



FILE COPY

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

Company No. 7958615

The Registrar of Companies for England and Wales, hereby certifies that

**THE LEEDS RETAIL AND FINANCIAL SERVICES
ACADEMY**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **21st February 2012**



N07958615S



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company



132466/100

A fee is payable with this form.
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a
private or public company

✗ **What this form is NOT**
You cannot use this form
a limited liability partner;
this, please use form LL

TUESDAY



A26 *A135PBN4* 21/02/2012 #7
COMPANIES HOUSE

Part 1 Company details

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company
name in full ①

THE LEEDS RETAIL AND FINANCIAL SERVICES ACADEMY

For official use

① **Duplicate names**
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② **Company name restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ **Name ending exemption**
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ **Company type**
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number COLLEGE HOUSE

Street PARK LANE

Post town LEEDS

County/Region WEST YORKSHIRE

Postcode L S 3 1 A A

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title *	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ③**

Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3**Signature ④**

I consent to act as secretary of the proposed company named in **Section A1**

Signature	Signature X	X
-----------	----------------	---

④ Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary**C1****Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2**Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3** only→ **No** Complete **Section C4** only**C3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5**Signature ⑤**I consent to act as secretary of the proposed company named in **Section A1**.

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate secretary of the proposed company

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Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title *	MRS
Full forename(s)	GERRY LINDA
Surname	MORRISON
Former name(s) ②	SALMON
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	d ⁰ d ³ m ⁰ m ⁴ y ¹ y ⁹ y ⁷ y ⁹
Business occupation (if any) ④	SOLICITOR

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X <i>G Morrison</i> X
-----------	------------------------------------

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title *	
Full forename(s)	
Surname	
Former name(s) ②	
Country/State of residence ③	
Nationality	
Date of birth	<div>d</div> <div>d</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div>
Business occupation (if any) ④	

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	
Street	
Post town	
County/Region	
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	<div>Signature</div> <div>X</div>
-----------	-----------------------------------

⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Corporate director

E1	Corporate director appointments ①	
	Please use this section to list all the corporate directors taken on formation	
Name of corporate body or firm		① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ③		
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
E5	Signature ⑤	
	I consent to act as director of the proposed company named in Section A1 .	⑤ Signature The person named above consents to act as corporate director of the proposed company
Signature	Signature X	

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Application to register a company

Part 3**Statement of capital**

Does your company have share capital?

→ **Yes** Complete the sections below→ **No** Go to **Part 4 (Statement of guarantee)**.**F1****Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ④④ **Total aggregate nominal value**
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc① Including both the nominal value and any
share premium③ Number of shares issued multiplied by
nominal value of each share

② Total number of issued shares in this class

Continuation PagesPlease use a Statement of Capital continuation
page if necessary

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

- **Yes** Complete the sections below
 → **No** Go to **Part 5** (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1	GERRY LINDA
Surname 1	MORRISON
Address 2	17 ST MARY'S WALK, SWANLAND, EAST YORKSHIRE
Postcode	H U 1 7 3 B J
Amount guaranteed 3	£1.00

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

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Application to register a company

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X


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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	CRAIG ENGLEMAN FOR ROLLITS LLP	
Building name/number	ROWNTREE WHARF	
Street	NAVIGATION ROAD	
Post town	YORK	
County/Region	NORTH YORKSHIRE	
Postcode	Y 0 1 9 W E	
Country	ENGLAND	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X  for Rollits LLP	X

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Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Craig Engleman

Company name Rollits LLP

Address Rowntree Wharf

Navigation Road

Post town York

County/Region NORTH YORKSHIRE

Postcode Y O 1 9 W E

Country England

DX 61534 York

Telephone 01904 625790



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
☒ At the agents address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☒ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☒ You have used the correct appointment sections
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☒ The document has been signed, where indicated
- ☒ All relevant attachments have been included
- ☒ You have enclosed the Memorandum of Association
- ☒ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association

of

The Leeds Retail and Financial Services Academy



The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

**Memorandum of Association
of**

The Leeds Retail and Financial Services Academy

Each Subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company

Name of each Subscriber

Authentication by each Subscriber

Gerry Linda Morrison

G Morrison

Dated

20 february 2012

The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital

Articles of Association
Of
The Leeds Retail and Financial Services Academy

The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital

Articles of Association
of
The Leeds Retail and Financial Services Academy

Interpretation

1 Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles

Objects and Powers

2 Objects

The objects of the Company ("Objects") are

- the advancement of education, training or re-training

3 Powers

3 1 To further its Objects the Company may

- 3 1 1 provide and assist in the provision of money, materials or other help,
- 3 1 2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities,
- 3 1 3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium,
- 3 1 4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available,
- 3 1 5 provide or procure the provision of counselling and guidance,
- 3 1 6 provide or procure the provision of advice,
- 3 1 7 enter into contracts to provide services to or on behalf of other bodies,
- 3 1 8 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities,
- 3 1 9 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Directors think fit,
- 3 1 10 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds,

- 3 1 11 set aside funds for special purposes or as reserves against future expenditure,
- 3 1 12 invest the Company's money not immediately required for its objects in or upon any investments, securities, or property,
- 3 1 13 arrange for investments or other property of the Company to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or of a Financial Expert or Experts acting under their instructions and pay any reasonable fee required,
- 3 1 14 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company,
- 3 1 15 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments,
- 3 1 16 accept (or disclaim) gifts of money and any other property,
- 3 1 17 raise funds by way of subscription, donation or otherwise,
- 3 1 18 trade in the course of carrying out the Objects and carry on any other trade,
- 3 1 19 incorporate subsidiary companies to carry on any trade,
- 3 1 20 engage and pay employees, consultants and professional or other advisers, and make provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants,
- 3 1 21 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property to carry out the Objects,
- 3 1 22 become a member, associate or affiliate of or act as Director or appoint Directors of any other organisation,
- 3 1 23 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body,
- 3 1 24 co-operate with Companies, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them,
- 3 1 25 pay out of the funds of the Company the costs of forming and registering the Company,
- 3 1 26 insure the property of the Company against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect the Company,
- 3 1 27 provide indemnity insurance for the Directors or any other officer of the Company subject to any conditions in the Companies Act 2006, and

3 1 28 do all such other lawful things as may further the Objects

Non-Profit Distribution

4 Non-Profit Distribution

- 4 1 The income and property of the Company shall be applied solely towards the promotion of the Objects
- 4 2 No part of the income and property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members. This shall not prevent any payment in good faith by the Company of
 - 4 2 1 interest at a reasonable and proper rate on money lent by the Members to the Company,
 - 4 2 2 any reasonable and proper rent for premises let by the Members to the Company, and
 - 4 2 3 reasonable and proper remuneration for any goods or services actually supplied to the Company whether under a contract of employment with the Company or not

Limitation of Liability and Indemnity

5 Liability of members

The liability of the Members is limited to a sum not exceeding £1 each, which each and every Member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for

- 5 1 payment of the Company's debts and liabilities contracted before he or she ceases to be a Member,
- 5 2 payment of the costs, charges and expenses of winding up, and
- 5 3 adjustment of the rights of the contributories among themselves

6 Indemnity

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts, and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts

Directors

Directors' Powers and Responsibilities

7 Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

8 Members' reserve power

The Members may direct the Directors to take, or refrain from taking, specified action. No such direction invalidates anything which the Directors have done before the receipt by the Directors of the direction.

9 Chair

The Directors may from time to time elect from amongst their number a Chair and a Vice Chair and may determine for what period they are to hold office. A Chair or Vice Chair elected without any determination for the period for which he or she is to hold office shall be deemed to have been elected for a term of three years if he or she shall so long remain a Director. A retiring Chair and Vice Chair may be re-elected.

10 Directors may delegate

- 10 1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee.
- 10 2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Company to any person or committee.
- 10 3 Any delegation by the Directors may be by such means, to such an extent, in relation to such matters or territories, and on such terms and conditions as they think fit.
- 10 4 the Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person to whom they are delegated.
- 10 5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 10 6 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

11 Committees

- 11 1 In the case of delegation to committees
 - 11 1 1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number),
 - 11 1 2 the composition of any committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify,
 - 11 1 3 the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose,
 - 11 1 4 the Directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit, and

11 1 5 no committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors

11 2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors

12 Delegation of investment management

The Directors may delegate the management of investments to a Financial Expert or Experts provided that

12 1 the investment policy is set down in Writing for the Financial Expert or Experts by the Directors,

12 2 every transaction is reported promptly to the Directors,

12 3 the performance of the investments is reviewed regularly with the Directors,

12 4 the Directors are entitled to cancel the delegation arrangement at any time,

12 5 the investment policy and the delegation arrangements are reviewed at least once a year,

12 6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt, and

12 7 the Financial Expert or Experts must not do anything outside the powers of the Directors

Decision-Making by Directors

13 Directors to take decisions collectively

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 19

14 Calling a Directors' meeting

14 1 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Company Secretary (if any) to give such notice

14 2 A Directors' meeting must be called by at least seven Clear Days' notice unless either

14 2 1 all the Directors agree, or

14 2 2 urgent circumstances require shorter notice

14 3 Notice of Directors' meetings must be given to each Director

14 4 Every notice calling a Directors' meeting must specify

14 4 1 the place, day and time of the meeting,

14 4 2 the general nature of the business to be considered at such meeting, and

14 4 3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

14 5 Notice of Directors' meetings need not be in Writing Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose

15 Participation in Directors' meetings

15 1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

15 1 1 the meeting has been called and takes place in accordance with the Articles, and

15 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

15 2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other

15 3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

16 Quorum for Directors' meetings

16 1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

16 2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, and unless otherwise fixed by a decision of the Directors in accordance with this Article 16 2 it shall be one Director

17 Chairing of Directors' meetings

The Chair or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting

Decision-making at meetings

17 1 Questions arising at a Directors' meeting shall be decided by a majority of votes In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have

17 2 But this does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes

18 Decisions without a meeting

18 1 The Directors may take a unanimous decision without a Directors' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter Such a decision may, but need not, take

the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing

- 18 2 A decision which is made in accordance with Article 19 1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with

18 2 1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors,

18 2 2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors (by any means) whether the resolution has been formally approved by the Directors in accordance with this Article 19 2,

18 2 3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval,

18 2 4 the Recipient must prepare a minute of the decision in accordance with Article 28 1

19 Conflicts of interest

- 19 1 Unless Article 20 2 applies, a Director must declare to the other Directors the nature and extent of

19 1 1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Company, and

19 1 2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Company or his or her duties to the Company

- 19 2 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware

- 19 3 If a Director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Company, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Director's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process

- 19 4 If a Director's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Company, he or she may participate in the decision-making process and may be counted in the quorum and vote unless

19 4 1 the decision could result in the Director or any person who is Connected with him or her receiving a benefit other than

(a) any benefit which is available generally to employees, directors or former directors or former employees of the Company or any Subsidiary Company,

(b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3 1 27, and

(c) payment under the indemnity set out at Article 6, or

19 4 2 a majority of the other Directors participating in the decision-making process decide to the contrary, in which case he or she must comply with Article 20 5

19 5 A Director with a conflict of interest or conflict of duties who is required to comply with this Article must

(a) take part in the decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate,

(b) not be counted in the quorum for that part of the process, and

(c) withdraw during the vote and have no vote on the matter

19 6 Where a Director or person Connected with him or her has a conflict of interest or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict

19 6 1 the Director shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her, and

19 6 2 the Director shall not be accountable to the Company for any benefit (other than one expressly prohibited by or under these Articles) which he or she or any person Connected with him or her derives from any matter or from any office, employment or position

20 Validity of Director actions

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director

Appointment and Retirement of Directors

21 Number of Directors

There shall be at least one Director

22 Appointment, retirement, removal and disqualification of Directors

22 1 Those persons notified to the Registrar of Companies as the first directors of the Company shall be the first Directors. Thereafter, the Members shall have power at any time from time to time by ordinary resolution to appoint any person to be a Director

22 2 The office of a Director shall be vacated if

22 2 1 he or she ceases to be a Director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Director,

22 2 2 he or she resigns by notice to the Company, or

22 2 3 he or she is removed by the Members serving written notice on the Company

Members

23 Becoming and ceasing to be a member

23 1 The number of Members with which the Company proposes to be registered is unlimited

23 2 The Members shall be the subscribers to the Memorandum and such persons as are approved to become Members at any time from time to time by ordinary resolution of the Members and have consented in writing to become Members and whose names shall have been entered in the Register of Members. If at any time and for whatever reason there shall be no Members capable of acting to appoint Members pursuant to this Article 23 2 then the Directors shall have the power to appoint Members pursuant to this Article 23 2

23 3 The rights and privileges of a Member shall be personal to the Member and shall cease on death

23 4 Every Member shall be subject to the provisions of these Articles in relation to his or her membership and shall be deemed to have had knowledge thereof and to have consented thereto upon or prior to his or her becoming a Member

23 5 A Member shall cease to be a Member and his or her name shall be removed from the Register of Members,

24 5 1 if he or she resigns by notice to the Company, or

24 5 2 if he or she becomes bankrupt or makes any arrangements or composition with his or her creditors generally or (being a company) goes into liquidation other than for the purposes of solvent reconstruction, or

24 5 3 if he or she otherwise ceases to qualify for membership under these Articles

24 5 5 membership of the Company is not transferable

Meetings and Company Resolutions

24 Decisions of the Members

24 1 Decisions of the Members in respect of the Company can be made

24 1 1 by passing a written resolution in accordance with the provisions of the Companies Acts, or

24 1 2 by passing a resolution at a general meeting convened and held in accordance with the provisions of the Companies Acts

24 2 The quorum for general meetings may be fixed from time to time by a decision of the Members, and unless otherwise fixed, it shall be one Member

24 3 Communications in relation to written resolutions shall be sent to the Company's auditors in accordance with the Companies Acts

24 4 Each Member shall have one vote

Administrative Arrangements and Miscellaneous

25 Secretary

25 1 A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them

25 2 If there is no Secretary

25 2 1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company, and

25 2 2 anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors

26 Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless a provision of the Companies Acts specifies that such informality, irregularity, want of qualification or lack of specification shall invalidate it

27 Minutes

27 1 The Directors must cause minutes to be made in books kept for the purpose

27 1 1 of all appointments of officers made by the Directors,

27 1 2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting), and

27 1 3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings

27 2 Minutes made pursuant to Articles 28 1 2 and 28 1 3 must be kept for at least ten years from the date of the meeting, resolution or decision

28 Records and accounts

28 1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies

28 1 1 annual reports,

28 1 2 annual returns, and

28 1 3 annual statements of account

29 Notices

29 1 Any notice to be given to or by any person pursuant to the Articles shall be in Writing to an Address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Directors need not be in Writing

29 2 The Company may give any notice to the Member either personally or by sending it by post in a prepaid envelope addressed to the Member at its registered address or by leaving it at that address or by Electronic Means to an Address provided for that purpose

29 3 Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a communication sent by Electronic Means has been transmitted to the proper Address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given 48 hours after the envelope containing it was posted or in the case of a notice contained in a communication sent by Electronic Means 48 hours after the time it was transmitted

30 Winding up

If any property remains after the Company has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to or distributed to the Members, but must be given to some other institution or institutions having similar objects to the Company which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 4. The institution or institutions to benefit may be chosen by resolution of the Members at or before the time of winding up or dissolution, and subject to any such resolution of the Members may be chosen by resolution of the Directors at or before the time of winding up or dissolution

31 Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded

Schedule

Interpretation

Defined terms

1 In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	“Address”	includes a number or address used for the purposes of sending or receiving documents by Electronic Means,
1.2	“Articles”	the Company's articles of association,
1.3	“Chair”	has the meaning given in Article 9,
1.4	“Company”	The Leeds Retail and Financial Services Academy,
1.5	“Clear Days”	in relation to the period of a notice, that 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,
1.6	“Companies Acts”	means the Companies Acts (as defined in Section 2 of the Companies Act 2006),
1.7	“Connected”	<p>in relation to a Director means any person falling within any of the following categories</p> <p>(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of the Director,</p> <p>(b) the spouse or civil partner of any person in (a),</p> <p>(c) any other person in a relationship with the Director which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b), or</p> <p>(d) any company, partnership or firm in which the Director is a director, member, partner or employee and from which he or she derives benefits in money or money's worth (other than by virtue only of being shareholder in a company holding no more than 1% of the share capital of that company),</p>
1.8	“Electronic Form” “Electronic Means”	and have the meanings respectively given to them in Section 1168 of the Companies Act 2006,
1.9	“Financial Expert”	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000,

- 1.10 "Member"** means the Members of the Company for the purposes of the Companies Acts, or such other Members as may be admitted in accordance with Articles 24 1 to 24 4,
- 1 11 "Secretary"** the secretary of the Company (if any),
- 1.12 "Subsidiary Company"** any company in which the Company holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company,
- 1.13 "Director"** a director of the Company, and includes any person occupying the position of director, by whatever name called, and
- 1.14 "Writing"** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise
- 2** Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it
- 3** Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Company