

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL

**HELM TRAINING LIMITED**

(Registered in Scotland No. SC099885)

**WRITTEN RESOLUTION**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution has been duly passed as a special resolution of the Company on 25<sup>th</sup> September 2019:

**SPECIAL RESOLUTION**

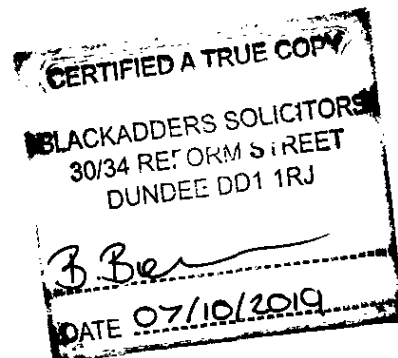
THAT the Articles of Association of the Company annexed to this resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Signed

Full Name:

(Director)

*DOUGLAS MOODIE*



TUESDAY



\*S8FMF4Y0\*

SCT

08/10/2019

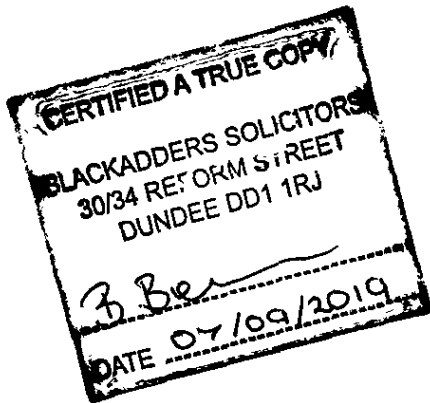
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COMPANIES HOUSE

THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
HELM TRAINING LIMITED

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INTERPRETATION

1. In these articles:-

"the Act" means the Companies Act 1985.

"Board" means the board of directors of Helm Training Limited as constituted from time to time (and "directors") shall be construed accordingly.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

2. TABLE C REGULATIONS

The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended shall apply to the Company save in so far as they are excluded or varied hereby or are otherwise inconsistent herewith and such regulations (save as so excluded or varied or inconsistent) and the articles hereinafter contained shall be the regulations of the Company.

3. The subscribers to the memorandum of association and such other persons as the Board shall admit to membership shall be members of the Company. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. Unless the members of the Board or the Company in general meeting shall make other provision pursuant to the powers contained in article 60. The

members of the Board may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than five.

## **5. GENERAL MEETINGS AND RESOLUTIONS**

- 5.1** The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.
- 5.2** A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 in Table A shall be modified accordingly. All business shall be deemed special that is transacted at an extraordinary, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 5.3** Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the Auditors for the time being of the Company.
- 5.4** No business shall be transacted at any general meeting of the Company unless a quorum is present. Subject to article 5.5 below, five persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or (in the case of a member being a corporation, by a duly authorised representative of that member), shall be a quorum.
- 5.5** If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
- 5.6** If, and for so long as, the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, then, subject to compliance with Sections 293, 303, 388 and 391A of the Act (if applicable), that decision shall be as valid and effective as if agreed by the Company in general meeting.
- 5.7** Any decision taken by a sole member pursuant to article 5.6 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

## PROCEEDINGS AT GENERAL MEETINGS

6. The chairman, if any, of the Board shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Board present shall elect one of their number to be chairman of the meeting.
7. If no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present, and entitled to vote, shall choose one of their number to be chairman.
8. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
9. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
  - (a) by the chairman; or
  - (b) by at least two members present in person or by proxy; or
  - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

10. Except as provided in article 12, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
11. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
12. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

13. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

#### VOTES OF MEMBERS

14. Every member shall have one vote.
15. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonus appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
16. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.
17. On a poll, votes may be given either personally or by proxy.
18. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
19. The instrument appointing a proxy, and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. An instrument appointing a proxy shall be in the forms specified in articles 60 and 61 of Table A contained in The Companies (Tables A to F) Regulations 1985 or a form as near thereto as circumstances admit.
20. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
21. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### CORPORATION ACTING BY REPRESENTATIVES AT MEETINGS

22. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised

shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the Company.

#### **BOARD OF DIRECTORS**

23. The subscribers of the memorandum and articles of association of the Company shall be the first members of the Board.
24. The members of the Board shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any Committee of the Board or general meetings of the Company or in connection with the carrying out of the objects of the Company.

#### **BORROWING POWERS**

25. The Board may 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, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

26. The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
27. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
28. The Board shall cause minutes to be made in books provided for the purpose
  - (a) of all appointments of officers made by the Board;
  - (b) of the names of the members of the Board or any committee of the Board present at each meeting and;
  - (c) of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.

#### **DISQUALIFICATION OF DIRECTORS**

29. The office of director shall be vacated if the director:-
  - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (b) becomes prohibited from being a director by reason of any order made under the Act or in terms of the Insolvency Act 1986; or
  - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
  - (d) is absent without prior written Board approval or good cause (as determined by the Board) for 3 consecutive Board meetings, or from 4 Board meetings held in any 12 month period, and the Board resolves that person's office be vacated;
  - (e) resigns his office by notice in writing to the Company; or
  - (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act.
30. A director shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote his vote shall not be counted.

#### ROTATION OF DIRECTORS

31. At each annual general meeting of the Company one third of the directors for the time being or, if their number is not three or a multiple of three, then the number nearest one third, shall retire from office.
32. The directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
33. A retiring director shall be eligible for re-election.
34. The Company at the meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.
35. No person other than a director retiring at the meeting shall unless recommended by the Board be eligible for election to the office of director at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
36. The Company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

#### APPOINTMENT OF DIRECTORS

37. The Board shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time

exceed any maximum number fixed in accordance with these articles any directors so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

38. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such director.
39. In addition to the events terminating a director's appointment set out in article 38, a person ceases to be a director as soon as that person has been absent without either good cause shown to the directors, or permission of the directors for three consecutive meeting of directors held, or has been absent without either good cause shown to the directors, or permission of the directors from six meeting of directors held during the course of a one year period, and the directors make a decision to vacate that person's office.
40. The Company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the Board under article 45, the Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

#### PROCEEDINGS OF THE BOARD

41. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any 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. Any director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any director for the time being absent from the United Kingdom.
42. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be four.
43. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
44. The Board may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.



45. The Board may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board as soon as is reasonably practicable.
46. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
47. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the directors present, and in the case of an equality of votes the chairman shall have a second or casting vote.
48. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
49. A resolution in writing, signed by all the directors for the time being, entitled to receive notice of a meeting of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held.

#### SECRETARY

50. The secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit; and any secretary so appointed may be removed by it; provided always that no director may occupy the salaried position of secretary.
51. A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as a director and as, or in place of, the secretary.

#### ACCOUNTS

52. The Board shall cause accounting records to be kept in accordance with the Act.
53. The accounting records shall be kept at the registered office of the Company or subject to Section 222 of the Act at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.
54. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Board or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.

55. The Board shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act.
56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, and Board's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

#### AUDIT

57. Auditors shall be appointed and their duties regulated in accordance with Part XI Chapter V of the Act.

#### NOTICES

58. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
59. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
  - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
  - (c) the auditor for the time being of the Company; and
  - (d) each director.
- No other person shall be entitled to receive notices of general meetings.

#### DISSOLUTION

60. Clause 8 of the memorandum of association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these articles.

## **RULES AND BYE LAWS**

61. The Board may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:-
- (i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
  - (ii) The conduct of members of the Company in relation to one another, and to the Company's servants.
  - (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
  - (iv) The procedure at general meetings and meetings of the Board and Committees of the Board in so far as such procedure is not regulated by these presents.
  - (v) And, generally, all such matters as are commonly the subject matter of company rules.

The Company in general meeting shall have the power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board 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. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or articles of association of the Company.