

Company No 2609100

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BPP COLLEGE OF PROFESSIONAL STUDIES LIMITED

(Passed on 4 June 2010)

The following resolution was duly passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 4 June 2010 by members of the Company representing the required majority of total voting rights of eligible members as a special resolution

SPECIAL RESOLUTION

1 THAT with effect from 4 June 2010

1.1 the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 Companies Act 2006, are treated as provisions of the Company's articles of association, and

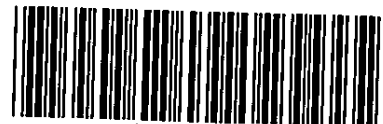
1.2 new articles of association in the form annexed to this written resolution and for the purpose of identification marked "A" be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association


Director

copy special resolution

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WEDNESDAY



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COMPANIES HOUSE

Company 02609100

COMPANIES HOUSE

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
as amended by resolutions¹

OF

BPP COLLEGE OF PROFESSIONAL STUDIES LIMITED

*Formerly BPP PROFESSIONAL EDUCATION LIMITED changed
by Special Resolution passed on 26 August 2006*

Preliminary

- 1 Subject as hereinafter expressly excluded or modified the regulations set out in Table A in the Companies (Tables a to F) Regulations 1985, (Such Table being hereinafter referred to as "Table a") shall apply to the Company and shall be deemed to be incorporated herein, and together with the Articles hereinafter contained shall be the regulations of the Company
- 2 The following regulations of Table A shall not apply to the Company videlicet - 8 64-70 (inclusive), 73-75 (inclusive), 94 and 95
- 3 The Company's name is BPP College of Professional Studies Limited
- 4 The Company's registered office is to be situated in England
- 5 The Company's objects are the advancement of education and training for the benefit of the public in the United Kingdom and/or in Europe or worldwide and in particular
 - 5 1 To provide professional education and training whether or not leading to a degree or qualification recognised by the relevant professional bodies and/or any other competent body and whether or not leading to the students qualifying as accountants, actuaries, solicitors, barristers, legal executives or professional persons in other fields and disciplines, such education and training to be provided by means of full-time, part-time, modular or other

¹ Last amended 4 June 2010

types of courses, lectures, seminars, conferences, training, e-learning, distance learning, blended learning or other forms of teaching and learning now or in the future devised, and

- 5 2 To grant awards including degrees, diplomas, certificates or other academic awards or distinctions by means of assessment including examinations and other forms of test and assessment being in each case an award that complies with s 76 of the Further & Higher Education Act 1992 (or any statutory amendment, modification or re-enactment thereof) and recognised by the relevant professional bodies and other competent bodies, and
 - 5 3 To establish and run any education institution within the further or higher education sector including a university, college, faculty or school being an institution established by order of the Privy Council or by such other legal authority as may be competent from time to time for this purpose
- 6 In the furtherance of the foregoing objects at Article 5 but not further or otherwise the Company shall have the following powers
- 6 1 To borrow or raise money with or without security including the issue of debentures or debenture stock and mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company as the case may be and upon all such or any other terms as the Directors may consider expedient
 - 6 2 To purchase or otherwise acquire and otherwise deal with any shares, stocks, debentures, debenture stock, bonds, or securities of any other company or corporation carrying on business in any part of the world or to hold the same, and to purchase the shares of the Company in accordance with the provisions of the Companies Act 1985 and 1989 and any legislation, rule or order amending or extending the same
 - 6 3 To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, real or personal, whether tangible or intangible and wheresoever situate, which the Directors may think necessary or convenient for the furtherance of the Company 's objects and to sell, lease, hire, grant rights in or over, improve,

manage or develop all or any part of such property or otherwise deal with the same

- 6 4 To build, construct, maintain, alter, pull down, repair, remove or replace any buildings, works, plant and machinery necessary or convenient for the furtherance of the Company 's objects and to join with any person, firm or company in doing any of the things aforesaid
- 6 5 To apply for and take out, purchase or otherwise acquire and to hold any patents, licences, copyrights, and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem to the Company directly or indirectly to the benefit of the Company, and to use, assign, or otherwise deal with the same, grant licences in respect of the same or otherwise turn to account any rights or information required
- 6 6 To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debenture stock bonds, stocks and securities of any company or corporation whensoever and howsoever incorporated at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed
- 6 7 To establish, exchange, lease, dispose of, or otherwise deal with the whole or any part of the assets or undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company
- 6 8 To enter into partnership or into any arrangement or to amalgamate with any person, firm, or company carrying on or proposing to carry on any of the Company's objects or any business or transaction which the Directors consider capable of being conducted directly or indirectly to benefit the Company
- 6 9 To acquire and undertake the whole or any part of the property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any of the objects which the Company is authorised to carry on, or can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company

- 6 10 To remunerate any employee or other person, firm or company rendering services to the Company whether by cash payment or otherwise and to pay any or all of the formation and promotion expenses of the Company and of any company formed or promoted by the Company or associated with it, and to pay for any rights, interest or other property real or personal acquired by the Company by any means in any manner whatsoever
- 6 11 To establish, support or aid whether financially or otherwise in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the directors, ex-directors, officers, employees or ex-employees of the company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character
- 6 12 To draw, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, script, warrants, and other transferable or negotiable instruments
- 6 13 To do all or any of the above things in any part of the world either along or in conjunction with others and either as principals, agents, contractors, trustees, or otherwise and either by or through agents, subcontractors, trustees or otherwise
- 6 14 To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

PROVIDED THAT the income and property (including, without limitation, any retained profits or earnings) of the Company wheresoever derived shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be paid or transferred or distributed directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the Company PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company of

- (A) interest on money lent to the Company by any member of the Company or by any Group Company

- (B) reasonable and proper rent for premises demised or let to the Company by any member of the Company or by a Group Member,
- (C) reasonable and proper remuneration or fees to any member, officer or employee of the Company, or to any Group Company or to any officer or employee of a Group Company, in return for services or facilities actually rendered to the Company,
- (D) consideration for the transfer to the Company of any asset, property or business (including goodwill) from any member of the Company or from any Company Group,

and for the purposes of paragraphs (1), (2), (3) and (4) above Group Company means the company regarded by the Directors as being the Company's ultimate holding company and each subsidiary (as defined in Section 736 of the Companies Act 1985 (as amended by Section 144(1) of the Companies Act 1989)) of such holding company from time to time other than the Company

7 The liability of the members is limited

Private Company

8 The Company is a private Company, and accordingly,

- 8 1 the Company shall not offer any shares in or debentures of the company to the public (whether for cash or otherwise),
- 8 2 the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of such shares or debentures being offered to the public,

and sections 58(3), 59 and 60 of the Companies Act 1985 shall apply for the purposes of this Article as they apply for the purposes of the said Act

Shares

9 The Company's share capital is £100 00 divided into 100 Ordinary shares of £1 00 each. The Company has the power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto and preferred, deferred or other special rights, privileges, or conditions as regards repayment of capital, voting or otherwise

- 10 All unissued shares of the Company (whether in the original or any increased capital) shall be under the control of the Directors, who may allot, grant options over, offer or otherwise deal with or dispose of the same to such persons (including any Directors at such time and on such terms and generally in such manner as they think fit), and the Directors are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise the powers of the Company to allot relevant securities (as defined in the said section 80), and are empowered to make offers or agreements which would or might require relevant securities (as so defined) to be allotted after the expiry of such authority, but so that unless and until such authority is at any time and from time to time revoked, varied or renewed in accordance with this said section 80,
- 10 1 The maximum amount of the relevant securities (as so defined) that may be allotted under such authority shall be the amount of the original share capital with which the Company is registered, and
- 10 2 Such authority shall expire immediately before the fifth anniversary of the date of the Company's incorporation
- 11 Sections 89(1), 90(1)-(5) and Section 9 (6) of the Companies Act 1985 are hereby excluded in their application to the Company in relation to allotments of equity securities (as defined in the said section 80)
- 12 The Company may at any time and from time to time exercise the power conferred by section 162 of the Companies Act 15 of purchasing its own shares (including redeemable shares) and such power shall be exercised to and in accordance with the provisions of Chapter VII of the said Act

Lien

- 13 The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any person (whether solely or jointly with others), and upon the proceeds of sale thereof, for his debts liabilities and engagements solely or jointly with any other person) to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time payable in respect of such shares

Transfer and Transmission of Shares

- 14 A transfer of a fully paid share need not be signed by or on behalf of the transferee, and regulation 23 of Table A shall be modified accordingly
- 15 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer or any share, whether or not it is a fully paid share

Directors

- 16 Unless and until the Company in general meeting otherwise determines, the number of Directors shall not be more than twelve but need not exceed one. If and so long as the minimum number of Directors fixed by or pursuant of these Articles is less than two, a sole director may exercise all the powers and authorities vested in the Directors and regulation 89 of Table A shall not apply

Alternate Directors

- 17 A person may be appointed or elected director notwithstanding that he shall have attained the age of seventy years and no director shall be liable to vacate office by reason of his attaining or having attained that or any other age
- 18 Any director may at any time appoint any person approved by resolution of the Directors to be his alternate, and may at any time remove such alternate. An alternate shall not require any share qualification and shall not be entitled to any remuneration from the company otherwise than out of the remuneration of the Director appointing him and agreed between him and such Director
- 19 An alternate shall (subject to giving the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notice of all meetings of the Directors and to attend and vote as a Director at any such meetings at which the Director appointing him is not personally present, and generally in the absence of such Director to perform all such Director's functions
- 20 Any person appointed to be an alternate shall automatically cease to be an alternate if the person appointing him ceases for any reason to be a Director (or if notice removing him is given by a majority in number of the Directors other than the person appointing him)

- 21 All appointments and removals of alternates shall be effected by instrument in writing under the hand of the directors making or of the Director or Directors revoking such appointment and shall be left at the Company's registered office

Powers and duties of Directors

- 22 The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company (including the powers expressly mentioned in the Memorandum of Association of the Company) and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by general law or by these Articles required to be exercised or done by the Company in general meeting, subject nonetheless to the provision of Statutes and of these Articles and to such directions (whether or not inconsistent with these Articles) as may be prescribed by the Company by special resolution, but no such Director and no alteration of these Articles shall invalidate any prior act of the Directors which would have been valid if that Director or alteration had not been prescribed or made. The general powers given by this Article shall not be limited or restricted by any special authority of power given to the Directors by any other provision of these Articles
- 23 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge all or any part or parts of the Company's undertaking, property and uncalled capital, and (subject to compliance with the requirements of section 80 of the Companies Act 1985) to issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party
- 24 Subject to the provisions of section 317 of the Companies Act 1985 a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and if he shall vote his vote shall be counted and he shall be reckoned in the quorum at any meeting when any such contract or arrangement or other matter is under consideration

Academic Council

- 25 The Directors have, using their powers under the Companies Act 1985, established an Academic Council to act as its academic authority which shall take such measures

and act in such a manner as shall best promote the academic and professional work of the company and safeguard the standards of its awards. The Directors shall establish and thereafter maintain regulations governing the powers and responsibilities of the Academic Council.

- 26 In the event of the Company obtaining degree-awarding powers from the Privy Council, the Directors have a duty to provide the Privy Council with at least 28 days *written* notice of their intention to directly or indirectly dissolve or otherwise cause the Academic Council's powers or responsibilities to be reduced, *before* doing so. Furthermore the Directors have a duty to inform the Privy Council within 24 hours of any change of ownership of the Company and of arrangements to ensure that students are not prejudiced and that the standard of provision is in accordance with the criteria for degree awarding powers. The Company shall reimburse the reasonable cost of any inspection required and/or directed by the Privy Council as a consequence of such notification.

Appointment, Removal and Role of the Principal/Acting Principal

- 27 The Directors shall, using their powers under the Companies Act 1985 appoint a Director to be the Principal provided that no such appointment shall be made without the prior approval of the Academic Council. In the event of a vacancy in the position of Principal, the Directors shall appoint a Director to the role of "Acting Principal" as an interim measure for an initial period of no more than six months, any reappointment for one or more periods of up to six months will require the prior approval of the Academic Council. The "Acting Principal" shall be subject to Articles 28 and 29 as if he were the Principal.
- 28 The Principal shall cease to be the Principal, either
- 28.1 By ceasing to hold the office of Director for any reason, or
 - 28.2 By resigning from the position of the Principal, or
 - 28.3 Upon the appointment of a successor as the Principal, or
 - 28.4 Upon a loss of confidence vote by the Academic Council, or
 - 28.5 In accordance with the terms of the appointment of the Principal.
- 29 The Principal shall have executive responsibility for the organisation, leadership and

management of the Company Without prejudice to any terms or conditions attached to the appointment of the Principal from time to time pursuant to Article 27 above and to any other duties and responsibilities of the Principal, the Principal shall be subject to the oversight of the Academic Council as part of the Council's oversight over academic operations

- 29 1 For making proposals to the Academic Council about the educational character and objectives of the Company and for implementing the recommendations of the Academic Council in this respect,
- 29 2 For the organisation, direction and management of the Company and the leadership of the staff,
- 29 3 For the assignment of the duties of staff,
- 29 4 For the appointment, appraisal, grading, assignment, discipline, suspension and dismissal, and appeals thereon, of members of the staff other than the Principal,
- 29 5 For the determination of the pay and conditions of employment of the staff other than the Principal, and
- 29 6 Having regard to the educational objectives of the Company, for the determination, after appropriate consultation with the Academic Council and where relevant its approval, of the Company's academic activities, and for the determination of its other activities,
- 29 7 For preparing annual estimates of income and expenditure for consideration by the Board of Directors following consultation with the Academic Council and for the management of resources within the estimates approved by the Board of Directors and for the allocation and the effective and efficient use of resources,
- 29 8 For the maintenance of student discipline and (within the regulations as approved) for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons

Closure of programme(s)

- 30 Any proposal to withdraw or close a programme of study leading to an award of the

College shall be subject to the approval of the Academic Council Before implementing such proposal, the Directors must demonstrably safeguard the interests and rights of students registered on the programme and the standards of the relevant award

Indemnity

- 31 Subject to section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, officer or official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution or discharge or purported execution or discharge of his duties or in relation thereto

WE, the subscribers to these Articles of Association, wish to be formed into a company pursuant to these Articles of Association

**NAME, ADDRESSES & DESCRIPTION
OF SUBSCRIBERS**

Susan Braconnier
Shaibern House
28 Scrutton Street
London
EC2A 4RQ
Company Director

Bryan Buhagiar
Shainbern House
28 Scrutton Street
London
EC2A 4RQ
Company Secretary

Dated 11th day of March 1991

Witness to the above signatures -

Linda Perch
Shaibern House
28 Scrutton Street
London
EC2A 4RQ
Administration Assistant