

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06920183

The Registrar of Companies for England and Wales hereby certifies that
CANTERBURY UNI. GRADUATE SERVICES

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

Given at Companies House on 1st June 2009



N06920183G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

6920183

Company name

CANTERBURY UNI. GRADUATE SERVICES

I,

MICHAEL ANDREW GRAY

of

**LEIVADIAS STREET 4
KAPSALOS
3077 LIMASSOL
CYPRUS**

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the
Companies Act 1985 in respect of the registration of
the above company and of matters precedent and
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House
— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**

Received for filing in Electronic Format on the: **30/05/2009**



XH909AAG

*Company Name
in full:* **CANTERBURY UNI. GRADUATE SERVICES**

*Proposed Registered
Office:* **193 MARKET STREET
HYDE
CHESHIRE
SK14 1HF**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **EKATERINA OSTAPCHUK**

Agent's Address: **5 PERCY STREET
LONDON
W1T 1DG**

Company Secretary

Name **CODDAN SECRETARY SERVICE LIMITED**

Address: **5 PERCY STREET
OFFICE 5
LONDON
W1T 1DG**

Consented to Act: **Y** *Date authorised* **01/06/2009** *Authenticated:* **YES**

Director]:

Name **MR GRAY MICHAEL ANDREW**

Address: **LEIVADIAS STREET 4
KAPSALOS
LIMASSOL
CYPRUS
3077**

Nationality: **BRITISH**

Business occupation: **DIRECTOR**

Date of birth: **20/06/1966**

Consented to Act: **Y** *Date Authorised:* **01/06/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent**

Date Authorised: **30/05/2009**

Authenticated: **Yes**

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

Of

CANTERBURY UNI. GRADUATE SERVICES

1. The name of the Company (and in this document it is called .the Company.) is: CANTERBURY UNI. GRADUATE SERVICES

2. The Registered office of the Company is to be situated in England and Wales.

3. The Company.s objects (.the objects.) are:

The non-profit provision of free verification services of graduate education and status for Canterbury Graduates worldwide.

4. In furtherance of the Objects but not otherwise the Company may exercise the following powers:

4.1 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;

4.2 To raise funds and to invite and receive contributions: provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

4.3 To acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

4.4 Subject to clause 5 below to employ such staff, who shall not be directors of the Company, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;

4.5 To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

4.6 To co-operate with any charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar non-profit purposes and to exchange information and advice with them;

4.7 To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;

4.8 To do all such other lawful things as are necessary for the achievement of the Objects;

5. The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company: Provided that nothing in this document shall prevent any payment in good faith by the Company:

5.1 Of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

5.2 Of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a Director;

5.3 Of interest on money lent by any member of the Company or Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors;

5.4 Of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1/100th part of the issued capital of that company;

5.5 Of reasonable and proper rent for premises demised or let by any member of the Company or a director;

5.6 To any director of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she 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.

8. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other non-profit companies or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clause 5 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other non for profit object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Name and Addresses of Subscriber(s)

CODDAN MANAGERS SERVICE LIMITED
5 PERCY STREET OFFICE 5, LONDON W1T 1DG

Date: 30 May 2009

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

Of

CANTERBURY UNI. GRADUATE SERVICES

1. Interpretation

In these articles:

- 1.1 .The Company. means the company intended to be regulated by these articles;
- 1.2 .The Act. means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
- 1.3 .The articles. means these Articles of Association of the Company;
- 1.4 .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 for which it is given or on which it is to take effect;
- 1.5 .Executed. includes any mode of execution;
- 1.6 .The memorandum. means the memorandum of association of the Company;
- 1.7 .Office. means the registered office of the Company;
- 1.8 .The seal. means the common seal of the Company if it has one;
- 1.9 The .Directors. means the directors of the Company (and .director. has a corresponding meaning);
- 1.10 The United Kingdom. means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender;

1.11 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. Members

2.1 The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 22 shall be members of the Company. No person shall be admitted a member of the Company unless his application for membership is approved by the directors.

3. General Meetings

3.1 The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting 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 Company and that of the next:

3.2 Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be at such times and places as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

3.3 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

4. Notice of general meetings.

4.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general 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:

- (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the directors and auditors.

4.2 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.

5 Proceedings at general meetings.

5.1 No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

5.2 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 directors may determine.

5.3 The chairman, if any, of the directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

5.4 If no director is willing to act as chairman or if no director 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.

5.5 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

5.6 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 an adjourned meeting other than business which might properly have been transacted at the meeting had 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.

5.7 A resolution put to the vote of a 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:

- (1) By the chairman; or
- (2) By at least two members having the right to vote at the meeting; or
- (3) 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.

5.8 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 the resolution.

5.9 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.

5.10 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 of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

5.11 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

5.12 A poll demanded on the election of a 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.

5.13 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.

6 Votes of members

6.1 Subject to article above, every member shall have one vote.

6.2 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.

6.3 No objection 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.

6.4 A vote given or poll demanded by the duly authorised representative of a member organisation 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 Company at the office 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.

6.5 Any organisation which is a member of the Company may by resolution of its Council 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 organisation which he represents as the organisation could exercise if it were an individual member of the Company.

7 Directors

7.1 The number of directors shall be not less than one but (unless otherwise determined by an ordinary resolution passed by the board of members) shall not be subject to any maximum.

7.2 The first directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

8 Powers of directors

8.1 Subject to the 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 directors 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 directors, 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 directors by the articles and a meeting of directors at which a quorum is present may exercise all the powers exercisable by the directors.

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

(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 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 of the Company;

(2) To enter into contracts on behalf of the Company.

9 Appointment and retirement of directors

9.1 The Directors shall not be subject to retirement by rotation.

9.2 No person may be appointed as a director:

- (1) If they are under the age of 18 years; or
- (2) In circumstances such that, had he already been a director, he would have been disqualified from acting under the provisions of Article 10.

9.3 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.

9.4 The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors.

10. Disqualification and removal of directors

The office of Director shall be vacated if the Director:

- (1) Ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director);
- (2) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) Becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (3) Resigns his office by notice in writing to the Company.
- (4) Is absent from Directors. meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacates office.

11. Directors. expenses

The directors may be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

12. Proceedings of directors

12.1 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A trustee may, and the secretary (if appointed) at the request of a director shall, call a meeting of the directors. Questions arising at a 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.

12.2 The quorum necessary for the transaction of business shall be two, unless otherwise specified.

12.3 The directors may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

12.4 The directors may appoint one of their numbers to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

12.5 All acts done by a meeting of directors, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

12.6 A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors, shall be as valid and effective as if it had been passed at a meeting of directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the directors.

12.7 Any bank account in which any part of the assets of the Company is deposited shall be operated by the directors and shall indicate the name of the Company.

13. Secretary

Subject to the provisions of the Act, the board of directors may decide to appoint company secretary for such term, at such remuneration and upon such conditions as they may think fit.

14. Minutes

The directors shall keep minutes in books kept for the purpose:

- (1) Of all appointments of officers made by the directors; and
- (2) Of all proceedings at meetings of the Company and of the directors including the names of the directors present at each such meeting.

15. The Seal

The seal shall only be used by the authority of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if appointed) or by a second director.

16. Accounts

Accounts shall be prepared in accordance with the provisions of the Act.

17. Annual Return

The directors shall comply with their obligations under the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Registrar.

18. Notices

18.1 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 directors need not be in writing.

18.2 The Company may give any notice 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. 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.

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

18.4 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.

19. Indemnity

Subject to the provisions of the Act every director 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 that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

20. Rules

20.1 The directors 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 the 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:

- (1) The admission and classification of members of the Company (including the admission of organisations to memberships) 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;
- (2) The conduct of members of the Company in relation to one another, and to the Company's servants;
- (3) 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;
- (4) The procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the articles;
- (5) Generally, all such matters as are commonly the subject matter of company rules.

20.2 The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the directors 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 memorandum or the articles.

Name and Addresses of Subscriber(s)

CODDAN MANAGERS SERVICE LIMITED
5 PERCY STREET OFFICE 5, LONDON W1T 1DG

Date: 30 May 2009