

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **12402731**

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

**EQUA PARTNERSHIP SERVICES LIMITED**

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

Given at Companies House, Cardiff, on **14th January 2020**



\* N124027317 \*



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



Received for filing in Electronic Format on the: **14/01/2020**

**X8WNLZ7**

*Company Name in full:*

**EQUA PARTNERSHIP SERVICES LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**EQUA C/O LAVINGTON SCHOOL  
THE SPRING  
MARKET LAVINGTON  
WILTSHIRE  
UNITED KINGDOM SN10 4EB**

*Sic Codes:*

**85600**

## ***Proposed Officers***

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### ***Company Director***      ***1***

***Type:***                      **Person**

***Full Forename(s):***        **MR ROGER CHARLES**

***Surname:***                **TOWNSEND**

***Former Names:***

***Service Address:***        **recorded as Company's registered office**

***Country/State Usually***    **ENGLAND**

***Resident:***

***Date of Birth:***    **\*\*/03/1948**                      ***Nationality:***    **BRITISH**

***Occupation:***    **NON**  
                         **EXECUTIVE**  
                         **DIRECTOR**

***The subscribers confirm that the person named has consented to act as a director.***

## ***Statement of Capital (Share Capital)***

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<i>Class of Shares:</i>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>1</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>1</b>
<i>Prescribed particulars</i>			

### **FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS**

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#### **Statement of Capital (Totals)**

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<i>Currency:</i>	<b>GBP</b>	<i>Total number of shares:</i>	<b>1</b>
		<i>Total aggregate nominal value:</i>	<b>1</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## ***Initial Shareholdings***

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*Name:* **EQUA MULTI ACADEMY  
TRUST**

*Class of Shares:* **ORDINARY**

*Address* **EQUA C/O LAVINGTON  
SCHOOL  
THE SPRING  
MARKET LAVINGTON  
WILTSHIRE  
UNITED KINGDOM  
SN10 4EB**

*Number of shares:* **1**

*Currency:* **GBP**

*Nominal value of each  
share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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**On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company**

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## ***Relevant Legal Entity (RLE) details***

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***Company Name:*** EQUA MULTI ACADEMY TRUST

***Service Address:*** EQUA C/O LAVINGTON SCHOOL  
THE SPRING  
MARKET LAVINGTON  
WILTSHIRE  
UNITED KINGDOM  
SN10 4EB

***Legal Form:*** PRIVATE COMPANY LIMITED BY GUARANTEE

***Governing Law:*** COMPANIES ACT 2006

***Register Location:*** UK REGISTER OF COMPANIES

***Country/State:*** UNITED KINGDOM

***Registration Number:*** 07452837

<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.</b>



## ***Statement of Compliance***

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

*Name:* **EQUA MULTI ACADEMY TRUST**  
*Authenticated* **YES**

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## ***Authorisation***

*Authoriser Designation:* **subscriber** *Authenticated* **YES**

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# COMPANY HAVING A SHARE CAPITAL

## Memorandum of association of EQUA PARTNERSHIP SERVICES LIMITED

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 and to take at least one share.

Name of each subscriber	Authentication
equa multi academy trust	Authenticated Electronically

Dated: 14/01/2020

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

EQUA PARTNERSHIP SERVICES LIMITED

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**EQUA PARTNERSHIP SERVICES LIMITED**  
**(the "Company")**

**INTERPRETATION**

1. The model articles of association prescribed by The Companies (Model Articles) Regulations 2008 shall not apply.
2. In these Articles:

the **"Academy Trust"** means Equa Multi Academy Trust (company number 07452837);

**"address"** in relation to electronic form includes any number or address used for the purpose of communications in such form;

**"Articles"** means the Company's articles of association for the time being in force;

**"Companies Acts"** has the meaning given to it in section 2 of the Companies Act 2006;

**"Connected Person"** means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee's only connection is an interest consisting of no more than 1% of the voting rights;

**"conflict"**: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

**"director"** means a director of the Company and includes any person occupying the position of director, by whatever name called;

**"document"** includes, unless otherwise specified, any document sent or supplied in electronic form;

**"electronic form"** has the meaning given in section 1168 of the Companies Act 2006;

**“Eligible Person”** means an academy trust established pursuant to the Academies Act 2010 or any successor legislation;

**“Member”** means a person whose name is entered in the register of members of the Company and **“membership”** shall be construed accordingly;

**“ordinary resolution”** has the meaning given in section 282 of the Companies Act 2006;

**“secretary”** means the secretary of the Company if so appointed and any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

**“special resolution”** has the meaning given in section 283 of the Companies Act 2006;

**“subsidiary”** has the meaning given in section 1159 of the Companies Act 2006;

**“Trustee”** means a person who is a director of the Academy Trust and **“Trustees”** shall be construed accordingly; and

**“writing”** means 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.

3. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meanings as in the Companies Acts but excluding any statutory modification not in force on the date the Articles were adopted by the Company.

## **OBJECT**

4. The object for which the Company is established is to carry on business as a general commercial company to procure profits and gains for the purpose of paying them to the Academy Trust or any other charitable body that succeeds to its charitable purposes.

## **POWERS**

5. In pursuance of the object set out in article 4, the Company has the power to:
  - (1) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;
  - (2) borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets;

- (3) invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- (4) subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- (5) lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;
- (6) lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;
- (7) pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same;
- (8) enter into contracts to provide services to or on behalf of other bodies;
- (9) provide and assist in the provision of money, materials or other help;
- (10) 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;
- (11) incorporate subsidiary companies to carry on any trade; and
- (12) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the object set out in article 4.

## **GUARANTEE**

6. 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 is a Member or within one year after he ceases to be a Member, for
  - (1) payment of the Company's debts and liabilities contracted before he ceases to be a Member,
  - (2) payment of the costs, charges and expenses of the winding up, and
  - (3) adjustment of the rights of the contributories among themselves.

## **SOLE MEMBER**

7. The sole Member of the Company shall be the Academy Trust unless the membership is transferred in accordance with Article 10.
8. Such person as is from time to time notified to the Company in writing by the Academy Trust shall be the duly authorised representative of the Academy Trust.
9. Except as otherwise provided in the Article, decisions of the sole Member shall be made by written resolution in accordance with the Companies Act 2006.

## **TRANSFER OF MEMBERSHIP**

10. A Member may transfer its membership to another Eligible Person by signing an instrument of transfer in any form approved by the directors and depositing such document at the registered office of the Company.
11. Following deposit of the instrument of transfer at the registered office, the directors shall, as soon as reasonably practicable, register the Eligible Person in the register of members of the Company and notify the Eligible Person of the date it becomes a Member.
12. No fee shall be charged for registering the Eligible Person in the register of members.

## **NUMBER OF DIRECTORS**

13. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two.

## **POWERS OF DIRECTORS**

14. Subject to the Companies Acts, the Articles and any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
15. 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 and may give authority for the agent to delegate all or any of his powers.

## **DELEGATION OF DIRECTORS' POWERS**

16. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office

such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with one or more Members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

17. The directors may delegate the implementation of their decisions or day to day management of the Company to any person or committee.

18. The Company may by ordinary resolution appoint a person who is willing to be a director to fill a vacancy or as an additional director.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

19. The office of a director shall be vacated if:

- (1) he, being a Trustee, ceases to be a Trustee;
- (2) he ceases to be a director by virtue of any provision of the Companies Acts or becomes prohibited by law or a regulatory body from being a director;
- (3) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (4) he is or may be suffering from mental disorder and either:
  - (a) a registered medical practitioner who is treating him gives a written opinion to the Company stating that he has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - (b) by reason of his mental health, a court makes an order which wholly or partly prevents him from personally exercising any powers or rights which he would otherwise have;
- (5) he resigns his office by notice to the Company;
- (6) he shall for more than six consecutive months have been absent without the permission of the directors from meetings of directors held during that period and the other directors resolve that his office be vacated; or
- (7) the Company by ordinary resolution removes him.

#### **REMUNERATION OF DIRECTORS**

20. The directors, other than the directors who are also Trustees or Connected Persons, shall be entitled to such remuneration as the Company may by ordinary resolution determine.

#### **DIRECTORS' EXPENSES**

21. The directors may be reimbursed travelling, accommodation and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings of the Company or otherwise in connection with the discharge of their duties.

#### **DIRECTORS' INTERESTS**

22. Subject to the Companies Acts, a director may be a Trustee or be employed by the Academy Trust and shall not, by reason of being a director of the Company, be accountable for any benefit which he derives



from any such office or employment and no transaction or arrangement of the Company shall be liable to be avoided on the ground of any such benefit.

## **PROCEEDINGS OF DIRECTORS**

23. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may call a meeting of the directors by giving notice of the meeting to the other directors or by authorising the company secretary (if any) to give such notice. Notice of any directors' meeting must indicate its proposed date and time and where it is to take place. Notice of a directors' meeting must be given to each director, but it need not be in writing. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.
24. Questions arising at a directors' meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote.
25. The quorum for the transaction of the business of the directors may be fixed by the Company by ordinary resolution but unless so fixed at any other number shall be two.
26. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.
27. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so the director so appointed shall preside at each meeting of the directors at which he is present. But if there is no director holding that office or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting the directors present may appoint one of their number to be chairman of the meeting.
28. All acts done by a meeting of the directors or of a committee of the directors or by a person acting as a director shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
29. The directors may hold meetings by telephone or video conference or such other suitable means as they think fit provided all participants may communicate with each other simultaneously. In determining attendance at a meeting of the directors it is irrelevant whether any two or more directors are in the same place as each other.
30. The directors may take unanimous decisions without holding a directors' meeting by indicating to each other by other means, including without limitation by electronic form, 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.

## **PARTICIPATION IN MEETINGS AT WHICH A DIRECTOR HAS A CONFLICT OF INTEREST**

31. If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested (in accordance with article 35 or otherwise), that Director is not to be counted as participating in the decision-making process for quorum or voting purposes unless:

- (1) the Company by ordinary resolution disapplies this article 31;
  - (2) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (3) the director's conflict of interest arises from him being a Trustee or involved with the Academy Trust.
32. For the purposes of article 31, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
33. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
34. If any question as to the right to participate in the meeting (or any part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

#### **CONFLICTS OF INTEREST**

35. Any director who has any duty or interest (direct or indirect) which conflicts or may conflict with his duties to the Company shall disclose that fact to the directors as soon as he becomes aware of it. For the purposes of this article an interest of a person who is, within the meaning of section 252 of the Companies Act 2006, connected with a director shall be treated as an interest of the director.
36. The directors may (subject to any terms and conditions as they may think fit, and subject always to their right at any time to vary or terminate such authorisation) authorise, pursuant to section 175 of the Companies Act 2006, any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties).
37. If a matter has been authorised by the directors in accordance with this article, then, subject in any such case to any limits or conditions attached to such authorisation by the directors:
- (1) the authorisation shall extend to any other actual or potential conflict of interest or duty which may reasonably be expected to arise out of the matter so authorised;
  - (2) the Director shall not be required to disclose to the Company, or to use or apply, in performing his duties as Director, any confidential information relating to such matter, if to do so would result in a breach of a duty or obligation of confidence owed by him in relation to that matter;
  - (3) the Director shall be entitled to accept any benefit which he may derive from that matter, and he shall not be accountable to the Company for any benefit which he or a person connected with him may derive from any such matter;
  - (4) no transaction or arrangement in relation to such matter shall be liable to be avoided on the ground of the Director's interest, duty or benefit; and
  - (5) the Director shall not be in breach of any of his general duties to the Company as a Director in relation to such matter, so long as he does not infringe these articles and any terms and conditions of the authorisation in relation to such matter.

Articles 35 and 36 are without prejudice to the operation of any other provision or procedure concerning the Director's conflict of interest.

## **MINUTES**

38. The directors shall cause minutes to be made in books kept for the purpose:

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

and the directors shall cause all written resolutions of the Members, the directors and committees of the directors to be kept in such books.

## **CHANGE OF COMPANY NAME**

39. The name of the Company may be changed by:

- (1) a decision of the directors; or
- (2) a special resolution of the Members,

or otherwise in accordance with the Companies Acts.

## **ACCOUNTS**

40. Accounts shall be prepared in accordance with the Companies Acts.

## **NOTICES**

41. Notices sent pursuant to the Articles may be sent by hand, by post, by electronic form or by being posted on the Company's website. The only address at which a Member is entitled to receive notices is the address shown in the register of members. Any notice given in accordance with the Articles is to be treated for all purposes as having been received three days after being sent by first class post to that address or immediately if sent by electronic form effecting immediate transmission and receipt, or, if earlier, on being handed personally to the Member or, in the case of a corporate Member, its duly authorised representative.

## **INDEMNITY**

42. For the purposes of this Article a "Liability" is any liability incurred by a director in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office. Subject to the Companies Acts and without prejudice to any protection from liability which may otherwise apply:

- (1) the directors shall have power to purchase and maintain for any director insurance against any Liability; and

- (2) each director shall be indemnified out of the assets of the Company against any Liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.

#### **WINDING UP**

- 43. If the Company is wound up all remaining assets of the Company after paying the debts of the Company and the costs of winding up shall be paid or transferred to the Academy Trust or as the Academy Trust (or any successor academy trust) may direct.