COMPANY NUMBER 08061047

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

The English Language Study Centre Limited

We the undersigned being the Members of the Company who at the date of this resolution would be able to attend and vote at general meetings of the Company **HEREBY PASS** the following resolution as a written resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

"THAT the Memorandum and Articles of Association be amended in its entirety, to be replaced with the Articles of Association attached with this resolution."

Members:

Name: LAUREN CLIFFORD Signature: [signature] Date: 6/2/14

Name: PAULINE RICHARDS Signature: [signature] Date: 6/2/14

Name: VICTORIA TURNER Signature: [signature] Date: 6/2/14

Name: _____ Signature: _____ Date: _____

Director Name: VICTORIA TURNER Signature [signature]

Date: 6th February 2014

Registered Office: c/o ACES21 CFM LTD,SHIPWRIGHT HOUSE QUEENS DOCK BUSINESS CENTRE,NORFOLK STREET, LIVERPOOL, ENGLAND, L1 0BG

The Companies Acts 2006

Company Limited by Guarantee

Company Number: 08061047

Articles of Association

of

The English Language Study Centre Limited

Originally incorporated 8th May 2012

Amended by Special Resolution 6th day of FEBRUARY 2014

Director name VICTORIA TURNER

Director signature

Companies Act 2006

Company Limited by Guarantee

Articles of Association of **The English Language Study Centre Limited**

1 Name

The company's name is **The English Language Study Centre Limited**

2 Not for profit

The company is not established or conducted for private gain, any profits or assets shall not be distributed amongst the members by way of dividend bonus or otherwise

3 Objects

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to·

3 1 To advance education and promote integration amongst those seeking asylum, those granted refugee status and immigrants into the United Kingdom by the provision of language education and other support to advance them in life and assist them to adapt within a new community.

3 2 To provide training and support to those working with or seeking to work with those who are entering or have entered the United Kingdom with language difficulties, so that they might be better able to work with said persons

4 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

5 Liability of Members

The liability of each member is limited to £1 00, 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

(a) payment of the company's debts and liabilities contracted before he or she ceases to be a member,

(b) payment of the costs, charges and expenses of winding up, and

(c) adjustment of the rights of the contributories among themselves

6 The Directors

6 1 Number of Directors

There shall be a minimum of three directors but there shall be no maximum

6 2 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

6 3 Members' reserve power

(1) The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action

(2) No such special resolution invalidates anything which the Directors have done before the passing of the resolution

6 4 Directors may delegate

Subject to the articles, the Directors may delegate any of the powers which are conferred on them under the articles

(a) to such person or committee,

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

(c) to such an extent,

(d) in relation to such matters or territories, and

(e) on such terms and conditions,

as they think fit

6 5 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated

6 6 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

6 7 Committees

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

6 8 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

7 Decision Making by Directors

7 1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 7 2

7 2 Written resolutions

A written resolution is as valid as a resolution actually passed at a meeting For this purpose the written resolution may be set out in more than document and will be treated as passed provided that

(1) a copy of the proposed resolution has been sent to every Director

(2) it is contained in an authenticated written or electronic document which has been received at the registered office within the period of 28 days beginning with the circulation date

(3) A simple majority of Directors have signified agreement with the resolution

7 3 Calling a Directors' meeting

(1) The Directors shall hold at least 4 meetings each year

(2) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice

(3) Notice of any Directors' meeting must indicate·

(a) its proposed date and time,

(b) where it is to take place, and

(c) 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

(4) Notice of a Directors' meeting must be given to each Director, but need not be in writing

(5) Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

7 4 Participation in Directors' meetings

(1) Subject to the articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

(2) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other. Meetings can take place in person or by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants

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

7 5 Quorum for Directors' meetings

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

(2) The quorum for Directors' meetings shall be two Directors or half of the Directors (whichever is greater)

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

7 6 Chairing of Directors meetings

(1) The Directors may appoint a Director to chair their meetings

(2) The person so appointed for the time being is known as the chairman

(3) The Directors may terminate the chairman's appointment at any time

(4) If the chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it

7 7 Casting vote

(1) If the numbers of votes for and against a proposal are equal, the chairman or other Director chairing the meeting has a casting vote

(2) But this does not apply if, in accordance with the articles, the chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes

7 8 Conflicts of interest

(1) 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, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a Director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes

(3) This paragraph applies when

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a Director from being counted as participating in the decision-making process,

(b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or

(c) the Director's conflict of interest arises from a permitted cause

(4) For the purposes of this article, the following are permitted causes

(a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries,

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities, and

(c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the company or any of its subsidiaries which do not provide special benefits for Directors or former Directors

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

(6) Subject to paragraph (7), 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

(7) If any question as to the right to participate in the meeting (or 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

7 9 Records of decisions to be kept

The Directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors

7 10 Directors' discretion to make further rules

Subject to the articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors

8 Appointment of Directors

8 1 Those persons notified to Companies House as the first Directors shall be the first Directors

8 2 Methods of appointing Directors

(1) 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 by ordinary

resolution of the members, which for the purposes of clarity may be undertaken by written resolution

(2) 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 Director

(3) For the purposes of paragraph (2), where 2 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

8 3 Termination of Director's appointment

A person ceases to be a Director as soon as

(a) 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,

(b) a bankruptcy order is made against that person,

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts,

(d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months,

(e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,

(f) 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

(g) that person is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views For the purposes of clarity a written resolution may not be used for removal a Director

8 4 Directors' remuneration

(1) Directors may undertake any services for the company that the Directors decide.

(2) Directors are entitled to such remuneration as the Directors determine

(a) for their services to the company as Directors, and

(b) for any other service which they undertake for the company, including remuneration as employees of the Company

(3) Subject to the articles, a Director's remuneration may:

(a) take any form, and

(b) 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

(4) 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

8 5 Directors' expenses

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

(a) meetings of Directors or committees of Directors,

(b) general meetings, or

(c) separate meetings of the holders of 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

9 Membership

9 1 The subscribers to the Memorandum are the first members of the company

9 2 Applications for membership

Other persons shall become a member of the company when

(a) that person has completed an application for membership in a form approved by the members, and

(b) the members have approved the application

9 3 Termination of membership

(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing

(2) Membership is not transferable

(3) A person's membership terminates when that person dies or ceases to exist

(4) Membership is terminated if the person is removed from membership by a resolution of the Members

10 Organisation of General Meetings

10 1 Attendance and speaking at general meetings

(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

(2) A person is able to exercise the right to vote at a general meeting when

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

(3) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

10 2 Quorum for general meetings

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum The quorum for general meetings shall be two members or a majority of the members, whichever is greater

10 3 Chairing general meetings

(1) If the Directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so

(2) If the Directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the Directors present, or

(b) (if no Directors are present), the meeting must appoint a Director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

(3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"

10 4 Written resolutions

A written resolution is as valid as a resolution actually passed at a general meeting For this purpose the written resolution may be set out in more than document and will be treated as passed provided that

(1) a copy of the proposed resolution has been sent to every member

(2) it is contained in an authenticated written or electronic document which has been received at the registered office within the period of 28 days beginning with the circulation date

(3) A simple majority or in the case of a special resolution a majority of not less than 75% has signified its agreement with the resolution

10 5 A written resolution may not be used to remove a director or auditor

10 6 Attendance and speaking by Directors and non-members

(1) Directors may attend and speak at general meetings, whether or not they are members

(2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting

10 7 Adjournment

(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

(4) When adjourning a general meeting, the chairman of the meeting must

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

11 Voting at General Meetings

11 1 Voting· general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles

11 2 Errors and disputes

(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

(2) Any such objection must be referred to the chairman of the meeting whose decision is final

11 3 Poll votes

(1) A poll on a resolution may be demanded

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

(2) A poll may be demanded by

(a) the chairman of the meeting;

(b) the Directors,

(c) two or more persons having the right to vote on the resolution, or

(d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution

(3) A demand for a poll may be withdrawn if

(a) the poll has not yet been taken, and

(b) the chairman of the meeting consents to the withdrawal

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs

11 4 Content of proxy notices

(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

(a) states the name and address of the member appointing the proxy,

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine, and

(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

(4) Unless a proxy notice indicates otherwise, it must be treated as

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

11 5 Delivery of proxy notices

(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

11 6 Amendments to resolutions

(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

12 Administrative Arrangements

12.1 Means of communication to be used

(1) Subject to the articles, anything sent or supplied by or to the company under the articles 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

(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

(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 a specified time of their being sent, and for the specified time to be less than 48 hours

12 2 Company seals

(1) Any common seal may only be used by the authority of the Directors

(2) The Directors may decide by what means and in what form any common seal is to be used

(3) Unless otherwise decided by the Directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

(4) For the purposes of this article, an authorised person is—

(a) any Director of the company,

(b) the company secretary (if any); or

(c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied

12.3 No right to inspect accounts and other records

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

12 4 Provision for employees on cessation of business

The Directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a Director or former Director or shadow

Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

12 5 Indemnity

(1) Subject to paragraph (2), a relevant Director of the company or an associated company may be indemnified out of the company's assets against—

(a) 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,

(b) 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),

(c) any other liability incurred by that Director as an officer of the company or an associated company

(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

(3) In this article:

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a "relevant Director" means any Director or former Director of the company or an associated company

12 6 Insurance

(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

(2) In this article

(a) a "relevant Director" means any Director or former Director of the company or an associated company,

(b) 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

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

(5)

13. Asset Lock and Dissolution

13 1 Subject to 13 2 the Company shall not transfer any of its assets other than for full consideration

13 2 Article 13 1 shall not apply to the transfer of assets to any asset-locked body such as a registered Community Interest Company or a registered charity.

13 3 If.

13 3 1 the Company is wound up, and

13.3 2 all its liabilities have been satisfied

any residual assets shall be given or transferred to an asset-locked body specified in Article 13 2

14 Interpretation

Defined terms

14 1 In the articles, unless the context requires otherwise—
"articles" means the company's articles of association,

"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,

"chairman" has the meaning given in article 7 6,

"chairman of the meeting" has the meaning given in article 10 3,

"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,

"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,

"member" has the meaning given in section 112 of the Companies Act 2006,

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006,

"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, 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.

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