

Company Number: 2800266

**THE COMPANIES ACT 1985 and 1989**

**COMPANY LIMITED BY SHARES**

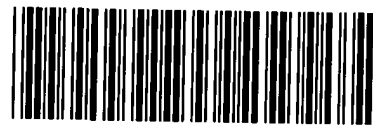
**ARTICLES OF ASSOCIATION**

**OF**

**ASKHAM BRYAN COLLEGE COMPANY LIMITED**

**(Adopted by a Special Resolution of the Company dated 16  
March 1993 and as amended by a Special Resolution of the  
Company dated 26 January 2021)**

FRIDAY



\*A9XP1TCR\*

A12

05/02/2021

#308

COMPANIES HOUSE

**Andrew Jackson**

..... Solicitors LLP .....

## **PRELIMINARY**

1. Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter, referred as "Table A") shall apply to the Company.
2. Regulations 8, 64, 73 to 80 and 118 of Table A shall not apply to the Company and in Regulation 1 of Table A the following words shall be inserted after the word "regulations" in line 1 thereof - "and in any Articles adopted the same".

## **INTERPRETATION**

3. In these Articles:
  - a) the words "written" and "writing" shall, unless the contrary intention appears, be construed as including references to printing and other modes of representing or reproducing words in a visible form and shall include any document sent by telex, facsimile, optical image transmission or other similar means of transmission.
  - b) the words "member" and "members" shall, unless the contrary intention appears, be deemed to include both the plural and singular tenses thereof.
  - c) " College" means the Askham Bryan College.

## **SHARE CAPITAL**

4. The Capital of the Company at the date of adoption of these Articles is £15,100 divided into 100 Ordinary Shares of £1.00 each and 15,000 Redeemable Shares of £1.00 each. The Ordinary Shares and the Redeemable Shares shall have the same rights and privileges and shall rank *pari passu* in all respects save that:
  - (i) the holders of the Redeemable Shares shall not be entitled to receive notice of, or attend, or vote at any General Meeting of the Company, nor shall they confer the right to subscribe for or receive any allotment of share other than shares of the same class and accordingly (unless otherwise determined by Special Resolution):
    - (a) where shares are required to be offered to members in proportion to existing shares held by them the shares concerned shall first be converted into shares of the appropriate class and offered to members holding shares of the same class; and
    - (b) upon any capitalisation or rights issue shares of any class may be allotted only to and amongst members holding shares of the same class; and

- (c) the Articles of Association of the Company are to be read and construed accordingly.
- (ii) The Ordinary Shares and the Redeemable Shares shall rank pari-passu in all respects for the payment of any individuals.
- (iii) The Redeemable Shares shall entitle the holders thereof on a winding up or on a Suction of capital involving a return of capital, pari-passu with any further Redeemable Shares created to rank pari-passu therewith as regard priority to any return of capital on any class of shares, to repayment of the capital paid up or credited as paid up thereon, and the balance of the assets of the Company, subject to any special rights which may be attached to any class of shares shall be applied in repaying to the holders of the Ordinary Shares the amounts paid upon such shares and subject thereto shall belong to and be distributed among such holders rateably according to the amounts paid upon such shares and the holders of the Redeemable Shares shall not be entitled to any further or other participation in the profits or assets of the Company.
- (iv) The following provisions shall apply in regard to the redemption of the Redeemable Shares:
  - (a) subject to the provisions of the Act the holders of the Redeemable Shares shall have the right pursuant to Section 160 of the Companies Act 1985 to redeem at par the whole or any part of the Redeemable Shares on the 1st of April and 1st October in each or any year from the 1st October 1993 upon giving to the Company not less than three month's notice in writing of such intention to do so.
  - (b) any Notice of Redemption shall specify the particular shares to be redeemed, the date fixed for redemption (being either the 1st April or 1st October in any year only) and the time and the place at which the certificates for such shares will be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by them in order that the same may be cancelled. Upon such delivery the Company shall pay to such holders the amount due to them in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holders delivering such certificates to the Company.
  - (c) there shall be paid on each Redeemable Share redeemed the amount paid up thereon.

## **ALLOTMENT OF SHARES**

5. (a) In accordance with the provisions of Section 80 of the Act the Directors are unconditionally authorised to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) of the

Company to such persons and generally on such terms and conditions as the Directors may determine.

- (b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the company at the date of adoption of these Articles (£15,100). The said authority will expire five years from the date of adoption of these Articles unless renewed, varied or revoked by the Company in general meeting in accordance with the said section 80.
  - (c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require securities of the Company to be allotted after the expiry of such authority.
6. (a) Subject to the provisions of Article 40(0) above and to any direction to the contrary that may be given by the Company in general meeting or by written resolution all shares authorised pursuant to Article 4 hereof to be allotted shall first be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such person and upon such terms as they think most beneficial to the company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinafter provided.
- (b) By virtue of section 91(0) of the Companies Act 1985, sections 89(1) and 90(6) inclusive of that Act shall not apply to the Company.

#### **PURCHASE OF OWN SHARES**

7. Subject to Chapter VII of Part V of the Act, the company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

#### **REDEMPTION OF SHARES**

8. (a) Subject to Chapter VII of Part V of the Act, any shares may be issued on the terms that they are, at the option of the company or the shareholder, liable to be redeemed on such terms and in such manner as the company may in these Articles of Association or before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

(b) Subject to Chapter VI of Part V of the Act, the company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the company or its holding company.

#### **LIEN ON SHARES**

9. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or in the name of one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereof.

#### **TRANSFER OF SHARES**

10. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of a share, whether or not it is a fully paid share. The Directors may also decline to register any transfer of shares on which the company has a lien, the first sentence of regulation 24 and all of regulation 25 of Table A shall not apply to the Company.

#### **GENERAL MEETINGS AND RESOLUTIONS**

11. In accordance with section 372(3) of the Act in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
12. In regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

#### **SINGLE MEMBER**

13. If and for so long as the Company shall have only one member pursuant to The Companies (Single Member Private Limited Companies) Regulations 1992 the following provisions shall apply:
  - a) one person entitled to vote upon the business to be transacted being the sole member of the company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly, Regulation 41 of Table A shall not apply to the Company.

- b) The sole member of the Company (or the proxy or authorised representative of the sole member representing the member at the relative general meeting) shall be the Chairman of any general meeting of the Company and regulation 42 of Table A shall be modified accordingly.
- c) A proxy for the sole member of the Company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
- d) All other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modifications as may be necessary in relation to a company which has only one member.

## **DIRECTORS**

- 14. Unless and until the Company by ordinary resolution shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles. The quorum necessary for the transaction of the business of the Directors when more than one Director holds office may be fixed by the Directors but unless so fixed shall be two present in person. In the event of the minimum number of Directors fixed by or pursuant to these Articles being one, the quorum shall be one. Regulation 89 of Table A be modified accordingly.
- 15. If and for so long as a majority of the issued ordinary share capital for the time being of the company is beneficially owned by the College the directors of the company, or any of them, may be nominated, appointed and removed with immediate effect by notice in writing served on the company at its registered office by the Governors of the College.
- 16. Without prejudice to the provisions of Article 13 hereof the following persons shall ex-officio be entitled to be appointed as Directors of the Company:
  - a) the Principal, Vice Principle and Secretary for the time being of the College.
  - b) two further Governors for the time being of the College who may be so nominated by a resolution of the Governors of the said College.

and upon such persons ceasing to hold such office as aforesaid with the College they shall automatically be deemed to have resigned as a Director of the Company and their successor shall be entitled to be appointed as a Director of the Company in their stead.

- 17. Subject to the provision of Article 13 hereof the directors may appoint a person who is willing to act to be a Director either to fill a casual vacancy or as an additional Director.
- 18. Subject to the provisions of these Articles and to section 293 of the Act any person may be appointed or elected as a Director, whatever his age, and no Director shall

be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

19. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend and speak at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the Company.

#### **BORROWING POWERS**

20. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

#### **ALTERNATE DIRECTORS**

21. (a) A Director or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.  
  
(b) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

#### **DISQUALIFICATION OF DIRECTORS**

22. The office of a Director shall automatically be vacated if he becomes incapable by reason of illness, injury or operation of law of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

#### **INDEMNITY**

23. Subject to the provisions of section 310 of the Act every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about execution of the duties of his office or otherwise in relation thereto, including 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 under Sections 144(3) or (4) or Section 727 of the Act in which relief is granted to him by the Court, and no other Director or other officer shall be liable for any loss, damage

or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. In this connection the Company may pursuant to Section 310(3) of the Act purchase and maintain indemnity insurance cover for its Directors and other officers, Such indemnity shall extend to former Directors and officers of the Company.



**NAME AND ADDRESS OF SUBSCRIBER**

Ashcroft Cameron Nominees Limited  
5 Coates Crescent  
EDINBURGH  
EH3 7AL

**For and on behalf of**  
Ashcroft Cameron Nominees Limited

Dated this 8th day of February 1993

Witness to the above Signatures:

Judith Cruikshank  
5 Coates Crescent  
EDINBURGH  
EH3 7AL

Company Secretarial Assistant