

G

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

Please insert  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\* insert full  
name of Company

† delete as  
appropriate

To the Registrar of Companies

For official use

For official use

Name of company

\* SOUTH WEST ASSOCIATION FOR FURTHER EDUCATION AND TRAINING

I, FREDERICK STEPHEN FISHER

of BISHOPS HULL HOUSE, BISHOPS HULL, TAUNTON, SOMERSET

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,  
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at Taunton  
Somerset

Declarant to sign below

the 25 day of March  
One thousand nine hundred and ninety-three  
before me [Signature] D. R. WHITE

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Presentor's name address and  
reference (if any):

For official Use  
New Companies Section

Post room



Jordan & Sons Limited

Jordan & Sons

21 St. Thomas Street Bristol BS1 6IS Tel: 0272 230500 Telex 440110

**Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent**

**30 (5)(a)**

Please do not  
write in  
this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

**Please complete  
legibly, preferably  
in black type, or  
bold block lettering**

### Note

**This declaration should accompany the application for the registration of the company**

\* insert full name  
of company

† delete as appropriate

**To the Registrar of Companies  
(Address overleaf)**

For official use

**Company number**

Name of company

\* SOUTH WEST ASSOCIATION FOR FURTHER EDUCATION AND TRAINING

1, FREDERICK STEPHEN FISHER

of BISHOPS HULL HOUSE, BISHOPS HULL, TAUNTON, SOMERSET

a [Solicitor engaged in the formation of the above-named company][person named as director or secretary of the above company in the statement delivered under section 10 of the above Act]† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at Turkey  
San Juan

**Declarant to sign below**

the 25<sup>th</sup> day of March  
One thousand nine hundred and ninety-three  
before me [Signature] D.R. WHITE

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths~~

**Presentor's name address and reference (if any):**

For official Use  
New Companies Section

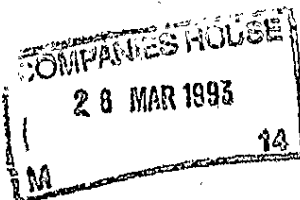
Post paid  
COMPANIES HOUSE  
26 MAR 1993  
14

Printed and supplied by

**Jordans**

Jordan & Sons Limited

21 St. Thomas Street, Bristol BS1 6JS  
Tel: 0272 230600 Telex 449119



10

# Statement of first directors and secretary and intended situation of registered office

This form should be completed in black.

Company name (in full)

CN

For official use ☐

SOUTH WEST ASSOCIATION FOR FURTHER EDUCATION  
AND TRAINING

Registered office of the company on  
incorporation.

RO

BISHOPS HULL HOUSE

BISHOPS HULL

Post town TAUNTON

County/Region SOMERSET

Postcode TR1 5RA

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.

X

Name J. K. WHITCUTT

RA

COUNTY SECRETARY AND SOLICITOR

COUNTY HALL

Post town TAUNTON

County/Region SOMERSET

Postcode TA1 4DY

Number of continuation sheets attached ☐

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

J. K. WHITCUTT

COUNTY SECRETARY AND SOLICITOR

COUNTY HALL, TAUNTON, SOMERSET

Postcode TA1 4DY

Telephone (0823) 255022

Extension

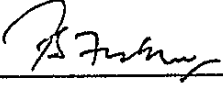
**Company Secretary** (See notes 1 - 5)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Consent signature**

<b>CS</b>	MR.
	FREDERICK STEPHEN
	FISHER
<b>AD</b>	BISHOPS HULL HOUSE
	BISHOPS HULL
	Post town TAUNTON
	County/Region SOMERSET
	Postcode TA1 5RA
	Country ENGLAND
I consent to act as secretary of the company named on page 1	
Signed	 Date 24/3/93

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.


Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature**

<b>CD</b>	MS.
	JENNIFER ANN
	WISKER
<b>AD</b>	JESTERS
	16 QUEEN SQUARE, NORTH CURRY
	Post town TAUNTON
	County/Region SOMERSET
	Postcode TA3 6JS
	Country ENGLAND
<b>DO</b>	018014412
	Nationality <b>NA</b> BRITISH
<b>OC</b>	CHIEF EDUCATION OFFICER
<b>OD</b>	SOMERSET TRAINING AND ENTERPRISE COUNCIL
I consent to act as director of the company named on page 1	
Signed	 Date 24th March 1993

**Director** (continued)

(See notes 1 - 5)

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

Signed

Date 24 March 1993

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed

Date 24th March 1993

Signed

Date 24th March 1993

Signed

Date 24.3.93.

Signed

Date

Signed

Date

Signed

Date

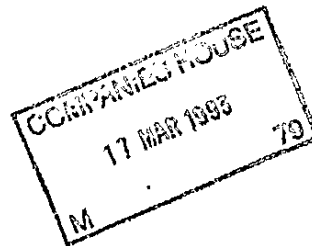
SOUTH WEST ASSOCIATION  
**FURTHER  
EDUCATION  
& TRAINING**

2806593

**THE COMPANIES ACT 1985 AND  
THE COMPANIES ACT 1989**

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

**MEMORANDUM OF ASSOCIATION**



1. The name of the Company (hereinafter called "the Association") is the South West Association for Further Education Training.

2. The registered office of the Association will be situated in England and Wales.

3. The Association is established for the advancement of the education and training of young persons and adults and in furtherance of this object but not further or otherwise the Association shall have the following powers:

(a) To maintain contact with industrial, commercial and other employment and training interests, with schools, colleges, adult education centres and the youth service, with the universities and higher education institutions, with other independent/ voluntary providing organisations and other appropriate authorities, bodies and agencies and to foster consultations and co-operative action between them;

(b) To facilitate, promote and provide for meetings, networks, committees or other appropriate structures for groups, organisations, institutions, authorities, bodies or agencies as are deemed appropriate;

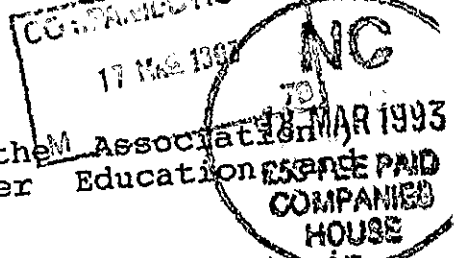
(c) To facilitate, promote and monitor the review and development of curricula for the education and training of young persons and adults;

(d) To facilitate, promote and provide training and staff development for those individuals and organisations concerned with the education and training of young persons and adults;

(e) To provide and conduct examinations and assessments in such schemes and subjects and at such levels as shall from time to time be determined, for such educational and training establishments and persons as are deemed appropriate and in pursuance of such provision and conduct to award certificates and other qualifications to candidates successful in meeting the published examinations or assessment requirements and at its discretion to award prizes to candidates achieving outstanding merit in them;

(f) To provide, for or on behalf of appropriate organisations, institutions, authorities, bodies or agencies, an administrative service associated with the provision of schemes and examinations or assessments in such courses and subjects as may from time to time be required subject to such financial arrangements as shall be determined;

(g) To facilitate, promote and provide information, advice, meetings, networks, training, staff development, international exchanges and other activities as are deemed appropriate for those individuals, organisations, institutions, authorities, agencies and bodies as are deemed appropriate and which are concerned with the youth service;



2806593

529418

- (h) To undertake research and surveys, to manage projects and publish the results of such activity, to collect, compile, print, publish and disseminate information, to provide, publish or contribute to the publication of any papers, books, periodicals, reports or other documents, films, slides, tapes, pictures, plans, models and other modes of dissemination and advice and to promote, encourage, foster and maintain interest in the objects and activities of the Association;
- (i) To publish literature which it considers to be conducive to the promotion of its objects and to contribute to and promote such literature;
- (j) To organise, provide facilities for and hold conferences, meetings, courses of instruction, demonstrations, lectures, exhibitions, competitions, tours and displays;
- (k) To foster and encourage co-operation and communication between similar organisations, societies, other charitable institutions and local national and international organisations and authorities, and, where appropriate to co-ordinate the activities, represent the views of those making use of the facilities of the Association and advise on the provision of education and training of young persons and adults;
- (l) To establish, promote or aid the establishment or promotion and to subscribe to, or become a member of or amalgamate or co-operate with any other charitable organisation, association, institution, society or body not formed or established for the purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Association or the establishment or promotion of which may be beneficial to the Association and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Association of any such charitable organisation, institution, society or body in any way connected with or calculated to further any of the objects of the Association;
- (m) Subject to such consents as may be required by law to borrow and raise money for the furtherance of the objects of the Association in such manner and on such security as the Association may think fit;
- (n) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that the Association shall not undertake any permanent trading activities in raising funds for its charitable objects;
- (o) To invest the moneys of the Association not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;



3.

- (p) Subject to such consents as may be required by law to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Association may think necessary for the promotion of its objects;
- (q) Subject to such consent as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association with a view to the furtherance of its objects;
- (r) Subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, organisers, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Association;
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Association;
- (t) To make provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents;
- (u) To do all or any of the things (in any part of the world) hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which the Association is authorised to amalgamate;
- (v) Generally to do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would have been as such Board if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum 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 Association, save that a member of its Board may be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

- (i) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Board) for any services rendered to the Association;
- (ii) of interest on money lent by any member of the Association or of its Board at a reasonable and proper rate per annum not exceeding 2 per cent more than the published base lending rate of a clearing bank to be selected by the Board;
- (iii) of reasonable and proper rent for premises demised or let by any member of the Association or of its Board;
- (iv) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board may also be a member holding not more than 1/100th part of the capital of the company; and
- (v) to any member of its Board of Management of reasonable out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same 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 Association 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. If upon the winding-up or dissolution of the Association 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 Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, 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 Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association 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, provided that the approval of the Charity Commissioners for England and Wales shall be obtained to such disposal.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum of Association.

---

NAME AND ADDRESS OF SUBSCRIBERS

---

Frederick Stephen Fisher,  
Bishops Hull House,  
Bishops Hull,  
Taunton,  
Somerset. TA1 5RA

*FS Fisher*

Witness 

Name **NEIL MICHAEL PRINGLE**

Address **SOMERSET COUNTY COUNCIL**  
**County Hall, Taunton, Somerset. TA1 4DY**

Dated **24th Mar 1993**

Jennifer Ann Wisker,  
Jesters,  
16 Queen Square,  
North Curry,  
Taunton,  
Somerset. TA3 6JS

*Jennifer A Wisker*

Witness 

Name **NEIL MICHAEL PRINGLE**

Address **SOMERSET COUNTY COUNCIL**  
**County Hall, Taunton, Somerset. TA1 4DY**

Dated **24th Mar 1993**

David Joseph Wood,  
12 Parkfield Drive,  
Taunton,  
Somerset. TA1 5BT

*David J Wood*

Witness *P.R. Barker*

Name **P.R. BARKER (PHILIP ROWLAND)**

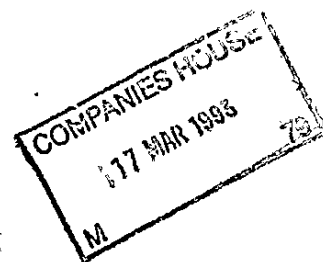
Address **1 CHURCH CLOSE,**  
**LYDEARD ST. LAWRENCE, TAUNTON, SOMERSET**

Dated **25 March 1993**

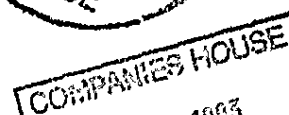
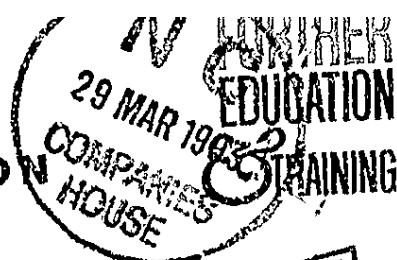
**THE COMPANIES ACT 1985 AND  
THE COMPANIES ACT 1989**

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

**ARTICLES OF ASSOCIATION**



# ARTICLES OF ASSOCIATION



## 1. GENERAL

### 1.1 In these Articles:

"the Act" means the Companies Act 1985 including any statutory modifications or reenactment thereof at the time being in force;

"the Articles" means the Articles of the Association;

"the Board" means the Board of Directors of the Association;

"Director" means a member of the Board of the Association;

"the Association" means South West Association for Further Education and Training;

"member" means where the context so admits Subscribing Member and Ordinary Member;

"the Seal" means the Common Seal of the Association;

"Secretary" means the Secretary of the Association or any other person appointed to perform the duties of the Secretary of the Association including a joint, assistant or deputy Secretary;

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

Words importing the singular number only shall include the plural and vice versa.

Words importing the masculine gender only shall include the feminine gender and

Words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Association shall if not inconsistent with the subject or context bear the same meanings in these Articles.

## 2. OBJECTS

2.1 The Association is established for the objects expressed in the Memorandum of Association.

## 3. MEMBERS

3.1 The subscribers to the Memorandum of Association and such other persons as the Board shall admit in accordance with the provisions hereinafter contained shall be members of the Association.

2.

- 3.2 No person shall be admitted to membership of the Association as an Ordinary Member unless he is first approved by the Board. Every person who wishes to become an Ordinary Member shall deliver to the company an application for membership in such form as the Board shall require to be executed. Every such applicant shall either sign the written consent to become an Ordinary Member or sign the register of members as an Ordinary Member on becoming an Ordinary Member.
- 3.3 When the Board shall have resolved to admit any applicant to membership the Secretary of the Association shall forthwith notify the applicant of his admission to membership by notice in writing to the address given on his application for membership. The Board shall have the right to reject applications for membership for good and sufficient reason only.
- 3.4 The privileges of a member shall not be transferable and every member shall cease to be a member on the happening of any of the events following namely:
- 3.4.1 if being an individual he shall die or become of unsound mind or if being a company or other statutory body a resolution be passed or order made for its winding up or dissolution;
- 3.4.2 if he serve upon the Association at the expiration of one months' notice in writing of his intention to resign his membership in which event he shall cease to be a member at the expiration of one month from the date of service of such notice upon the Association;
- 3.4.3 if any annual, quarterly or other subscription payable by him as a member remains unpaid at the expiration of the period of three months from the date upon which it became payable and the Board resolve that by reason of such non-payment he shall cease to be a member;
- 3.4.4 the Board shall be entitled to suspend or expel from membership any person on the grounds of misconduct, in relation either to the Association, its property or its members, or of conduct likely to prove prejudicial to the good standing of the Association or to the attainment of its objects. A member whose suspension or expulsion is to be decided upon at a meeting of the Board shall be entitled to not less than seven days' clear notice of that meeting, stating the case made against him. Such member shall be entitled to attend and speak at the meeting at any time throughout the period during which his membership is discussed but shall withdraw prior to voting, notwithstanding that he may himself be a member of the Board. A resolution under this provision shall not be effective unless passed by a majority of not less than two thirds of the Board present and voting;

3.

3.4.5 each Subscribing Member shall pay a subscription fee to the Association. The amount of the subscription fee and the date when it is payable by that Subscribing Member shall be as decided by the Board from time to time as it may deem necessary or convenient for the proper conduct and management of the Association. The Board may grant an indulgence to a Subscribing Member which does not pay its subscription fee in accordance with this Article.

#### 4. GENERAL MEETINGS

4.1 The Association shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meetings as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Provided that so long as the Association holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation nor in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

4.2 All general meetings other than Annual General Meetings shall be called extraordinary general meetings.

4.3 The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any member of the Board or any two members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

4.4 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one day's notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association: Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

4.

- 4.4.1 in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- 4.4.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members;
- 4.4.3 the accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting nor any resolution passed thereat.

## 5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and fixing of, the remuneration of the Auditors.
- 5.2 No business shall be transacted at any general meeting unless a quorum of members is present when the meeting proceeds to business. Save as herein otherwise provided four members present in person or by a duly authorised representative of a corporation, society, organisation, institution or authority shall be a quorum.
- 5.3 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Chairman of the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the meeting shall be dissolved.
- 5.4 At every general meeting, the Chairman or Vice Chairman of the Board shall preside but if he or the Vice Chairman have intimated that they will not be present at any meeting or in their absence for a period exceeding fifteen minutes after the time appointed for holding the general meeting or if either is unwilling to preside, a member of the Board selected by those members of the Board present shall preside as Chairman of the meeting. If there is only one member of the Board present and willing to act, he shall be Chairman.
- 5.5 If at any meeting no member of the Board is present within fifteen minutes after the time appointed for the holding of the meeting or if no member of the Board is



5.

willing to act the members present and entitled to vote shall choose one of their number of be Chairman.

- 5.6 A member of the Board shall, notwithstanding that he is not a member of the Association, be entitled to attend and speak at any general meeting.
- 5.7 The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 5.8 All resolutions put to the vote of a meeting shall be decided on a show of hands, unless a poll (before or on the declaration of the result of the show of hands) is demanded by (a) the Chairman of the meeting or (b) at least two thirds of the members present in person or by proxy or (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution on a show of hands 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 minute book of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn before the poll is taken and a demand so withdrawn shall not be taken to have invalidated the result of the show of hands declared before the demand was made.
- 5.9 Except as provided in Article 5.10 if a poll is demanded it shall be taken and the result declared at such time and place and in such manner as the Chairman of the meeting shall direct not being more than 30 days after the date on which the poll was demanded and the result of the poll shall be deemed to be the result of that resolution of the meeting at which the poll was demanded.
- 5.10 A poll demanded on the election of a chairman of a meeting, or on any question of adjournment shall be taken forthwith.
- 5.11 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

6.

- 5.12 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 5.13 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.
- 5.14 In the case of an equality of votes, either on a show of hands or in a poll, the Chairman of the meeting shall have a second or casting vote, in addition to any other vote he may have.

## 6. VOTES OF MEMBERS

- 6.1 Subject as hereinafter provided, every member on a show of hands shall have one vote which may be given by proxy and on a poll every member shall have one vote, whether present in person or by proxy.
- 6.2 Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy at any general meeting or at any meeting of the Association. A corporation, society, organisation or authority which is a member of the Association may vote by its duly authorised representative and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation, society, organisation or authority could exercise if it were an individual member of the Association.
- 6.3 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll vote by proxy.
- 6.4 No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Association have been paid.
- 6.5 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to it tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive. If any vote shall be counted which ought not to have been counted or

7.

might have been rejected, the error shall not vitiate the resolution unless the question be raised before the declarations of the result by the Chairman, and not in that case unless it shall in the opinion of the Chairman be material as to the outcome of the vote.

- 6.6 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve).

**SWAFET**

I/We  
of  
being a member/members of the above named Association, hereby  
appoint  
of  
or failing him,  
of  
as my/our proxy to vote in my/our name(s) and on my/our behalf  
at the annual/extraordinary general meeting of the Association  
to be held on 19 ,  
and at any adjournment thereof.

Signed on

19

- 6.7 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve).

**SWAFET**

I/We  
of  
appoint . . .  
of  
or failing him,  
of  
as my/our proxy to vote in my/our name(s) and on my/our behalf  
at the annual/extraordinary general meeting of the Association  
to be held on 19 ,  
and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 \*for \*against  
Resolution No 2 \*for \*against

\*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this

day of

19

8.

6.8 The instrument appointing a proxy and any authority certified notarially or in some other way approved by the Board may:

6.8.1 be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

6.8.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

6.8.3 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;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

6.9 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation, society, organisation or authority shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

6.10 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

6.11 Any corporation which is a member of the Association may by resolution of its Board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Association.

## 7. THE BOARD OF DIRECTORS

7.1 The business of the Association shall be managed by the Board who may pay all such expenses of and preliminary and incidental to the promotion, formation, registration and establishment of the Association as they think fit

and may exercise all such powers of the Association and do on behalf on the Association all such acts as may be exercised and done by the Association and as are not by statute or by these Articles required to be exercised or done by the Association in general meeting subject nevertheless to any regulations of these Articles, to the provision of the statutes for the time being in force and affecting the Association and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Association in general meeting but no regulation made by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

- 7.2 Subject to such consents as may be required by law, the Board may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association.
- 7.3 The Board may also delegate to any employee who shall be called the Chief Executive such of their powers as they consider desirable to be exercised by him in order to manage the affairs of the Association. Any such delegation may be made subject to any condition the Board may impose, provided that all acts and proceedings of the Chief Executive are reported back to the Board as soon as possible.
- 7.4 Without prejudice to the generality of the last preceding Article the Board may from time to time (but subject to any contrary direction by the Association in general meeting):
  - 7.4.1 elect a Chairman, Vice-Chairman and a Treasurer of the Association and may delegate to such persons such powers and authority and such duties and responsibilities as they shall think fit;
  - 7.4.2 make regulations as to the terms on which subscribers to the funds of the Association or other persons may become and be known as Patrons or Associate Members or be known by some other honorific title provided that no such person shall be reason thereof alone become a member or member of the Board of the Association;
  - 7.4.3 make, adopt, alter and revoke Byelaws for the regulation of the matters specified in the next following sub-clause of this Article and such other matters at the Association may from time to time determine, but in respect only of such matters as shall not under the Act require the passing of a Resolution of the Association in general meeting, and PROVIDED ALWAYS that no Byelaw of the Association shall be construed as having the effect

of modifying or excluding the operation of any of the provisions for the time being of the Memorandum or Articles of Association and that any Byelaw made hereunder may be revoked by the Association by Ordinary Resolution.

7.5 The Board may make regulations from time to time as may be required as to:

7.5.1 the joining fees to be paid (if any) and annual, quarterly or other subscriptions (if any) to be made by members of the Association to the funds of the Association provided that such fees or subscriptions shall not exceed in total in any year the maximum annual rate from time to time fixed by the Association in general meeting;

7.5.2 the categories or classes of membership, the conditions upon which persons may be admitted to various classes of membership and the rights and obligations attaching to those respective classes;

7. .3 the establishment and management of sub-committees, their election and composition and their functions and powers;

7.5.4 the admission to the Board meetings or general meetings of the Association of Patrons, Associate Members, members of the Press and others, the distribution of Press Statements and the making of public announcements in the name of the Association.

7.6 The number of the Directors shall be not less than four nor unless and until otherwise determined by the Association in general meeting, more than twelve. The first Directors shall be the persons named in the statement delivered to the Registrar of Companies in accordance with Section 10 of the Act.

7.7 At the first Annual General Meeting of the Association all the Directors shall retire from office and at the Annual General Meeting in every subsequent year one third of the members of the Board or, if their number is not three or a multiple of three, then the number nearest one third of the total number of permissible Directors under these Articles, shall retire from office.

7.8 The members of the Board to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Director on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

7.9 The Board shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles; any Director so appointed shall hold

office only until and shall retire at the next following Annual General Meeting, but shall be eligible for election by the members as a Director of the Association. Any Director so retiring shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. The Directors for the time being of the Association may act notwithstanding any vacancy in their body provided that if at any time the Directors be reduced in number to less than the minimum number prescribed herein, they may act for the purpose of admitting persons to membership of the Association, filling up vacancies in their body and summoning a general meeting but not otherwise.

7.10 The Association at the meeting at which a Director retires in manner aforesaid may fill the vacancy by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

7.11 No person other than a Director retiring at the meeting shall unless recommended by the Board be eligible for election as Director at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to act.

7.12 The Association may from time to time by ordinary resolution increase or reduce the number of the Directors. In addition and without prejudice to the provisions of Section 303 of the Act, the Association may by Ordinary Resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Director.

7.13 The Association may by ordinary resolution appoint another person in place of any Director removed from office under the immediately preceding Article and, without prejudice to the powers of the Board, may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

## 8. DISQUALIFICATION OF DIRECTORS

8.1 A Director shall vacate his position if that Director:

8.1.1 becomes prohibited from being a Director by reason of any order made under the Act; or

8.1.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- 8.1.3 becomes of unsound mind; or
  - 8.1.4 resigns his office by notice in writing to the company; or
  - 8.1.5 is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in the manner required by section 317 of the Act; or
  - 8.1.6 shall for more than twelve consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolve that his position be vacated.
- 8.2 Any person may be appointed or elected as a Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained any particular age.

## 9. PROCEEDINGS OF THE BOARD

- 9.1 The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting 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. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom.
- 9.2 The quorum necessary for the transaction of the business of the Board may be fixed by the Directors, but this shall never be less than three.
- 9.3 The Directors shall cause minutes to be made in books provided for the purpose:
- 9.3.1 of all appointments of Directors made by the Board;
  - 9.3.2 of the names of the Directors present at each meeting of the Board and of any sub-committees established by the Board;
  - 9.3.3 of all resolutions of the proceedings at all meetings of the Association, and of the Board and of sub-committees established by the Board.
- 9.4 The Board may elect a Chairman and a Vice Chairman of its meetings and determine the period for which he is to hold office: but if no such Chairman is elected, or if at any meeting the Chairman or Vice Chairman are not present within five minutes after the time appointed for holding the same, the Directors may choose one of their number to be Chairman of the meeting.



13.

- 9.5 The Board may delegate any of its powers to sub-committees consisting of such members of their body as they think fit. Any sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon it by the Board and shall, in respect of each of its meetings, deposit with the Secretary for the time being to the Board, within such time as the Board shall consider reasonably practicable, a copy of the minutes of that meeting and a copy of any agenda or other document laid before the meeting.
- 9.6 The Board shall retain the powers to revoke at any time any delegation of its powers to any sub-committee or Director.
- 9.7 A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting a Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
- 9.8 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 9.9 All acts done by any meeting of the Board or of a sub-committee of the Board or by any person acting as Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be Director.
- 9.10 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors.

## 10. INDEMNITY

- 10.1 Subject to the provisions of the Act but without prejudice to any indemnity to which an Association member may otherwise be entitled, every Association member or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement was 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, and against all costs, charges, losses, expenses or liabilities incurred

by him in the execution and discharges of his duties or in relation thereto PROVIDED that this article shall not apply in relation to costs which a Director is ordered to pay or of which he is deprived.

## 11. SECRETARY

11.1 Subject to Section 13 of the Act, the Secretary shall be appointed by Board for such term and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. The Board may in like manner appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

11.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

## 12. THE SEAL

12.1 The Board shall provide for the safe custody of the seal, which shall only be used by the authority of a resolution of the Board, or of a sub-committee of the Committee authorised by the Board in that behalf. The seal of the Association shall not be affixed to any instrument except in the presence of at least one Director and of the Secretary or of a second Director and the said Director(s) and Secretary shall sign every instrument to which the seal shall be so affixed in their presence.

## 13. CHEQUES

13.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

## 14. ACCOUNTS

14.1 The Board shall cause accounting records to be kept in accordance with Section 221 of the Act.

14.2 The accounting records shall be kept at the registered office of the Association or, subject to Section 222 of the Act, at such other place or places as the Board think fit, and shall always be open to the inspection of the Directors of the Association.

14.3 The Board shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the

15.

inspection of members not being Director, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.

14.4 The Board shall from time to time, in accordance with Part VII of the Act, cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in that Part of the Act.

14.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the reports of the Auditors and of the Committee, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Association: Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

14.6 Auditors shall be appointed and their duties regulated in accordance with the Act.

## 15. NOTICE

15.1 A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

15.2 Notices of every general meeting shall be given in any manner hereinbefore authorised to:

15.2.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;

15.2.2 every person being a legal personal representative or a trustee in bankruptcy to receive notice of the meeting; and

15.2.3 the Auditor for the time being of the Association.

16.

15.3 No other person shall be entitled to receive notices of general meetings.

16. DISSOLUTION

16.1 Clauses 6 and 7 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

We, the subscribers to these Articles of Association, wish to be formed into a company pursuant to this Memorandum of Association.

---

NAME AND ADDRESS OF SUBSCRIBERS

---

Frederick Stephen Fisher,  
Bishops Hull House,  
Bishops Hull,  
Taunton,  
Somerset. TA1 5RA

*F. Fisher*

Witness

*N. Michael Pringle*

Name NEIL MICHAEL PRINGLE

Address SOMERSET COUNTY COUNCIL  
County Hall, Taunton, Somerset. TA1 4DY

Dated 24th March 1992

Jennifer Ann Wisker,  
Jesters,  
16 Queen Square,  
North Curry,  
Taunton,  
Somerset. TA3 6JS

*Jennifer A Wisker*

Witness

*N. Michael Pringle*

Name NEIL MICHAEL PRINGLE

Address SOMERSET COUNTY COUNCIL  
County Hall, Taunton, Somerset. TA1 4DY

Dated 24th March 1993

David Joseph Wood,  
12 Parkfield Drive,  
Taunton,  
Somerset. TA1 5BT

*D. J. Wood*

Witness *P.R. Barker*

Name P.R. BARKER (PHILIP ROWLAND)

Address 1 CHURCH CLOSE  
LYNEARD ST. LAWRENCE, TAUNTON, SOMERSET

Dated 25 March 1993



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2806593

I hereby certify that

**SOUTH WEST ASSOCIATION FOR FURTHER  
EDUCATION AND TRAINING**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 2 APRIL 1993

*P. Bevan*  
P. BEVAN

an authorised officer