

THE COMPANIES ACTS 1985 TO 2006

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

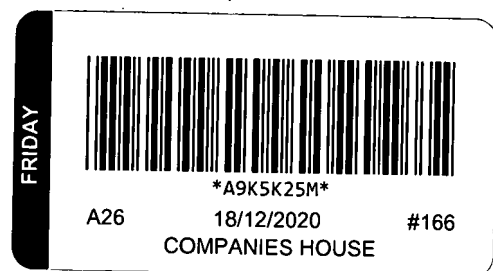
**ARTICLES OF ASSOCIATION  
OF  
FASHION RETAIL ACADEMY**

Incorporated on 13 July 2005

Adopted by special resolution passed on 19 July 2006

Adopted by special resolution passed on [28 November 2018]

Adopted by special resolution passed on [17 December 2020]



THE COMPANIES ACTS 1985 TO 2006  
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
FASHION RETAIL ACADEMY

INTERPRETATION

1. In these Articles:-
  - 1.1 "the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
  - 1.2 "the Academy" means the Fashion Retail Academy as referred to in Article 4.3.1 and established by the Company;
  - 1.3 "the Articles" means these articles of association of the Company;
  - 1.4 "the Charities Act" means the Charities Act 2011 including any statutory modifications or re-enactment thereof for the time being in force;
  - 1.5 "Charity" means an organisation which has purposes which are exclusively charitable according to the law of England and Wales.
  - 1.6 "Charity Trustee" has the meaning prescribed by section 177 of the Charities Act;
  - 1.7 "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;
  - 1.8 "the Company" means the company intended to be regulated by these Articles;
  - 1.9 "the Commission" means the Charity Commissioners for England and Wales;
  - 1.10 "Connected Person" means any spouse, partner, parent, child, brother sister, grandparent or grandchild of a governor, any firm (including a limited liability partnership) of which a governor is a member or employee, and any company of which a governor is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

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- 1.11 "executed" includes any mode of execution;
- 1.12 "Financial Expert" means an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 1.13 "Financial Year" means the Company's financial year;
- 1.14 "the Governing Body" means the governors;
- 1.15 "the governors" means (i) if the Company is a charity, the Charity Trustees who shall be the directors of the Company and (ii) if the Company is not a charity, the directors of the Company (and "governor" has a corresponding meaning);
- 1.16 "Head of Academy" means the Principal of the Academy;
- 1.17 "member" means a member of the Company and someone who as such is bound by the undertaking contained in Article 6;
- 1.18 "the Objects" means the objects of the Company as defined in Article 4;
- 1.19 "the seal" means the common seal of the Company if it has one;
- 1.20 "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;
- 1.21 "Secretary of State" means one of Her Majesty's Principal Secretaries of State as referred to in the Interpretation Act 1978;
- 1.22 "Teacher" means a teacher employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher for the Academy;
- 1.23 "the United Kingdom" means Great Britain and Northern Ireland.

Words importing the masculine gender only shall include the feminine gender. Words importing the singular number only shall include the plural number, and vice versa.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. NAME OF THE COMPANY

- 2.1 The name of the Company is "Fashion Retail Academy".

3. REGISTERED OFFICE

- 3.1 The registered office of the Company will be situated in England.

4. OBJECTS

- 4.1 The Company is established for the Objects.

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- 4.2 The object for which the Company is established is the promotion and advancement of education for the public benefit and in particular the promotion and advancement of education about the retailing industry through:
- 4.2.1 the development of skills in retailing and related areas through the provision of training and qualifications;
  - 4.2.2 the development, promotion and maintenance of standards for good practice in retailing and related areas;
  - 4.2.3 the development and dissemination of knowledge and understanding about standards for good practice in retailing and other information of the retailing industry which is of interest and benefit to the public or sections of the public.
- 4.3 For the purposes of furthering the objects of the Company, the Company may do anything incidental or conducive to such objects, which shall be deemed to include, but not be limited to, the following activities:
- 4.3.1 To establish and conduct a Fashion Retail Academy to provide training to the public in accordance with the Company's objects and otherwise facilitate the furtherance of the Company's objects.
  - 4.3.2 To co-operate with other bodies and to support, administer or set up charities.
  - 4.3.3 To establish or promote or concur in establishing or promoting subsidiary companies to assist or act as agents for the Company.
  - 4.3.4 To guarantee the contracts or liabilities or the payment of any dividends or interest or the performance of any obligation by any company in which the Company may have a direct or indirect interest and to provide any finance or other support to such company in any way which is in the best interests of the Company (but only (if applicable) in accordance with the restrictions imposed by the Charities Act).
  - 4.3.5 To manage, develop, sell, lease, mortgage, charge, grant licences or rights of, in, or over, or in any other way turn to account or deal with, all or any property or assets of the Company (but only (if applicable) in accordance with the restrictions imposed by the Charities Act).
  - 4.3.6 To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, secret processes, machinery, plant, stock in trade, and any real or personal property of any kind for such consideration and on such terms as may be considered to be expedient.
  - 4.3.7 To borrow or raise or secure the payment of money for the purposes of or in connection with any or all of the Company's activities pursuant to its objects (but only (if applicable) in accordance with the restrictions imposed by the Charities Act).
  - 4.3.8 To raise funds (but not, if the Company is a charity, by means of taxable trading).
  - 4.3.9 To receive money on deposit or loan upon such terms as the Company may approve.
  - 4.3.10 To enter into contracts to provide services to or on behalf of other bodies.

- 4.3.11 To make any advances or loans or give credit to any person whether with or without security and upon such terms as the Company may approve.
- 4.3.12 To draw, make, accept, endorse, negotiate, discount and execute any promissory notes, bills of exchange and other negotiable instruments.
- 4.3.13 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a Financial Expert as the governors consider necessary and having regard to the suitability of investments and the need for diversification) and to delegate the management of investments to a Financial Expert, but only on terms that:
- (a) the investment policy is set down in writing for the Financial Expert by the governors;
  - (b) every transaction is reported promptly to the governors;
  - (c) the performance of the investments is reviewed regularly with the governors;
  - (d) the governors are entitled to cancel the delegation arrangement at any time;
  - (e) the investment policy and the delegation arrangement are reviewed at least once a year;
  - (f) all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the governors on receipt; and
  - (g) the Financial Expert must not do anything outside the powers of the governors.
- 4.3.14 Subject to Article 5 to grant pensions, and allowances to officers, ex-officers, employees or ex-employees of the Company or the dependants or connections of such persons, if in the best interests of the Company.
- 4.3.15 To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required.
- 4.3.16 To pay for indemnity insurance for the governors.
- 4.3.17 To set aside funds for special purposes or as reserves against future expenditure.
- 4.3.18 To do all such other things within the law which promotes or helps the Objects of the Company.
- 4.4 It is hereby declared that each of the paragraphs of Article 4.3 shall be construed independently of each other and that none of the activities mentioned in any such paragraph shall be deemed to be merely subsidiary to the activities mentioned in any other such paragraph.
5. BENEFITS TO THE MEMBERS AND GOVERNORS
- 5.1 The property and funds of the Company must be used only for promoting the Objects and do not belong to the members but:
- 5.1.1 members who are not governors may be employed by or enter into contracts with the Company and receive reasonable payment for goods or services supplied;

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- 5.1.2 members (including governors) may be paid interest at a reasonable rate on money lent to the Company;
- 5.1.3 members (including governors) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Company; and
- 5.1.4 members who are also beneficiaries may receive charitable benefits in that capacity.
- 5.2 A governor must not receive any payment of money or other material benefit (whether directly or indirectly) from the Company except:
  - 5.2.1 as mentioned in Article 4.3.16 (indemnity insurance), 5.1.2 (interest), 5.1.3 (rent), 5.1.4 (charitable benefits) or 5.3 (contractual payments);
  - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Company;
  - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings);
  - 5.2.4 payment to any company in which a governor has no more than a 1 per cent shareholding; and
  - 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance if required).
- 5.3 A governor (other than the Head of Academy) may not be an employee of the Company, but a governor or a Connected Person may enter into a contract with the Company to supply goods or services in return for a payment or other material benefit if:
  - 5.3.1 the goods or services are actually required by the Company;
  - 5.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the governors in accordance with the procedure in Article 5.4; and
  - 5.3.3 no more than one half of the governors are interested in such a contract in any Financial Year.
- 5.4 Whenever a governor has a personal interest in a matter to be discussed at a meeting of the governors or a committee, he or she must:
  - 5.4.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;
  - 5.4.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;
  - 5.4.3 not be counted in the quorum for that part of the meeting; and
  - 5.4.4 be absent during the vote and have no vote on the matter.
- 5.5 Whilst the Company is a Charity, this clause may not be amended without the written consent of the Commission in advance.

6. LIABILITY OF MEMBERS OF THE COMPANY

6.1 The liability of the members is limited by guarantee.

6.2 Every member of the Company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding one pound.

7. MEMBERS

7.1 The governors from time to time shall be the only members of the Charity.

7.2 A governor shall become a member on becoming a governor. All new governors are treated as having agreed to become members of the Charity.

7.3 A member shall cease to be a member if he or she ceases to be a governor.

7.4 Membership is not transferable and shall cease on death.

7.5 The governors may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the governors shall make, provided that no such associate members shall be members of the Charity for the purposes of the Articles or the Companies Acts.

8. GENERAL MEETINGS OF MEMBERS AND WRITTEN RESOLUTIONS

8.1 The governors may call a general meeting of the members at any time. Such meetings must be held in accordance with the provisions of the Act and the Charities Act. In the event of an equality of votes the chairman shall have a second or casting vote.

8.2 A written resolution agreed by:

8.2.1 members representing a simple majority; or

8.2.2 (in the case of a special resolution) members representing not less than 75%;

of the total voting rights of eligible members shall be effective.

8.3 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the date on which it is sent.

8.4 Subject to Article 8.1, in the case of votes at a meeting or by written resolution each member shall have one vote.

9. GOVERNORS

9.1 The number of governors shall be not less than eight but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

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9.2 As at the adoption of these Articles the governors shall be:

9.2.1 James Michael Barron;

9.2.2 Laura Michelle Charles;

9.2.3 Fiona Marie Gaughan;

9.2.4 Martin Gibson;

9.2.5 Kim Longman;

9.2.6 Elizabeth Mary Rouse;

9.2.7 Elaine Susan Smith;

9.2.8 Vanessa Spence; and

9.2.9 the Head of Academy.

9.3 Every governor after appointment or reappointment must sign a declaration of willingness to act as a Charity Trustee of the Company before he or she may vote at a meeting of the Governing Body.

## 10. APPOINTMENT OF GOVERNORS

10.1 Any person who is willing to act as a governor, and who would not be disqualified from acting under the provisions of Article 13, may be appointed to be a governor by a decision of the governors.

10.2 The Head of Academy shall be an ex officio governor and shall remain in office for such time as he or she retains the position of Head of Academy.

## 11. TERMS OF OFFICE OF GOVERNORS

11.1 Subject to Article 11.5, each governor shall retire from office at the third Annual Retirement Meeting following the commencement of his or her term of office.

11.2 The Annual Retirement Meeting shall be the meeting of the governors at which the annual accounts of the Company are adopted. The retirement takes effect at the conclusion of the meeting.

11.3 Subject to the maximum terms set out in Article 11.4 and Article 13, retiring governors may be reappointed by a decision of the governors.

11.4 A governor who has served for three or more consecutive terms of office must take a break from office and may not be reappointed until the earlier of:

11.4.1 the anniversary of the commencement of his or her break from office; and

11.4.2 the Annual Retirement Meeting following the Annual Retirement Meeting at which his or her break from office commenced,



provided that the governors may, in exceptional circumstances, resolve to reappoint such governor for a further term or terms of office of one year, expiring at the following Annual Retirement Meeting.

11.5 Those governors in office at the adoption of these Articles shall continue to serve until the Annual Retirement Meeting in the year that their current term of office expires. Those governors may then be reappointed under Article 11.3, subject to the maximum terms set out in Article 11.4.

## 12. RESIGNATION AND REMOVAL OF GOVERNORS

12.1 A governor shall cease to hold office if he resigns his office by notice to the Company (but only if at least four governors will remain in office when the notice of resignation is to take effect).

12.2 A governor shall cease to hold office:

12.2.1 if his or her term of office expires under Article 11;

12.2.2 if he or she is disqualified for any reason under Article 13;

12.2.3 if at a meeting of the governors at which at least half of the governors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the governors; or

12.2.4 he or she ceases to be a member.

## 13. DISQUALIFICATION OF GOVERNORS

13.1 No person shall be qualified to be a governor unless he is aged 18 or over at the date of his election or appointment. No student of the Academy shall be a governor, without the unanimous approval of the governors.

13.2 A governor shall be disqualified from office if:

13.2.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;

13.2.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;

13.2.3 the governors unanimously reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;

13.3 Where, by virtue of these Articles a person is or becomes disqualified from holding, or continuing to hold office as a governor; and he is, or is proposed, to become such a governor, he shall upon becoming so disqualified give written notice of that fact to the Secretary.

13.4 Any member of any committee or subgroup of the governors who is not a governor shall also be disqualified from acting on such committee or subgroup if they would be disqualified under this Article 13.

14. SECRETARY TO THE GOVERNING BODY

14.1 Subject to the provisions of the Act, the Secretary shall be appointed by the governors for such term, at such remuneration and upon such conditions as they may think fit. The Secretary shall not be a governor or the Head of the Academy. Notwithstanding this Article, the Governing Body may, where the Secretary fails to attend a meeting of theirs, appoint any one of their number to act as Secretary for the purposes of that meeting.

15. CHAIRMAN AND VICE-CHAIRMAN OF THE GOVERNING BODY

15.1 The governors shall appoint a chairman and vice-chairman of the Governing Body from amongst their number for such term as they think fit. The governors holding office as chairman and vice-chairman as at the date of the adoption of these Articles shall (subject to Article 15.2) remain in office until the next Annual Retirement Meeting, when they may be reappointed.

15.2 The chairman or vice-chairman may at any time resign his or her office by giving notice in writing to the Secretary. The chairman or vice-chairman shall cease to hold office if—

15.2.1 he or she ceases to be a governor; or

15.2.2 in the case of the vice-chairman, he or she is employed to work at the Academy; or

15.2.3 he or she is removed from office in accordance with this Article 15.

15.3 Where by reason of any of the matters referred to in Article 15.2, a vacancy arises in the office of chairman or vice-chairman, the governors shall at their next meeting elect one of their number to fill that vacancy.

15.4 Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chairman for the purposes of the meeting.

15.5 Where in the circumstances referred to in Article 15.4 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the governors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the governor elected shall not be a person who is employed to work at the Academy.

15.6 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.

15.7 The governors may remove the chairman or vice-chairman from that office before the expiry of his or her term if, at a meeting of the governors at which at least half of the governors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the governors.

16. RESPONSIBILITIES OF GOVERNORS

16.1 The governors shall be responsible:

16.1.1 for the control of the Company and its property and funds for the determination of the educational character and mission of the Academy and for oversight of its activities;

16.1.2 for the effective and efficient uses of resources, the solvency of the Academy and the Company and for safeguarding their assets;

16.1.3 for approving annual estimates of income and expenditure;

16.1.4 for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts;

16.1.5 for setting a framework for the pay and conditions of service of all other staff; and

16.1.6 for ensuring the continued charitable status of the Company.

17. POWERS OF GOVERNORS

17.1 Subject to provisions of the Act and the Articles, the business of the Company shall be managed by the governors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the governors by the Articles and a meeting of governors at which a quorum is present may exercise all the powers exercisable by the governors.

17.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the governors shall have the following powers, namely:

17.2.1 to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit subject to Article 4.3.13 and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;

17.2.2 to enter into contracts on behalf of the Company.

17.3 The governors shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the Academy and shall consider any advice given by the Head of Academy.

17.4 Any bank account in which any part of the assets of the Company is deposited shall be operated by the governors and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least two signatories authorised by the governors in respect of their activities as governors.

18. GOVERNORS' EXPENSES

18.1 Subject to Article 5 the governors may at the discretion of the Governing Body be paid all reasonable and proper out of pocket travelling, hotel and other expenses, properly incurred by them in connection with their attendance at meetings of governors or committees of governors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration other than in accordance with Article 5.

18.2 Except to the extent permitted by Article 5 and subject to Articles 22.18 to 25.19, no governor shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a governor in any contract to which the Company is a party.

## 19. THE MINUTES

19.1 The minutes of the proceedings of a meeting of the Governing Body shall be drawn up and entered into a book kept for the purpose by the person acting as Secretary for the purposes of the meeting; and shall be signed (subject to the approval of the Governing Body) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:

19.1.1 all appointments of officers made by the governors; and

19.1.2 all proceedings at meetings of the Company and of the governors and of committees of governors including the names of the governors present at each such meeting.

## 20. DELEGATION

20.1 Subject to these Articles the governors may delegate to any committee, any governor holding an executive office, or to the Head of Academy, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the governors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

20.2 Where any function of the governors has been delegated under Article 20.1 or is otherwise exercised by any committee, any governor holding an executive office, the Head of Academy or any member, the person or committee to whom the function has been delegated, or who has otherwise exercised the function, shall report to the governors in respect of any action taken or decision made with respect to the exercise of that function at the meeting of the governors immediately following the taking of the action or the making of the decision.

20.3 The governors may establish any committee to exercise, subject to these Articles, powers and functions of the governors. The constitution, membership and proceedings of any committee of the governors shall be determined by the governors. The establishment, terms of reference, constitution and membership of any committee of the governors shall be reviewed at least once in every twelve months. The membership of any committee of the governors may include persons who are not governors, provided that a majority of members of any such committee shall be governors. The governors may determine that some or all of the members of a committee who are not governors shall be entitled to vote in any proceeding of the committee. No vote on any matter shall be taken at a meeting of a committee of the governors unless the majority of members of the committee present are governors.

20.4 The governors shall not delegate any of the following functions:

20.4.1 the determination of the educational character and mission of the Academy;

- 20.4.2 the approval of annual estimates of income and expenditure;
- 20.4.3 ensuring the solvency of the Academy and the Company and safeguarding their assets;
- 20.4.4 the appointment or dismissal of the Head of Academy; and
- 20.4.5 ensuring the continued charitable status of the Company.

## 21. HEAD OF ACADEMY

- 21.1 The governors shall appoint the Head of Academy who shall be responsible:
  - 21.1.1 for making proposals to the governors about the educational character and mission of the Academy, and for implementing the decisions of the governors;
  - 21.1.2 for the organisation, direction and management of the Academy and leadership of the staff;
  - 21.1.3 for the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the governors, of the pay and conditions of service of staff other than the holders of senior posts;
  - 21.1.4 for the determination of the Academy's academic activities and for the determination of its other activities;
  - 21.1.5 for preparing annual estimates of income and expenditure, for consideration and approval by the governors, and for the management of budget and resources, within the estimates approved by the governors; and
  - 21.1.6 for the maintenance of student discipline and for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

## 22. MEETINGS OF THE GOVERNING BODY

- 22.1 Subject to these Articles, the governors may regulate their proceedings as they think fit.
- 22.2 The Governing Body shall hold at least one meeting in every academic term. Meetings of the Governing Body shall be convened by the Secretary. In exercising his functions under this Article the Secretary shall comply with any direction—
  - 22.2.1 given by the Governing body; or
  - 22.2.2 given by the chairman of the Governing Body or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 22.2.1.
- 22.3 Any two governors may, by notice in writing given to the Secretary, requisition a meeting of the Governing Body; and it shall be the duty of the Secretary to convene such a meeting as soon as is reasonably practicable.
- 22.4 Each governor shall be given at least seven clear days before the date of a meeting together with a copy of the agenda for the meeting.

- 22.5 Notwithstanding Article 22.4, where the chairman or, in his or her absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda therefore are given within such shorter period as he directs. In deciding on the date and time of any governors' meeting, the governor(s) calling or requesting the Secretary to call the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many governors as practicable are likely to be available to participate.
- 22.6 Governors shall be deemed to participate in a governors' meeting, or part of a governors' meeting, when:
- 22.6.1 the meeting has been called and takes place in accordance with the Articles; and
- 22.6.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- 22.7 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda therefore.
- 22.8 A resolution to rescind or vary a resolution carried at a previous meeting of the Governing Body shall not be proposed at a meeting of the Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 22.9 A meeting of the Governing Body shall be terminated forthwith if—
- 22.9.1 the Governing Body so resolve; or
- 22.9.2 the number of governors present ceases to constitute a quorum for a meeting of the Governing Body in accordance with Article 22.12 subject to item 22.13.
- 22.10 Where in accordance with Article 22.9 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
- 22.11 Where the Governing Body resolve in accordance with Article 22.9 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Secretary to convene a meeting accordingly.
- 22.12 The quorum for a meeting of the Governing Body, and any vote on any matter thereat, shall be four governors.
- 22.13 The governors may act notwithstanding any vacancies in their number, but, if the number of governors in office is less than the number fixed as the quorum, the continuing governors may act only for the purpose of calling a general meeting.

- 22.14 Subject to these Articles, every question to be decided at a meeting of the Governing Body shall be determined by a majority of the votes of the governors present and voting on the question. An abstention shall be taken as a "no" vote.
- 22.15 Where there is an equal division of votes the chairman or, as the case may be, the person who is acting as chairman for the purposes of the meeting, shall have a second or casting vote.
- 22.16 The proceedings of the Governing Body shall not be invalidated by—
- 22.16.1 any vacancy among their number, or
- 22.16.2 any defect in the election, appointment or nomination of any governor.
- 22.17 A resolution in writing, signed by all the governors entitled to receive notice of a meeting of governors or of a committee of governors, shall be valid and effective as if it had been passed at a meeting of governors (or as the case may be) a committee of governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the governors.
- 22.18 Unless approved at a quorate meeting of the Governing Body, and the members in accordance with the Act, the Company shall not enter into any contract or arrangement where a member of the governing body or a Connected Person has a duty or pecuniary interest (direct or indirect), which conflicts or may conflict with the interests of the Company. Any governor who has any such duty or pecuniary interest shall disclose that fact to the Governing Body as soon as he becomes aware of it and shall comply with Article 5.4.
- 22.19 Without limitation to the generality of Article 22.18, a governor shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Academy if:
- 22.19.1 he is a director or a member holding more than 1/100th of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
- 22.19.2 he is a partner in a partnership or member of an unincorporated association or any other body with whom the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
- 22.19.3 he, or a partner of his, is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the matter under consideration.
- 22.20 For the purposes of Articles 22.18 and 22.19, an interest of a person who is a Connected Person in relation to a governor, shall be treated as an interest of the governor.
- 23: PATRONS
- 23.1 The governors may from time to time appoint any persons whether or not members of the Company to be patrons of the Company and may determine for what period they are to hold such office.

24. CONDUCT OF THE ACADEMY

24.1 The Academy shall be conducted in accordance with the provisions of the Education Acts 1962 to 2011, any subsequent Education Acts, any relevant regulations, orders or directions made by the Secretary of State and subject thereto, in accordance with the provisions of the Articles, any rules or bye-laws made under the Articles and any trust deed regulating the Academy.

25. THE SEAL

25.1 The seal shall only be used by the authority of the governors or of a committee of governors authorised by the governors. The governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a governor and by the Secretary or by a second governor.

26. RECORDS AND ACCOUNTS

26.1 The governors must comply with the requirements of the Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

26.1.1 annual returns;

26.1.2 annual reports; and

26.1.3 annual statements of account.

26.2 The governors must keep proper records of:

26.2.1 all proceedings at general meetings;

26.2.2 all proceedings at meetings of the governors;

26.2.3 all reports of committees; and

26.2.4 all professional advice obtained.

26.3 Accounting records relating to the Company must be made available for inspection by any governor at any time during normal office hours and may be made available for inspection by members who are not governors if the governors so decide.

26.4 A copy of the Company's latest available statement of account must be supplied on request to any governor or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Company's reasonable costs.

27. NOTICES

27.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the governors need not be in writing.

27.2 A notice may be given by the Company to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by electronic mail if receipt of the e-mail has been confirmed by the recipient.



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A member whose registered address is not within the United Kingdom and who gives to the Company an address, within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

27.3 A member present in person at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

27.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## 28. INDEMNITY

28.1 Subject to the provisions of the Act and the Charities Act every governor or other officer or governor or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in 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.

## 29. RULES

29.1 The governors may from time to time, make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

29.1.1 the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

29.1.2 the conduct of members of the Company in relation to one another, and to the Company's staff;

29.1.3 the appointment and promotion of staff;

29.1.4 the conduct of staff;

29.1.5 academic freedom;

29.1.6 the suspension and dismissal of staff;

29.1.7 grievance procedures;

29.1.8 students' union;

29.1.9 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;

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29.1.10 the procedure at general meetings and meetings of the governors and committees of the governors and meetings of the governing body in so far as such procedure is not regulated by the Articles; and

29.1.11 generally, all such matters as are commonly the subject matter of company rules.

29.2 The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws and the governors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

30. APPLICATION OF THE ASSETS OF THE COMPANY

30.1 The Company shall not trade for profit. Accordingly the income and profits of the Company, whencesoever derived, shall be applied solely towards the promotion of the Objects, 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 the members of the Company.

30.2 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 applied in one or more of the following ways:

30.2.1 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 applied in one or more of the following ways:

30.2.2 by transfer to some other company or association (incorporated or unincorporated) established for exclusively charitable purposes within, the same as or similar to the Objects.

30.2.3 directly for the Objects or for charitable purposes which are within or similar to the Objects.

30.2.4 in such other manner consistent with charitable status as the Commission approve in writing in advance.