

**THE COMPANIES ACT 2006
SPECIAL RESOLUTION
Connected Partnership Limited
CHANGE OF ARTICLES OF ASSOCIATION**

At a general meeting of the members of the above named company, duly convened and held at Berrybrook Education Business Suite on 27 November 2019 at 8.30am.

The following Special Resolution was duly passed:

That the Articles of Association of the company be modified as follows:

1. By the implementation of the new attached articles numbered 1 to 21.4

DATED: 2 December 2019

SIGNED:

D.M.M.

Company Secretary

Company Number - 8011988

NOTES

This resolution must be filed with Companies House along with any new articles.

THURSDAY



A17 *A8KNS4S8* #216
19/12/2019
COMPANIES HOUSE

Annual General Meeting held on 27 November 2019

CHANGE TO THE ARTICLES OF ASSOCIATION

The Business Director advised that the Director of Education had previously been invited to join the ConnectEd Partnership Board as a Director. Although the invitation had initially been accepted, the Director of Education had later raised concerns of a conflict of interest and had decided that it was not appropriate to become a Director. It was noted that the Director of Education post was currently vacant and there were currently no plans to advertise or appoint to the post. The Business Director therefore requested permission to remove the Director of Education as a voting Director within the Articles of Association. The Chair reassured the meeting that communication between the Partnership was being strengthened through the regular Collaboration meetings with the Director of Children's Services who now had responsibility for Education.

Members considered the request to remove the Director of Education as a voting Director from the ConnectEd Board and

0051 **RESOLVED:** That the Director of Education be removed as a voting Director on the ConnectEd Partnership Board.

Company Number - 8011988

**ARTICLES OF ASSOCIATION OF
CONNECTED PARTNERSHIP LIMITED**

Adopted by special/written resolution dated 27 November 2019

Company Number 8011988

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THE COMPANIES ACT 2006

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

**ARTICLES OF ASSOCIATION OF
CONNECTED PARTNERSHIP LIMITED**

1 NAME

The name of the Company is ConnectEd Partnership Limited ("the Company").

2 REGISTERED OFFICE

The registered office of the Company is to be in England and Wales.

3 PURPOSE AND PRINCIPLES

The purpose of the Company is to advance education by improving educational opportunities and outcomes for children and young people through partnership working, procurement and provision of services and shared resources and expertise in accordance with the following principles ("the Principles"). The *members of the Company* agree to:

- 3.1 promote the vision and values of the Company as developed by the Board of Directors;
- 3.2 promote a climate of increasing mutual respect and understanding;
- 3.3 be committed to the success of all children and young people;
- 3.4 be mutually accountable for the shared functions and outcomes of the Company;
- 3.5 develop their commitment to collaborative working and sharing good practice;
- 3.6 require the Company's profits to be reinvested in the Company to further its Objects;
- 3.7 share, collect and analyse national and local data and evidence in order to inform effective decision making.

It is intended that the activities of the Company will place an emphasis on, and include a commitment to students learning about, the Co-operative values of self-help, self responsibility, democracy, equality, equity, solidarity, honesty, openness, social responsibility and caring for others with the aim of encouraging all students to become better citizens, not only while they are students but during the rest of their lives

4 OBJECTS

The Objects of the Company are to fulfil the Company's Purpose by:

- 4.1 developing joint strategy between members of the Company;

- 4.2 entering into contracts and commissioning and purchasing goods and services in its own right and on behalf of members of the Company and others;
- 4.3 supplying goods, services, advice and assistance to members of the Company and others;
- 4.4 encouraging and facilitating the professional development of staff employed by the members of the Company;
- 4.5 encouraging and facilitating joint working, shared resources, interchange of staff and students and the sharing of best practice between members of the Company; and
- 4.6 exercising any other functions which a Local Authority is able to contract out.

5 POWERS

The Company may do anything which appears to it to be necessary or desirable for the purposes of or in connection with its Objects.

6 INCOME AND PROPERTY

The income and property of the Company shall be applied in accordance with the Objects and powers of the Company and no portion shall be paid or transferred directly or indirectly to the members of the Company except by way of payment in good faith of reasonable and proper wages, and repayments (including loans) or expenses to any member or employee of the Company in return for any services actually rendered to the Company.

7 MEMBERSHIP

- 7.1 The Company must maintain a register of members.
- 7.2 The subscribers to the Memorandum and such other persons or bodies as admitted to membership in accordance with these (or any previous) Articles shall be members of the Company.
- 7.3 The Board of Directors may admit to membership any other schools committed to promoting the Objects who:
 - 7.3.1 meet the requirements in Article 7.4;
 - 7.3.2 are approved by the Board of Directors; and
 - 7.3.3 agree to be bound by the Principles.
- 7.4 No person or body shall be admitted as a member of the Company unless that person or body is a Public Body and is either:
 - 7.4.1 the governing body of a maintained school;
 - 7.4.2 a local authority in England;
 - 7.4.3 the proprietor or governing body (if the governing body has legal personality) of an independent school;
 - 7.4.4 the proprietor of an alternative provision Academy, including a free school, that is not an independent school;
 - 7.4.5 a company for which the provision of education or education or ancillary services or goods is a significant proportion of its business;

- 7.4.6 the governing body of a further or higher education institution (within the meaning of section 90(1) of the Further and Higher Education Act 1992) if it has legal personality;
- 7.4.7 the proprietor of a 16 to 19 Academy; or
- 7.4.8 any individual who is not excluded by Schedule 1 of the Regulations

and on being so admitted his/its name shall be entered on the register of members.

- 7.5 A member shall by resolution of its governing body appoint an authorised representative, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the member would exercise if it were an individual person. The representative so appointed shall be a member of the Board of Governors of the member but shall not be an employee of the member.
- 7.6 Each member will be assigned to a ConnectEd Network.
- 7.7 The Board of Directors may create a category or categories of associate membership without voting rights on such terms and with such rights as it thinks fit.
- 7.8 The Board of Directors will from time to time set and charge a membership subscription upon such terms as it thinks fit.
- 7.9 Membership of the Company is not transferable.
- 7.10 Membership is terminated if the member concerned:
 - 7.10.1 gives at least 12 weeks written notice of resignation to the Company and every other member of the Company` ;
 - 7.10.2 ceases to exist;
 - 7.10.3 ceases to meet the requirements of Article 7.4;
 - 7.10.4 membership ceases in accordance with any contractual arrangement with the Company; or
 - 7.10.5 is removed from membership by resolution of the general meeting on the ground that the member's continued membership is harmful to the Company. Such a resolution may only be passed after the member has been notified in writing and given a period of at least 14 clear days in which to put forward written representations for consideration by the meeting.

8 **GENERAL MEETINGS**

- 8.1 Members are entitled to attend general meetings by their authorised representative. General Meetings are called on at least 14 clear days' written notice specifying the business to be discussed.
- 8.2 General Meetings may be called either by the Board of Directors or on the requisition of members pursuant to the provisions of the Companies Act. At least one general meeting shall be held in each academic year.
- 8.3 Notice of every General Meeting shall be given in writing to every member of the Company, to every Director of the Company and to the Auditors (if any) and shall be given personally or by sending it by email or post to them or their registered office or any address given by them for this purpose within the United Kingdom.

- 8.4 The Notice shall specify the place and exact time of the meeting and the nature of the business to be dealt with.
- 8.5 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 proceedings at that meeting.
- 8.6 Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
- 8.7 The Chair or some other person elected by those present presides at a general meeting.
- 8.8 There is a quorum at a general meeting if the number of members represented at the meeting is the greater of 3 members or one fifth of the total number of members.
- 8.9 If within half an hour from the time appointed for the meeting a quorum is not present or if at any time during the meeting members shall leave such that a quorum is no longer present the meeting shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 8.10 The Chair may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.
- 8.11 Except where otherwise provided by the Companies Act, every issue is decided by a majority of the votes cast.
- 8.12 Votes may be given by the authorised representative of a member.
- 8.13 In the event that the authorised representative of a member is unable to attend a general meeting, the member may delegate the responsibilities of the authorised member to another member of the Governing Body or Staff (who must not be the Head Teacher) as Delegated Attendee. The Delegated Attendee may exercise the same rights and duties as the authorised Representative at the General Meeting in question.
- 8.14 Every member present, either in accordance with 8.12 or 8.13, has one vote on each issue.
- 8.15 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other suitable signal unless a poll is demanded before or upon the declaration of the result of the show of hands or other suitable signal by:
- 8.15.1 the Chair, or
 - 8.15.2 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.
- 8.16 If a poll is duly demanded it shall be taken in such a manner as the Chair of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

- 8.17 Unless a poll be so demanded a declaration by the Chair that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 8.18 A written resolution signed by such number of members as required if it had been proposed at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.
- 8.19 A general meeting may be called at any time by the Board of Directors and must be called in accordance with the provisions of the Companies Act on the requisition of members pursuant to the provisions of the Companies Act.

9 **THE BOARD OF DIRECTORS**

- 9.1 The number of Directors shall not be less than two, but (unless otherwise determined by Ordinary Resolution) shall not be subject to any maximum.
- 9.2 The Board of Directors shall consist of voting Directors and not less than 40% of the board at any time shall be non-executive directors (being directors who do not provide services to the Company for remuneration or other benefits).
- 9.3 There shall be the following Directors who shall have voting rights;
 - 9.3.1 1 Director from each ConnectEd Network elected by the Head Teachers of the schools in that Learning Community;
 - 9.3.2 1 Director from the Nursery phase elected by Head Teachers of the schools in the Nursery phase;
 - 9.3.3 2 Directors from the Primary phase elected by the Head Teachers of the schools in the Primary phase;
 - 9.3.4 2 Directors from the Secondary phase elected by the Head Teachers of the schools in the Secondary phase;
 - 9.3.5 1 Director from the Special School and Pupil Referral Unit phases elected by the Head Teachers of the schools in the Special School and Pupil Referral Unit phases;
- 9.4 The following Professional Associations shall have the right to appoint 1 Observer Director to the Board by notice in writing to the Company and shall have the right to remove and replace such representative from time to time by written notice to the Company. Such Observer Directors shall be invited to all meetings of the Board, shall be entitled to speak at such meetings but shall not have voting rights:
 - 9.4.1 1 Observer Director as authorised representative of the Primary Workforce;
 - 9.4.2 1 Observer Director as authorised representative of the Secondary Workforce; and
 - 9.4.3 1 Headteacher representative.
- 9.5 The Board of Directors may by resolution passed by not less than three quarters of the Directors present and voting at a meeting appoint any person who is willing to act as an additional Director and determine the terms of such appointment (having due regard to the requirements of Article 9.2).

- 9.6 In relation to terms of office for Elected Directors,
- 9.6.1 the normal term of office for an Elected Director shall be three years, at the end of which an Elected Director shall retire and may stand for re-election, if otherwise eligible;
 - 9.6.2 terms of office shall begin (or be deemed to begin) and end at the conclusion of the General Meeting at which scheduled elections of Elected Directors are held in each academic year;
- 9.7 A Director's term of office automatically terminates if he or she:
- 9.7.1 ceases to be a Director by virtue of any provision of the Companies Act or become prohibited by law from being a Director;
 - 9.7.2 is incapable, whether mentally or physically, of managing his or her own affairs;
 - 9.7.3 is absent from three consecutive meetings of the Board of Directors and is asked by a majority of the other Directors to resign;
 - 9.7.4 is the Head of a school which ceases to be a member;
 - 9.7.5 resigns by written notice to the Directors (but only if at least two Directors will remain in office); or
 - 9.7.6 is removed by resolution of the members present and voting at a General Meeting after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.
- 9.8 A technical defect in the appointment of a Director of which the Board of Directors are unaware at the time does not invalidate decisions taken at a meeting.

10 **BOARD OF DIRECTORS PROCEEDINGS**

- 10.1 The Board of Directors must hold at least four meetings each academic year.
- 10.2 A Director may, and the Secretary shall on the instruction of the Board of Directors, call a meeting of the Board of Directors at any reasonable time. A meeting of the Board of Directors may be held either in person or by suitable electronic means agreed by the Board of Directors in which all participants may communicate with all the other participants.
- 10.3 A quorum is present at a meeting of the Board of Directors if more than one half of the Directors entitled to attend [and vote] are present in person.
- 10.4 Directors shall not be entitled to appoint alternate Directors to attend meetings of the Board but the Board of Directors may invite in its absolute discretion, observers or permit an individual nominated by an Elected Director unable to attend a meeting of the Board who is not a director, to attend and speak at all or part of any meeting but such individual shall not be entitled to vote and will not count towards the quorum. The Board of Directors may also invite in its absolute discretion, observers or people to present papers or advice at meetings.

- 10.5 There is no provision to allow the Local Authority's Director of Education to invite a replacement if s/he is unable to attend a meeting of the Board.
- 10.6 The Board of Directors shall appoint the Chair from amongst their number and decide the term of office of the Chair. An additional Director appointed under paragraph 9.4 may be appointed Chair and the Board of Directors may agree that a Chair so appointed may have an executive role in the affairs of the Company and may receive such remuneration for such executive role as the Board of Directors shall decide.
- 10.7 The Chair or, in the absence of the Chair and Vice Chair, some other Director chosen by the Board of Directors at the meeting, shall preside over the meeting.
- 10.8 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Directors is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 10.9 Except for the Chair of the meeting, who has a casting vote, every Director has one vote on each issue.
- 10.10 A procedural defect of which the Board of Directors are unaware at the time does not invalidate decisions taken at a meeting.

11 POWERS OF THE BOARD OF DIRECTORS

- 11.1 The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as may be exercised and done by the Company and as are not required by the Companies Act or by these Articles to be exercised or done by the Company in General Meeting.
- 11.2 No regulation made by the Company in General Meetings shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.
- 11.3 The Board of Directors may subject to the requirements of the Regulations exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 11.4 The Board of Directors may delegate any of its powers to any Directors or to sub-committees consisting of Directors or others as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors. In particular, the Board of Directors shall record the extent of the delegation and the arrangements for reporting.
- 11.5 There shall be established a remuneration committee comprising of non executive directors. The remuneration committee shall recommend to the Board of Directors the terms of service and remuneration of any executive Directors in office from time to time.
- 11.6 Any decision taken by a committee or Director or other person as delegated by the Board pursuant to Articles 11.4 and 11.5 shall be reported at the first available meeting of the Board of Directors.
- 11.7 The Board of Directors may from time to time make such Rules or Bye Laws as they may deem necessary for the proper conduct and management of the Company. The Company in General Meeting shall have

power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board of Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. No Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

12 DIRECTORS' INTERESTS

- 12.1 Directors shall disclose to the Board of Directors any material interests (as defined below) held by them, and any other actual or potential conflicts of interest which shall include a duty of loyalty owed to another organisation or person and shall disclose any material interest (as defined below) by a connected person, which shall be considered and if appropriate authorised by the Board pursuant to s.175(5) Companies Act 2006 and recorded in the register of interests of the Directors.
- 12.2 Subject to paragraph 12.4, a material interest is:
 - 12.2.1 any interest (excluding a holding of shares in a company whose shares are listed on any public exchange where the holding is less than 2% of the total shares in issue) or position held by a Director in any firm, company or business which has or is likely to have a trading or commercial relationship with the Company; and
 - 12.2.2 any connection with any organisation, entity or company considering entering into a financial arrangement with the Company including but not limited to lenders or banks.
- 12.3 Any Director who has an interest in a matter to be considered by the Board of Directors (whether because the matter involves a firm, company, business or organisation in which they or a connected person has a material interest or otherwise) shall declare such interest to the Board of Directors and:
 - 12.3.1 shall withdraw from the meeting and play no part in the relevant discussion or decision;
 - 12.3.2 shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted); and
 - 12.3.3 details of any such interest shall be recorded in the register of interests of the Directors.
- 12.4 For the purposes of paragraph 12.3 a Director has an interest in a matter to be considered by the Board of Directors where:
 - 12.4.1 the member school of which they are the Head provides or is to provide goods or services to the Company; or
 - 12.4.2 the matter concerns the provision of goods or services by the Company and the member school of which they are the Head provides or intends to provide those goods or services in competition or potential competition with the Company; or
 - 12.4.3 terms particular to the member school of which they are the Head are included or to be included in a contract relating to the supply of goods or services by the Company; or
 - 12.4.4 issues specific to the relationship between the Company and the member school of which they are the Head are to be discussed.

A Director shall not otherwise have an interest in any matter by reason only of being the Head of a member school. Any question as to whether a Director has an interest in a matter shall be decided by the Board of Directors.

- 12.5 Any Director who fails to disclose any interest or material interest required to be disclosed under these provisions must permanently vacate their office if required to do so by a majority of the remaining Directors.

13 REMUNERATION OF DIRECTORS

Directors of the Company other than additional Directors appointed under paragraph 9.4 shall not be entitled to remuneration from the Company for their services as a Director. Directors may be paid all reasonable expenses incurred by them in connection with the business of the Company.

14 SECRETARY AND OTHER EXECUTIVE OFFICERS

Subject to the provisions of the Companies Act and these Articles, the Secretary and other executive officers shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary or executive officer so appointed may be removed by them.

15 RECORDS AND ACCOUNTS

- 15.1 The Board of Directors may delegate responsibility to the Company Secretary but must still comply with the requirements of the Companies Act as to keeping financial records, the audit or other scrutiny of accounts and the preparation and transmission to the Registrar of Companies of:

- 15.1.1 annual returns;
- 15.1.2 annual reports; and
- 15.1.3 annual statements of account.

- 15.2 The Board of Directors must keep proper records of:

- 15.2.1 all proceedings at general meetings;
- 15.2.2 all proceedings at meetings of the Board of Directors;
- 15.2.3 all reports of committees; and
- 15.2.4 all professional advice obtained.

- 15.3 Accounting records relating to the Company must be made available for inspection by any Director at any time during normal office hours.

- 15.4 A copy of the Company's latest available statement of account must be supplied on request to any Director 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.

16 NOTICES

- 16.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means.
- 16.2 The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members.
- 16.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- 16.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- 16.3.2 two clear days after being sent by first class post to that address;
- 16.3.3 three clear days after being sent by second class or overseas post to that address;
- 16.3.4 on the date of publication of a newspaper containing the notice;
- 16.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier,
- 16.3.6 as soon as the member acknowledges actual receipt.

16.4 A technical defect in the giving of notice of which the Boards of Directors are unaware at the time does not invalidate decisions taken at a meeting.

17 **INDEMNITY**

Every member, Director, Company Secretary, auditor (if any) and other officer for the time being of the Company may be indemnified out of the assets of the Company against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of her/his office subject to the provisions of the Companies Act, except to the extent that such losses or liabilities shall be attributable to:

- 17.1 fraud or other matters in respect of which the member concerned shall be convicted of a criminal offence; or
- 17.2 negligence; or
- 17.3 actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

18 **LIMITED LIABILITY**

The liability of members is limited.

19 **GUARANTEE**

Every member promises, if the Company is wound up while he, she or it remains a member, or within 12 months afterwards, to pay up to £1 towards the costs of winding up, towards adjusting the rights of the contributories amongst themselves and towards discharging the liabilities incurred by the Company while he, she or it was a member.

20 **DISSOLUTION**

In the event of the dissolution or winding-up of the Company, after the satisfaction of all its debts and liabilities, any property, assets or operating surplus whatsoever shall be distributed to some other not-for-profit organisation or not-for-profit organisations having charitable objectives similar to the Objects of the Company, chosen by the members of the Company at or before the time of dissolution.

21 **INTERPRETATION**

21.1 In these Articles, unless the context indicates another meaning:

'the Articles' means the Company's articles of association;

'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Company and whose name is given to the Secretary;

'Chair' means the chair of the Board of Directors;

'ConnectEd Networks' means the group of schools located within each of the areas of Wolverhampton into which the Board of Directors shall divide the Company's area of operation.

'the Company' means the company governed by the Articles;

'clear day' means 24 hours from midnight following the relevant event;

'the Companies Act' means the Companies Act 2006;

'connected person' means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Director, any firm of which a Director is a member or employee, and any company of which a Director is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

'Delegated Attendee' means the nominated substitute of the authorised representative in the event the authorised representative cannot attend the General Meeting in question.

'Director' means a director of the Company and 'Directors' means the directors;

'Elected Director' means a Director elected under Articles 9.3.1 to 9.3.5 inclusive;

'firm' includes a limited liability partnership;

'Head Teacher' includes Principal or equivalent postholder;

'material benefit' means a benefit which may not be financial but has a monetary value;

'member' and 'membership' refer to company membership of the Company;

'Memorandum' means the Company's Memorandum of Association;

'the Objects' means the Objects of the Company as defined in paragraph 4 of the Articles;

'Ordinary Resolution' has the meaning prescribed by section 282 of the Companies Act 2006;

'Public Body' means a "contracting authority" as defined in the Public Contract Regulations 2006 (as amended from time to time);

'Regulations' means the School Companies Regulations 2002;

'Secretary' means the company secretary of the Company;

'written' or 'in writing' refers to a legible document on paper or in electronic form (provided the requirements of Part 3 of Schedule 5 to the Companies Act 2006 are met).

'year' means a calendar year.

- 21.2 Expressions defined in the Companies Act have the same meaning.
- 21.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 21.4 The model articles of association for private companies limited by guarantee contained in schedule 2 to the companies (model articles) regulations 2008 in force at the time of adoption of these articles shall not apply to the company and these articles shall be the regulations of the company.