

Company number: 05507547

**Companies Act 2006**

**Certificate of passing of a special resolution**

**of**

**Fashion Retail Academy ("the Charity")**

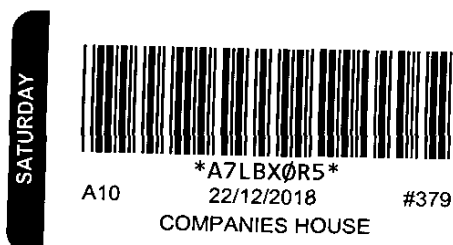
The following resolution was duly passed as a special resolution on 20<sup>th</sup> December 2018 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

*THAT the draft memorandum and articles of association attached to this resolution be adopted as the memorandum and articles of association of the Charity in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Charity.*

Signed: ..... *Edham Coore* ..

Secretary

Date:..... *20/12/18* .....



The Companies Act 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

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**Memorandum of Association**  
**of**  
**Fashion Retail Academy**

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**The Companies Act 1985 to 2006**

**Company Limited by Guarantee and not having a Share Capital**

**Memorandum of Association of Fashion Retail Academy**

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*Name of each subscriber*

*Authentication by each subscriber*

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***Arcadia Group Limited***

***University of the Arts***

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Dated 13 July 2005

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 19 December 2018

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 "appointed governor" means a Principal Sponsor governor (as referred to in Article 13.1) or additional governor appointed under these Articles;
  - 1.4 "the Articles" means these articles of association of the Company;
  - 1.5 "Change of Control" means where any person, or group of connected persons not having control (as defined in sections 450 and 451 of the Corporation Tax Act 2010) of a member of the Company acquires control of that member
  - 1.6 "the Charities Act" means the Charities Act 2011 including any statutory modifications or re-enactment thereof for the time being in force;
  - 1.7 "Charity" means an organisation which has purposes which are exclusively charitable according to the law of England and Wales.
  - 1.8 "Charity Trustee" has the meaning prescribed by section 177 of the Charities Act;
  - 1.9 "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;
  - 1.10 "the Company" means the company intended to be regulated by these Articles;
  - 1.11 "the Commission" means the Charity Commissioners for England and Wales;

- 1.12 "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;
- 1.13 "executed" includes any mode of execution;
- 1.14 "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;
- 1.15 "Financial Year" means the Company's financial year;
- 1.16 "the Governing Body" means the governors;
- 1.17 "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);
- 1.18 "Head of Academy" means the Principal of the Academy;
- 1.19 "member" means a member of the Company and someone who as such is bound by the undertaking contained in Article 6;
- 1.20 "the Memorandum" means the memorandum of association of the Company;
- 1.21 "the Objects" means the objects of the Company as defined in Article 4;
- 1.22 "Principal Sponsor" means each of Arcadia Group Limited (Company Number 00237511) and ASOS plc (Company Number 04006623);
- 1.23 "the seal" means the common seal of the Company if it has one;
- 1.24 "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;
- 1.25 "Secretary of State" means one of Her Majesty's Principal Secretaries of State as referred to in the Interpretation Act 1978;
- 1.26 "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;
- 1.27 "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.

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;

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 members of the Company shall comprise:
  - 7.1.1 the Principal Sponsors; and
  - 7.1.2 any person appointed under Article 7.2.
- 7.2 The members may agree unanimously in writing to appoint such additional members as they think fit and may unanimously in writing agree to remove any such additional members if in their reasonable opinion the relevant member's continued membership is harmful to the Company. The members may only pass such a resolution after notifying the relevant member in writing and considering the matter in the light of any written representations which the relevant member puts forward within 14 clear days after receiving notice.
- 7.3 Every person appointed to be a member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.
- 7.4 A member may resign with immediate effect by written notice to the Company provided that such resignation shall not be effective where after such resignation the number of members would be less than two.
- 7.5 Membership is not transferable.
- 7.6 A member shall cease to be a member if the member:
  - 7.6.1 being an individual, dies; or

7.6.2 if the member is a corporate member, it goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, has an order made or a resolution passed for its winding up, or undergoes a Change of Control in the circumstances set out in Article 7.7.

7.7 Article 7.6.2 shall apply if either:

7.7.1 the member fails to give the Company at least 30 days' notice of the proposed Change of Control; or

7.7.2 the member gives the Company at least 30 days' notice of the proposed Change of Control and the Board decide that it would be in the best interests of the Company if the membership terminated upon the occurrence of the Change of Control.

## 8. GENERAL MEETINGS

8.1 The governors may call general meetings at any time and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting under the provisions of the Act.

## 9. NOTICE OF GENERAL MEETINGS

9.1 A general meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear days' notice. All other meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meetings of all the members.

9.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

9.3 The notice shall be given to all the members, to the governors and to the auditors of the Company.

9.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## 10. PROCEEDINGS AT GENERAL MEETINGS

10.1 No business shall be transacted at any meeting unless a quorum is present. A member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member shall constitute a quorum provided that each Principal Sponsor must be represented.

10.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the governors may determine.

- 10.3 The chairman of the governors or in his absence some other governor nominated by the governors shall preside as chairman of the meeting, but if neither the chairman nor such other governor (if any) be present within fifteen minutes after the time appointed for the holding the meeting and willing to act the governors present shall elect one of their number to be chairman and, if there is only one governor present and willing to act, he shall be the chairman.
- 10.4 If no governor is willing to act as chairman, or if no governor is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 10.5 A governor shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 10.6 The chairman may, with the consent of a 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 the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 10.7 Any corporate member which is a member of the Company may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporate member which he represents as that corporate member could exercise if it were an individual member of the Company.
- 10.8 Every question to be decided at a general meeting shall be determined by a majority of the votes of the members present and voting on the question.
- 10.9 A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
- 10.9.1 by at least two members having the right to vote at the meeting; or
- 10.9.2 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 10.10 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 10.11 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

- 10.12 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 10.13 A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 10.14 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 10.15 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.

## 11. VOTES OF MEMBERS

- 11.1 On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
- 11.2 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.
- 11.3 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
- 11.4 No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is 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.

### *Proxies*

- 11.5 A member is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Company. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.
- 11.6 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:
- 11.6.1 states the name and address of the member appointing the proxy;

- 11.6.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 11.6.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Charity Trustees may determine; and
- 11.6.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.
- 11.7 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 11.8 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 11.9 Unless a Proxy Notice indicates otherwise, it must be treated as:
  - 11.9.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 11.10 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 11.11 The address to which a Proxy must be sent (a "Proxy Notification Address") in relation to any general meeting is:
  - 11.11.1 the registered office of the Company; or
  - 11.11.2 any other address or addresses specified by the Company as an address at which the Company or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form.
- 11.12 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.
- 11.13 Subject to Articles 11.14 and 11.15, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.
- 11.14 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 11.15 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:
  - 11.15.1 received in accordance with Article 11.11; or

11.15.2 given to the chair, secretary (if any) or any governor at the meeting at which the poll was demanded.

11.16 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 11.

11.17 An appointment under a Proxy Notice may be revoked by delivering a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

11.18 A notice revoking the appointment of a proxy only takes effect if it is received before:

11.18.1 the start of the meeting or adjourned meeting to which it relates; or

11.18.2 in the case of a poll not taken on the same day as the meeting or adjourned meeting the time appointed for taking the poll to which it relates.

11.19 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## 12. GOVERNORS

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

12.2 Subject to Article 12.4 the Company shall have the following governors:

12.2.1 Up to 3 governors appointed by each of the Principal Sponsors in accordance with Article 13.1;

12.2.2 the Head of Academy;

12.2.3 at least 1 independent governor; and

12.2.4 any other governors which the existing governors considered necessary or desirable to be appointed in accordance with Article 13.5.

12.3 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.

## 13. APPOINTMENT AND ELECTION OF GOVERNORS

13.1 The Principal Sponsors shall appoint their respective Principal Sponsor governors.

13.2 The Head of Academy shall be a member of the governing body who shall be treated for all purposes as being an ex officio governor.

13.3 The Chairman shall be appointed and removed by unanimous agreement between the members of the Company. The Chairman must be appointed from within the independent governors, and may not be a governor appointed under Article 13.1 or 13.2.

- 13.4 Any independent governors and any other governors which the existing governors consider necessary or desirable shall be appointed by the other governors acting unanimously.

#### 14. TERMS OF OFFICE OF GOVERNORS

- 14.1 The term of office for any governor shall be 3 years, save that this time limit shall not apply to the Head of Academy. Subject to remaining eligible to be a particular type of governor any governor may be re-appointed or re-elected following the expiry of his or her term of office.

#### 15. RESIGNATION AND REMOVAL OF GOVERNORS

- 15.1 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).

- 15.2 A governor shall cease to hold office:

- 15.2.1 if he or she is disqualified for any reason under Article 16;

- 15.2.2 at a general meeting of the Company, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views;

- 15.2.3 in relation to a governor appointed under Article 13.1, if he or she is removed by the person or persons who appointed him; or

- 15.2.4 in relation to any other governor, 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

- 15.3 Where a governor resigns his office or is removed from office, the governor or, where he is removed from office, those removing him, shall give written notice thereof to the Secretary.

#### 16. DISQUALIFICATION OF GOVERNORS

- 16.1 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.

- 16.2 A governor shall be disqualified from office if:

- 16.2.1 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;

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

- 16.3 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;



16.4 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.

16.5 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 16.

#### 17. SECRETARY TO THE GOVERNING BODY

17.1 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; and any Secretary so appointed may be appointed by them. 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.

#### 18. CHAIRMAN AND VICE-CHAIRMAN OF THE GOVERNING BODY

18.1 The jointly agreed governor appointed under Article 13.3 shall be the Chairman of the Company. The governors shall each academic year of the Academy, at their first meeting in that year, elect a vice-chairman from among their number. A governor who is engaged to provide goods or services to the Academy in return for a payment or other material benefit shall not be eligible for election as chair or vice-chairman unless approved unanimously by the Governors.

18.2 Subject to Article 18.1, the vice-chairman shall hold office as such until his successor has been elected in accordance with that Article.

18.3 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—

18.3.1 he or she ceases to be a governor; or

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

18.3.3 he or she is removed from office in accordance with these Articles.

18.4 Where by reason of any of the matters referred to in Article 18.3, 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.

18.5 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.

18.6 Where in the circumstances referred to in Article 18.5 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.

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

18.8 The governors may remove the chairman or vice-chairman from that office in accordance with this Article:

18.8.1 a resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Governing Body shall not have effect unless—

(a) it is confirmed by a resolution passed at a second meeting of the Governing Body held not less than fourteen days after the first meeting; and

(b) the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.

18.8.2 Before the Governing Body resolve at the relevant meeting whether to confirm the resolution to remove the chairman or vice-chairman from office, the governor or governors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

## 19. RESPONSIBILITIES OF GOVERNORS

19.1 The governors shall be responsible:

19.1.1 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;

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

19.1.3 for approving annual estimates of income and expenditure;

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

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

19.1.6 for ensuring the continued charitable status of the Company.

## 20. POWERS OF GOVERNORS

20.1 Subject to provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the governors who may exercise all the powers of the Company. No alteration of the Memorandum or 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.

20.2 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:

20.2.1 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;

20.2.2 to enter into contracts on behalf of the Company.

20.3 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.

20.4 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.

## 21. GOVERNORS' EXPENSES

21.1 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.

21.2 Except to the extent permitted by Article 5 and subject to Articles 18.1, 25.17 to 25.18, 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.

## 22. THE MINUTES

22.1 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:

22.1.1 all appointments of officers made by the governors; and

22.1.2 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.

## 23. DELEGATION

23.1 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.

23.2 Where any function of the governors has been delegated under Article 23.1 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.

23.3 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.

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

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

23.4.2 the approval of annual estimates of income and expenditure;

23.4.3 ensuring the solvency of the Academy and the Company and safeguarding their assets;

23.4.4 the appointment or dismissal of the Head of Academy; and

23.4.5 ensuring the continued charitable status of the Company.

## 24. HEAD OF ACADEMY

24.1 The governors shall appoint the Head of Academy who shall be responsible:

24.1.1 for making proposals to the governors about the educational character and mission of the Academy, and for implementing the decisions of the governors;

24.1.2 for the organisation, direction and management of the Academy and leadership of the staff;

24.1.3 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;

24.1.4 for the determination of the Academy's academic activities and for the determination of its other activities;

24.1.5 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

24.1.6 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.

## 25. MEETINGS OF THE GOVERNING BODY

- 25.1 Subject to these Articles, the governors may regulate their proceedings as they think fit.
- 25.2 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—
- 25.2.1 given by the Governing body; or
- 25.2.2 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 25.2.1.
- 25.3 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.
- 25.4 Each governor shall be given at least seven clear days before the date of a meeting-
- 25.4.1 notice in writing thereof, signed by the Secretary, and sent to each governor at the address provided by each governor from time to time; and
- 25.4.2 a copy of the agenda for the meeting.
- 25.5 Notwithstanding Article 25.4, 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.
- 25.6 Governors shall be deemed to participate in a governors' meeting, or part of a governors' meeting, when:
- 25.6.1 the meeting has been called and takes place in accordance with the Articles; and
- 25.6.2 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).
- 25.7 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.
- 25.8 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.
- 25.9 A meeting of the Governing Body shall be terminated forthwith if—

- 25.9.1 the Governing Body so resolve; or
- 25.9.2 the number of governors present ceases to constitute a quorum for a meeting of the Governing Body in accordance with Article 25.12, subject to Article 25.13.
- 25.10 Where in accordance with Article 25.8 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.
- 25.11 Where the Governing Body resolve in accordance with Article 25.10 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.
- 25.12 The quorum for a meeting of the Governing Body, and any vote on any matter thereat, shall be four governors comprising at least one governor appointed by each of the Principal Sponsors. In the event that all of the governors appointed by any one or more of the Principal Sponsors are unable to count in the quorum by virtue of Article 5.4 a meeting of the Governing Body shall nevertheless be deemed to be quorate provided that at least four other governors entitled to vote are present.
- 25.13 The governors may act notwithstanding any vacancies in their number, but, if the numbers of governors is less than the number fixed as the quorum, the continuing governors may act only for the purpose of calling a general meeting.
- 25.14 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.
- 25.15 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 not have a second or casting vote.
- 25.16 The proceedings of the Governing Body shall not be invalidated by—
  - 25.16.1 any vacancy among their number, or
  - 25.16.2 any defect in the election, appointment or nomination of any governor.
- 25.17 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.
- 25.18 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.

25.19 Without limitation to the generality of Article 25.18, a governor shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Academy if:

25.19.1 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

25.19.2 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

25.19.3 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.

25.20 For the purposes of Articles 25.18 and 25.19, an interest of a person who is a Connected Person in relation to a governor, shall be treated as an interest of the governor.

## 26. PATRONS

26.1 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.

## 27. CONDUCT OF THE ACADEMY

27.1 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.

## 28. THE SEAL

28.1 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.

## 29. RECORDS AND ACCOUNTS

29.1 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:

29.1.1 annual returns;

29.1.2 annual reports; and

29.1.3 annual statements of account.

29.2 The governors must keep proper records of:

29.2.1 all proceedings at general meetings;

29.2.2 all proceedings at meetings of the governors;

29.2.3 all reports of committees; and

29.2.4 all professional advice obtained.

29.3 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.

29.4 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.

## 30. NOTICES

30.1 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.

30.2 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. 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.

30.3 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.

30.4 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.

## 31. INDEMNITY

31.1 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.

## 32. RULES



32.1 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:

32.1.1 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;

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

32.1.3 the appointment and promotion of staff;

32.1.4 the conduct of staff;

32.1.5 academic freedom;

32.1.6 the suspension and dismissal of staff;

32.1.7 grievance procedures;

32.1.8 students' union;

32.1.9 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;

32.1.10 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

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

32.2 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.

### 33. APPLICATION OF THE ASSETS OF THE COMPANY

33.1 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.

33.2 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:

- 33.2.1 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:
- 33.2.2 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.
- 33.2.3 directly for the Objects or for charitable purposes which are within or similar to the Objects.
- 33.2.4 in such other manner consistent with charitable status as the Commission approve in writing in advance.