

#### BOARD'S INTERESTS

46. Subject to the provisions of the Act and of clause 4 of the Memorandum of Association and provided that he has disclosed to the Board the nature and extent of any material interest, a Director, notwithstanding his office:-
- (a) May be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
  - (b) May be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
  - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and

no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

47. For the purposes of the preceding Article:-
- (a) a general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified and
  - (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### BOARD'S REMUNERATION AND EXPENSES

48. Directors shall be entitled to reasonable and proper remuneration in return for services actually rendered to the Company.
49. The Directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at Board meetings, general meetings, meetings of Board committees or meetings of General Committees or otherwise in connection with the discharge of their duties.

#### POWERS OF THE BOARD

50. Subject to the provisions of the Act, the Memorandum of Association and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board, who may exercise all the powers of the Company.
51. No alteration of the Memorandum of Association or these Articles and no direction given by special resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
52. The powers conferred by Article 50 shall not be limited by any special power conferred on the Board by the Articles.

53. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
54. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his powers.

#### PROCEEDINGS OF THE BOARD

55. Subject to the provisions of the Articles, the Board may regulate their proceedings as they think fit.
56. Any Director may call a meeting of the Board or request the Secretary to call a meeting of the Board.
57. Only Directors, the Secretary and such other persons permitted to attend by the Chairman are entitled to attend a meeting of the Board and such other persons attending shall be permitted to speak at the meeting only if permitted by the Chairman. The Chairman's discretion in these matters shall be absolute.
58. No notice of a meeting of the Board need be given to a Director who is absent from the United Kingdom.
59. Questions arising at a meeting of the Board shall be decided by a majority of votes; in the case of an equality of votes, the Chairman shall have a second or casting vote.
60. The quorum for the transaction of the business of the Board shall be the one-half of the total number of Directors rounded up to the nearest whole number.
61. The continuing Directors or a sole continuing Director may act notwithstanding vacancies, but if the number of remaining Directors is less than the number fixed as the quorum, they or he may act only for the purpose of filling vacancies or of calling a general meeting.
62. Unless he is unwilling to do so, the Chairman shall preside as Chairman at every meeting of the Board at which he is present.

63. If the Chairman is unwilling to act as Chairman or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairman of the meeting.
64. All acts done by a meeting of the Board or by a meeting of a committee of the Board or by a person acting as a Director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
65. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or of a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held; it may consist of several documents in the same form each signed by one or more Directors.

#### DELEGATION to COMMITTEES of the BOARD and HOLDERS of EXECUTIVE OFFICE

66. The Board may delegate any of their powers to any committee consisting of one or more of the Directors; they may also delegate to the Chairman or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him.
67. Any delegation of powers under the preceding Article may be made subject to such conditions as the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
68. Subject to any condition imposed in pursuance of the preceding Article, the proceedings of a committee consisting of two or more Directors shall be governed by the Articles regulating the proceedings of meetings of the Board so far as they are capable of applying.

#### SECRETARY

69. Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; any

Secretary so appointed may be removed by them.

#### ACCOUNTS

70. The Board shall cause accounting records to be kept by the Company in accordance with the Act.
71. The accounting records shall be kept at the office or, subject to any provision of the Act, at such other place or places as the Board may think fit, and the accounting records shall always be open to the inspection of any Director.

#### AUDITORS

72. Auditors of the Company shall be appointed annually and their duties regulated in accordance with the Act.

#### NOTICES

73. Any notice to be given in pursuance of these Articles shall (otherwise than as expressly stated) be in writing or shall be given using electronic communications to an address for the time being notified for that purpose by the person being given the notice to the person giving the notice; the Company may give any such notice to a Member either personally or by sending it by post in a pre-paid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member.
74. Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty-four hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice, if given using electronic communications, shall be deemed to have been given 24 hours after the electronic communication containing the notice was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators.
75. A Member present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

WINDING UP

- 76 If the Company is wound up, the liquidator shall transfer the assets of the Company to an appropriate body in accordance with the provisions of the Memorandum of Association.

INDEMNITY

77. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any loss or liability which he may sustain or incur in connection with the execution of the duties of his office, including, without prejudice to that generality, any liability incurred by him 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

**Authorised Copy:**

P Nussey  
Chairman  
Date: