

20

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

To alter clauses in the articles of association

Part A

COMPANY NAME: On Course South West Community Interest Company

COMPANY NUMBER: 08875959

At a general meeting of the above company, duly convened and held at Hyde Park House,
Mutley Plain, Plymouth PL4 6LF

On the following day: 24th May 2018

The following resolution listed in Part B were passed as special resolutions:

Part B

RESOLUTION

That:

1. The following clauses in the articles of association shall be amended as follows:

4. The Company is not established or conducted for private gain:
All and any profits from the supplies of educational services by On Course South West Community Interest Company are restricted to being reinvested only in the furtherance of education services for the benefit of the community and that fall within the scope of the VAT exemption under VAT Act 1994, Sch 9 Group 6 Item 1 and as an eligible body as defined by VAT Act 1994 Schedule 9 Group 6, Note 1 (e)
(ii)

SATURDAY



A77R1NTV
A11 09/06/2018 #221
COMPANIES HOUSE

5. The articles of association shall be altered so as to take the form of the articles of association attached to this resolution are in substitution for and to the exclusion of any articles of association of the company previously registered with the Registrar of Companies.

.....*Hanand*.....

COMPANY SECRETARY

.....*29/5/2018*.....

DATE

The Companies Act 2006

Community Interest Company Limited by Guarantee

Articles of Association
of
On Course South West CIC

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The Companies Act 2006
Community Interest Company Limited by Guarantee
On Course South West CIC

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The Companies Act 2006
Articles of Association
of
On Course South West CIC

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.

COMMUNITY INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

The Company is to be a community interest company.

3. Asset Lock

3.1 The Company shall not transfer any of its assets other than for full consideration.

3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:

321 the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and

322 the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company.

3.4 If:

341 the Company is wound up under the Insolvency Act 1986; and

342 all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body chosen by the Regulator in consultation with the Company's directors and members.

4. Not for profit

The Company is not established or conducted for private gain:

All and any profits from the supplies of educational services by On Course South West Community Interest Company are restricted to being reinvested only in the furtherance of education services for the benefit of the community and that fall within the scope of the VAT exemption under VAT Act 1994, Sch 9 Group 6 Item 1 and as an eligible body as defined by VAT Act 1994 Schedule 9 Group 6, Note 1 (e) (ii)

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. Objects

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to promote education by the provision of education, skills and training to young people and adults.

6. Powers

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

7. Liability of members

7.1 The liability of each member is limited to £1, being the amount that each 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:

7.1.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;

7.1.2 payment of the costs, charges and expenses of winding up; and

7.1.3 adjustment of the rights of the contributories among themselves.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8. 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.

9. Members' reserve power

9.1 The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action.

9.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

10. Chair

The Directors may appoint one of their number to be the chair of the Directors for such term of office as they determine and may at any time remove him or her from office.

11. Directors may delegate

11.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles or the implementation of their decisions or day to day management of the affairs of the Company:

11.1.1 to such person or committee;

11.1.2 by such means (including by power of attorney);

11.1.3 to such an extent;

11.1.4 in relation to such matters or territories; and

11.1.5 on such terms and conditions;

as they think fit.

11.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

11.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

12. Committees

121 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

122 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

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

141 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.

142 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.

143 Notice of Directors' meetings must be given to each Director.

144 Every notice calling a Directors' meeting must specify:

14.4.1 the place, day and time of the meeting; and

14.4.2 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.

145 Notice of Directors' meetings need not be in Writing.

146 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.

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

153 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, but it must never be less than five.

16.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

16.3.1 to appoint further Directors; or

16.3.2 to call a general meeting so as to enable the members to appoint further Directors.

17. Chairing of Directors' meetings

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

18. Decision making at meetings

- 181 Questions arising at a Directors' meeting shall be decided by a majority of votes.
- 182 In all proceedings of Directors each Director must not have more than one vote.
- 183 Notwithstanding Articles 18.1 and 18.2, in case of an equality of votes, the Chair shall have a second or casting vote.

19. Decisions without a meeting

19.1 If:

- 19.1.1 a Director has become aware of a matter on which the Directors need to take a decision;
- 19.1.2 that Director has taken all reasonable steps to make all the other Directors aware of the matter and the decision;
- 19.1.3 the Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- 19.1.4 a majority of the Directors vote in favour of a particular decision on that matter

a decision of the Directors may be taken by majority and shall be as valid and effectual as if it had been taken at a Directors' meeting duly convened and held.

19.2 Directors participating in the taking of a majority decision otherwise than at a Directors' meeting in accordance with this Article:

- 21.2.1 may be in different places, and may participate at different times; and
- 21.2.2 may communicate with each other by any means.

19.3 The Chair, or such other Director as shall be appointed by the Directors shall be the chair of the process of decision-making in accordance with this Article. The process shall include:

- 19.3.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Directors are asked to cast their votes;
- 19.3.2 the nomination of a person to whom all Director's votes must be communicated;
- 19.3.3 if a majority of the Directors vote in favour of the decision, the nominated person shall communicate the decision to all the Directors and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
- 19.3.4 the nominated person must prepare a minute of the decision in accordance with Article 36.

- 19.4 In the case of an equality of votes in any decision-making process in accordance with this Article, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with the Articles, the Chair is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

20. Conflicts of interest

- 20.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.
- 20.2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.
- 20.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 19 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 21, he or she must:
- 20.3.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;
 - 20.3.2 not be counted in the quorum for that part of the meeting; and
 - 20.3.3 withdraw during the vote and have no vote on the matter.
- 20.4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she 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.

21. Directors' power to authorise a conflict of interest

- 21.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:
- 21.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 20.3;
 - 21.1.2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum; and
 - 21.1.3 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation.
- 21.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 21.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from

meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

- 21.3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 21.1 (subject to any limits or conditions to which such approval was subject).

22. Register of Directors' interests

The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

23. Validity of Directors' 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.

24. Director's discretion to make further rules

- 24.1 The Directors may from time to time make, repeal or alter such rules as they think fit as to the management of the Company and its affairs. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.
- 24.2 The rules may regulate the following matters but are not restricted to them:
- 24.3 the duties of any officers or employees of the Company;
- 24.4 the election of Community Staff Directors to the Board;
- 24.5 the conduct of business of the Directors or any committee (including, without limitation, how the Directors make decisions and how such rules are to be recorded or communicated to Directors);
- 24.6 any of the matters or things within the powers or under the control of the Directors; and
- 24.7 generally, all such matters as are commonly the subject matter of company rules.

APPOINTMENT AND RETIREMENT OF DIRECTORS

25. Methods of appointing Directors

- 25.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.
- 25.2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director subject to the provisions of these Articles.

- 25.3 There shall be a minimum of eight Directors comprised as follows:
- 25.3.1 up to two *Ex-officio* Directors;
 - 25.3.2 up to two Shekinah Directors;
 - 25.3.3 up to two YMCA Plymouth Directors;
 - 25.3.4 up to two Community Staff Directors, and
 - 25.3.5 Up to 2 co-opted Directors, where the Board feels this is beneficial
- 25.4 The Community Staff Directors may be elected by the Community Staff Partners in accordance with Article 25.7 and Article 31.
- 25.5 The Shekinah Directors shall be appointed and removed by Shekinah in such manner as Shekinah determines from time to time.
- 25.6 The YMCA Plymouth Directors shall be appointed and removed in such a manner as YMCA Plymouth determines from time to time.
- 25.7 Co-opted Directors shall be appointed by a majority vote of the Board where the Board feels this is beneficial to the business. This appointment can be renewed at the Annual Retirement Meeting.
- 25.8 The Community Staff Directors shall be elected at the Annual Retirement Meeting for an initial term of office of two years (to be calculated from the Annual Retirement Meeting following their election) and shall be eligible for re-election for a further two year term by the Community Staff Partners. The Directors may make such arrangements as they see fit to allow Community Staff Partners to vote by electronic means in advance of the Annual Retirement Meeting.
- 25.9 Before the first Annual Retirement Meeting or where there is a Community Staff Director vacancy between Annual Retirement Meetings, the Directors shall have the power, in consultation with the Staff Council, to appoint a Community Staff Director until the next Annual Retirement Meeting whereupon the Community Staff Director may be elected by the Community Staff Partners in accordance with Article 25.8
- 25.10 A Community Staff Director who has served two terms of office must take a break from office and may not be re-appointed until the anniversary of the commencement of his or her break from office.
- 25.11 The Annual Retirement Meeting shall be the meeting of the Directors at which the accounts of the Company are adopted.

26. Termination of Director's appointment

- 26.1 A person ceases to be a Director as soon as:
- 26.1.1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law;

- 26.1.2 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- 26.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 26.1.4 the Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office for that reason;
- 26.1.5 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least five Directors will remain in office when such resignation has taken effect);
- 26.1.6 in the case of an Ex-officio Director or a Community Staff Director, he or she is no longer employed by the Company;
- 26.1.7 in the case of a Shekinah Director or YMCA Plymouth Director, he or she is no longer employed by or otherwise connected to Shekinah or YMCA Plymouth respectively;
- 26.1.8 the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason; or
- 26.1.9 at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views.

27. Directors' remuneration

- 27.1 Directors may undertake any services for the Company that the Directors decide.
- 27.2 Directors are entitled to such remuneration as the Directors determine:
 - 27.2.1 for their services to the Company as Directors; and
 - 27.2.2 for any other service which they undertake for the Company.
- 27.3 Subject to the Articles, a Director's remuneration may:
 - 27.3.1 take any form; and
 - 27.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 27.4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.
- 27.5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

28. Directors' expenses

28.1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

28.1.1 meetings of Directors or committees of Directors;

28.1.2 general meetings; or

28.1.3 separate meetings of any class of members or of the holders of any debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

29. Becoming a member

29.1 The subscribers to the Memorandum are the first members of the Company.

29.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

29.3 The Directors shall from time to time be the only members of the Company.

29.4 No person shall be admitted a member of the Company unless he or she is approved by the Directors.

29.5 Every person who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.

29.6 In any case where, as a result of death, the Company has no members and no Directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a member.

29.7 For the purposes of Article 29.6, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

30. Termination of membership

30.1 Membership is not transferable to anyone else.

30.2 Membership is terminated if:

30.2.1 the member dies or ceases to exist;

30.2.2 otherwise in accordance with the Articles;

30.2.3 a member ceases to be a Director;

30.2.4 in the case of an Ex-Officio Director or a Community Staff Director, his or her employment with the Company ceases; or

30.2.5 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution will nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her.

31. Community partners

31.1 The Directors may establish such classes of community partners with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such community partners in accordance with such regulations as the Directors shall make, provided that no such community partners shall be members of the Company for the purposes of the Articles or the Companies Acts (unless a community partner is elected as a Director in accordance with this Article 31).

31.2 Immediately following incorporation of the Company the Directors shall establish and continue to make available a class of community partnership called the Staff Council, whose community partners shall be known as Community Staff Partners to which all Employees shall be eligible to apply.

31.3 Community Staff Partners shall be entitled to elect up to two of their number from time to time as Community Staff Directors in accordance with rules set out by the Directors using their powers under Article 24, who may or may not be chair of the Staff Council.

31.4 For the avoidance of doubt, the membership of a Community Staff Partner shall cease immediately on the termination of his or her employment by the Company.

31.5 Immediately following incorporation of the Company the Directors shall establish and continue to make available a class of community partnership called the Learners Forum, whose community partners shall be known as Community Learner Partners to which all learners of the Company shall be eligible to apply upon enrolment.

31.6 For the avoidance of doubt, the membership of a Community Learner Partner shall cease three years following termination of his or her enrolment as a learner of the Company.

ORGANISATION OF GENERAL MEETINGS

32. General meetings

- 32.1 The Directors may call a general meeting at any time.
- 32.2 General meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.
- 32.3 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.
- 32.4 Article 32.3 shall not prevent a person who is a proxy for a member or a duly authorised representative of a member from voting at a general meeting of the Company.

WRITTEN RESOLUTIONS

33. Written resolutions

- 33.1 Subject to Article 33.5, a written resolution of the Company passed in accordance with this Article 33 shall have effect as if passed by the Company in general meeting:
 - 33.1.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of eligible members.
 - 33.1.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 33.2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
- 33.3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
- 33.4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts.
- 33.5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
 - 33.5.1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature.

33.5.2 If the Document is sent to the Company in Electronic Form, it is authenticated if the identity of the member is confirmed in a manner specified by the Company or where no such manner has been specified by the Company if the communication contains or is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement.

33.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

33.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

34. Means of communication to be used

34.1 Subject to the Articles:

34.1.1 anything sent or supplied by or to the Company under the Articles; and

34.1.2 anything sent or supplied by the Company under the Companies Acts,

may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company (as the case may be).

34.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

34.3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours.

35. 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 referred to in the notice.

36. Minutes

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

36.1 of all appointments of officers made by the Directors;

- 36.2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and
- 36.3 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.

37. Records and accounts

- 37.1 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 and the Regulator of:
- 37.1.1 annual reports;
- 37.1.2 annual returns; and
- 37.1.3 annual statements of account.
- 37.2 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member.

38. Indemnity

- 38.1 Subject to Article 38.2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:
- 38.1.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
- 38.1.2 any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and
- 38.1.3 any other liability incurred by that Director as an officer of the Company or an associated company.
- 38.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 38.3 In this Article:

383.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

383.2 a "relevant Director" means any Director or former Director of the Company or an associated company.

39. Insurance

39.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

39.2 In this Article:

39.2.1 a "relevant Director" means any Director or former Director of the Company or an associated company;

39.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the company or associated company; and

39.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

40. 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 "Annual Retirement Meeting"	has the meaning given in Article 25.10;
1.3 "Articles"	the Company's articles of association;
1.4 "asset-locked body"	means (i) a community interest company, a charity or a Permitted Industrial and Provident Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;
1.5 "bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
1.6 "Chair"	has the meaning given in Article 10;
1.7 "Circulation Date"	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.8 "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;
1.9 "community"	is to be construed in accordance with accordance with Section 35(5) of the Company's (Audit Investigations and Community Enterprise) Act 2004;
1.10 "Community Partner"	Learner learners of the Company who have agreed to become community partners in accordance with Article 31;
1.11 "Community Staff Director"	a Director elected by the Community Staff Partners in accordance with Article 25.7, 25.8 and

	31;
1.12 "Community Staff Partner"	Employees who have agreed to become community partners in accordance with Articles 25.7, 25.8 and 31;
1.13 "Companies Acts"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.14 "Company"	On Course South West CIC;
1.15 "Conflict of Interest"	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;
1.16 "Director"	a director of the Company, and includes any person occupying the position of director, by whatever name called;
1.17 "Document"	includes, unless otherwise indicated, any document sent or supplied in Electronic Form;
1.18 "Electronic Form"	and have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
"Electronic Means"	
1.19 "Employees"	employees of the Company and, prior to the transfer of staff to the Company from Plymouth City Council, employees employed by Plymouth City Council's Adult and Community Learning Service;
1.20 "Ex-officio Director"	means the individuals who previously took the roles of Principal Senior Education Officer, Resource and Finance Manager and subsequently, the chief executive officer and the resource and financial director;
1.21 "Hard Copy Form"	has the meaning given to it in the Companies Act 2006;
1.22 "Learners Forum"	has the meaning in Article 31.5;
1.23 "Memorandum"	the Company's memorandum of association;
1.24 "paid"	means paid or credited as paid;
1.25 "participate"	in relation to a Directors' meeting, has the

meaning given in Article 15;

- 1.26 **"Permitted Industrial and Provident Society"** an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
- 1.27 **"the Regulator"** means the Regulator of Community Interest Companies;
- 1.28 **"Secretary"** the secretary of the Company (if any);
- 1.29 **"specified"** means specified in the memorandum and articles of association of the Company for the purposes of this paragraph;
- 1.30 **"Shekinah"** Shek:inah Mission (Plymouth) Limited, a registered company with company number 04687832 and a registered charity with charity number 1097409
- 1.31 **"Shekinah Directors"** the directors appointed by Shek:inah, in accordance with Article 25.5;
- 1.32 **"Staff Council"** has the meaning in Article 31.2;
- 1.33 **"subsidiary"** has the meaning given in section 1159 of the Companies Act 2006;
- 1.34 **"transfer"** includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property;
- 1.35 **"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;
- 1.36 **"YMCA Plymouth"** Plymouth Young Men's Christian Association - YMCA, a registered company with company number 03426094 and a registered charity with charity number 1066919; and
- 1.37 **"YMCA Plymouth Directors"** the directors appointed by YMCA Plymouth, in accordance with Article 25.6.

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, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.