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The Companies Acts 1985-2006

Company limited by guarantee and not having a share capital

Articles of Association

of

Skills CfA

As amended by Special Written Resolution passed on 28th October 2011

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COMPANIES HOUSE

The Companies Acts 1985-2006

Company limited by guarantee and not having a share capital

Articles of Association

of

Skills CfA

- 1 The name of the Company is "Skills CfA"
- 2 The registered office of the Company will be situate in England
- 3 The object for which the Company is established is -

to advance business education for the public benefit by promoting qualifications, training and skills based on national standards ("the Object")

4

- 4 1 in addition to any other powers it may have, the Company has the following powers in order to further the Object (but not for any other purpose)
 - 4 1 1 to raise funds In doing so, the Company must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
 - 4 1 2 to buy, take or lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
 - 4 1 3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Company In exercising this power, the Company must comply as appropriate with sections 36 and 37 of the Charities Act 1993 as amended by the Charities Act 2006,
 - 4 1 4 to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed The Company must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,

- 4 1 5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- 4 1 6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- 4 1 7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Company formed for any of the Objects,
- 4 1 8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- 4 1 9 to employ and remunerate such staff as are necessary for carrying out the work of the Company The Company may employ or remunerate a Director only to the extent it is permitted to do so by Clause 5 and provided it complies with the conditions in that clause,
- 4 1 10 to,
 - 4 1 10 1 deposit or invest funds,
 - 4 1 10 2 employ a professional fund-manager, and
 - 4 1 10 3 arrange for investments or other property of the Company to be held in the name of a nominee,
 in the same manner and subject to the same conditions as the Directors of a trust are permitted to do by the Director Act 2000,
- 4 1 11 to provide indemnity insurance for the Directors or any other officer of the Company in relation to any such liability as is mentioned in Sub clause 4 2 of this clause, but subject to the restrictions specified in Sub clause 4 3 of the clause,
- 4 1 12 to pay out of the funds of the Company the costs of forming and registering the Company both as a company and as a Company,
- 4 1 13 to do all such other lawful things as are necessary for the achievement of the Objects
- 4 2 The liabilities referred to in Sub clause 4 1 11 are
 - 4 2 1 any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Company,
 - 4 2 2 the liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)
- 4 3
 - 4 3 1 The following liabilities are excluded from Sub clause 4 2 1
 - 4 3 1 1 fines,

- 4 3 1 2 costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer,
- 4 3 1 3 liabilities to the Company that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Company or about which the person concerned did not care whether it was in the best interests of the Company or not
- 4 3 2 There is excluded from Sub clause 4 2 2 any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation

5

- 5 1 The income and property of the Company shall be applied solely towards the promotion of the Object
- 5 2
 - 5 2 1 A Director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company
 - 5 2 2 Subject to the restrictions in Sub clauses 4 2 and 4 3, a Director may benefit from Director indemnity insurance cover purchased at the Company's expense
 - 5 2 3 A Director may receive an indemnity from the Company in the circumstances specified in Article 49
- 5 3 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company This does not prevent a member who is not also a Director receiving
 - 5 3 1 a benefit from the Company in the capacity of a beneficiary of the Company,
 - 5 3 2 reasonable and proper remuneration for any goods or services supplied to the Company
- 5 4 No Director may
 - 5 4 1 buy any goods or services from the Company,
 - 5 4 2 sell goods, services or any interest in land to the Company,
 - 5 4 3 be employed by, or receive any remuneration from the Company,
 - 5 4 4 receive any other financial benefit from the Company, unless

- 5 4 4 1 the payment is permitted by sub-clause 5 5 of this clause, does not exceed any amount that is reasonable in all the circumstances, and does not result in a majority of the Directors having received a financial benefit from the Company, or
 - 5 4 4 2 the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes
- 5 5
- 5 5 1
 - 5 5 1 1 A Director may receive a benefit from the Company in the capacity of a beneficiary of the Company
 - 5 5 1 2 A Director may enter into a contract for the supply of goods or services to the Company where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993
 - 5 5 1 3 A Director may receive interest on money lent to the Company at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Directors
 - 5 5 1 4 A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company
 - 5 5 1 5 A Director may receive rent for premises let by the Director to the Company if the amount of the rent and the other terms of the Lease are reasonable and proper and provided that such a Director shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
 - 5 5 1 6 The Directors may arrange for the purchase, out of the funds of the Company, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993
 - 5 5 2 The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is

- 5 5 2 1 a partner,
- 5 5 2 2 an employee,
- 5 5 2 3 a consultant,
- 5 5 2 4 a director, or
- 5 5 2 5 a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital
- 5 6 In sub-clause 5 2 to 5 5 of this clause 5
 - 5 6 1 "Company" shall include any company in which the Company
 - 5 6 1 1 Holds more than 50% of the shares, or
 - 5 6 1 2 controls more than 50% of the voting rights attached to the shares, or
 - 5 6 1 3 has the right to appoint one or more directors to the Board of the company,
 - 5 6 2 "Director" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner
- 5 7 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in this memorandum or the articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply
 - 5 7 1 the conflicted Director is absent from the part of the meeting at which there is a discussion of any arrangement or transaction affecting that other organisation or person,
 - 5 7 2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting,
 - 5 7 3 the unconflicted Directors consider it is in the interests of the Company to authorise the conflict of interest in the circumstances applying

6 The liability of the members is limited

7 Every member promises, if the Company is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Company incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves

- 8 1 The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways
- 8 1 1 Directly for the Object, or
 - 8 1 2 by transfer to any Company or charities for purposes similar to the Object, or
 - 8 1 3 to any Company for use for particular purposes that fall within the Object
- 8 2 Subject to any such resolution of the members of the Company, the Directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Company be applied or transferred
- 8 2 1 Directly for the Object, or
 - 8 2 2 by transfer to any Company or charities for purposes similar to the Object, or
 - 8 2 3 to any Company or charities for use for particular purposes that fall within the Object
- 8 3 In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company (except to a member that is itself a Company) and if no such resolution is passed by the member or the Directors the net assets of the Company shall be applied for charitable purposes as directed by the Court or the Commission

Members

- 9 The Council for Administration shall be the only member of the Company

Associate Members

- 10 Directors may establish such classes of Associate Members with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove Associate Members (including for the avoidance of doubt those Associate Members identified in Article 11) in accordance with such regulations as the Directors shall make provided that no Associate Members shall be members of the Company for the purposes of the Articles or the Act

- 11 Subject to Article 10, the members of the Council for Administration who ceased to be members after the adoption of revised articles at the Annual General Meeting held on 4 August 2009 shall on the adoption of these Articles become Associate Members of the Company

Patrons, Honorary President and Vice President

- 12 Directors may appoint and remove any individual(s) as Honorary President, patron(s) or Vice President(s) of the Company and on such terms as they shall think fit. An Honorary President, patron or Vice President shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Company as if a member and shall also have the right to receive accounts of the Company when available to members

Directors

Number of Directors

- 13 There shall be at least three Directors

Appointment, retirement, removal and disqualification of Directors

- 14 The first Directors shall be those persons notified to Companies House as the first directors of the Company
- 15 Directors shall be appointed or removed by notification in writing to the Secretary by the Council for Administration
- 16 No person may be appointed as a Director
- 16 1 unless he or she has attained the age of 18 years, or
- 16 2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of the Articles
- 17 The office of a Director shall be vacated if
- 17 1 he or she ceases to be a Director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Director,
- 17 2 he or she is disqualified under the Charities Act 1993 from acting as a trustee,
- 17 3 he or she becomes incapable by reason of mental illness or injury of managing and administering his or her own affairs,
- 17 4 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally,
- 17 5 he or she resigns by notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect),
- 17 6 he or she is removed pursuant to a notification of the member under Article 15

Powers of Directors

- 18 Subject to the Companies Acts, and the Articles, 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 shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made.
- 19 The continuing Directors or a sole continuing Director may act despite any vacancies in their number but while there are fewer Directors than required for a quorum the Directors may only act for the purpose of increasing the number of Directors.
- 20 All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.
- 21 Subject to the Articles the Directors may regulate their proceedings as they think fit.

Chair

- 22 The Directors may appoint one of their number to be the chair of the Directors and may at any time remove him or her from that office.

Delegation of Directors' powers

- 23 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. The Directors may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day-to-day management of the affairs of the Company to any person or committee in accordance with the conditions set out in these Articles.

Delegation to committees

- 24 In the case of delegation to committees
- 24.1 The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number),
- 24.2 the composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify,

- 24 3 the deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported promptly to the Directors and for that purpose every committee shall appoint a secretary,
- 24 4 all delegations under this Article shall be variable or revocable at any time,
- 24 5 the Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit, and
- 24 6 no committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors
- 25 For the avoidance of doubt, the Directors may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director
- 26 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as applicable and not superseded by any regulations made by the Directors

Delegation of day to day management powers

- 27 In the case of delegation of the day to day management of the Company to a chief executive or other manager or managers (whether to employees or consultants),
- 27 1 the delegated power shall be to manage the Company by implementing the policy and strategy adopted by and within a budget approved by the Directors and if applicable to advise the Directors in relation to such policy, strategy and budget,
- 27 2 the Directors shall provide the manager with a description of his or her role and the extent of his or authority, and
- 27 3 the manager shall report regularly to the Directors on the activities undertaken in managing the Company and provide them regularly with management accounts sufficient to explain the financial position of the Company

General Meetings and Company Resolutions

- 28 Subject to the provisions of the Companies Acts, the Company shall dispense with the holding of general meetings and all resolutions of the Company shall be passed by way of written resolution signed by a duly authorised representative of the Council for Administration

Written Resolutions

- 29 A resolution in writing executed by or on behalf of the Council for Administration member shall be as valid and effectual as if it has been passed at a general meeting duly convened and held

Directors' meetings

- 30 Articles 31 to 41 shall apply to Directors' meetings

Notice

- 31 Two Directors may, and the Secretary shall at the request of two Directors or the Council for Administration, call a Directors' meeting
- 32 A Directors' meeting shall be called by at least seven clear days' notice unless urgent circumstances require shorter notice or all the Directors entitled to attend and vote at that meeting agree shorter notice
- 33 Notice of meetings shall be given to every Director
- 34 Every notice calling a meeting shall specify the place, day and time of the meeting and the particulars of all business to be considered at such meeting

Quorum

- 35 No business shall be transacted at any meeting unless a quorum is present Three people present and entitled to vote shall be a quorum If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum

Chair

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

Voting

- 37 Questions arising at a meeting shall be decided by a majority of votes In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have

Conflict of interest

- 38 Whenever a director has a personal interest in a matter to be discussed at a meeting and whenever a Director has an interest in another organisation whose interests are reasonably likely to conflict with those of the Company in relation to a matter to be discussed at a meeting, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply
- 38 1 The conflicted Director declares an interest before discussion begins on the matter,
 - 38 2 the conflicted Director withdraws from that part of the meeting unless expressly invited to remain,
 - 38 3 the conflicted Director is not to be counted in the quorum for that part of the meeting, and
 - 38 4 the conflicted Director withdraws during the vote and have no vote on the matter

Written Resolutions

- 39 A resolution in writing shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with
- 39 1 the written resolution must be signed by all of the Directors,
 - 39 2 a written resolution may consist of several instruments in like form each signed by one or more Directors, and
 - 39 3 the date of a written resolution shall be the date on which the last Director signs

Email approval of resolutions

- 40 A Director's resolution which is approved by email in accordance with this Article 40 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with
- 40 1 such a resolution must be approved by email by all of the Directors,
 - 40 2 approval from each Director must be received by such person as all the Directors shall have nominated in advance for that purchase ("**the Recipient**"), which person may, for the avoidance of doubt, be one of the Directors,
 - 40 3 approval from a Director must be sent from an email address previously notified in writing by that Director to the Secretary as intended for use by that Director for the purpose,
 - 40 4 following receipt of a response on any resolution from each of the Directors, the Recipient shall circulate a further email to all of the Directors confirming whether the resolution has been formally approved by the Directors in accordance with the terms of this Article 40,

40 5 the date of a resolution shall be the date of the email from the Recipient confirming formal approval

Virtual Meetings

- 41 A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Directors in which all participants may communicate simultaneously with all other participants

General

Irregularities

- 42 The proceedings at any meeting shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Companies Act
- 43 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chair whose decision shall be final and binding

Secretary

- 44 The Secretary shall be appointed by the Council for Administration for such term at such remuneration and upon such conditions as it may think fit, and may be removed by the Council for Administration

Minutes

- 45 1 The Directors must keep minutes of all
- 45 1 1 Appointments of officers made by the Directors,
 - 45 1 2 proceedings at meetings of the Company,
 - 45 1 3 meetings of the Directors and committees of Directors including
 - 45 1 3 1 the names of the Directors present at the meeting,
 - 45 1 3 2 the decisions made at the meetings, and
 - 45 1 3 3 where appropriate the reasons for the decisions

Accounts

- 46 1 The Directors must prepare for each financial year accounts as required by the Companies 2006 Act The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards

Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice

46 2 The Directors must keep accounting records as required by the Companies 2006 Act

47 Annual Report and Return and Register of Charities

47 1 The Directors must comply with the requirements of the Charities Act 1993 with regard to

47 1 1 the transmission of the statements of account to the Company,

47 1 2 the preparation of an Annual Report and its transmission to the Commission,

47 1 3 the preparation of an Annual Return and its transmission to the Commission

47 2 The Directors must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities

48

48 1 Any notice to be given to or by any person pursuant to the articles

48 1 1 must be in writing, or

48 1 2 must be given using electronic communications

49

49 1 The Company may give any notice to a member either

49 1 1 personally, or

49 1 2 by sending it by post in a prepaid envelope addressed to the member at his or her address, or

49 1 3 by leaving it at the address of the member, or

49 1 4 by giving it using electronic communications to the member's address

49 2 A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company

50

50 1 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called

50 2 Proof that an envelope containing notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

50 3 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given

50 4 A notice shall be deemed to be given

- 50 4 1 48 hours after the envelope containing it was posted, or
- 50 4 2 in the case of an electronic communication, 48 hours after it was sent

51 Indemnity

- 51 1 The Company shall indemnify any Director or Auditor of the Company against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Companies 2006 Act

52 Rules

- 52 1 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company
- 52 2 The bye laws may regulate the following matters but are not restricted to them
 - 52 2 1 The admission of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
 - 52 2 2 the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers,
 - 52 2 3 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,
 - 52 2 4 the procedure at general meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles
- 52 3 Generally, all such matters as are commonly the subject matter of company rules
- 52 4 The Company in general meeting has the power to alter, add to or repeal the rules or bye laws
- 52 5 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company
- 52 6 The rules or bye laws shall be binding on all members of the Company No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles

Interpretation

- 53 In these articles the following terms shall have the following meanings

- 9 1 **"Companies Act"** means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Company

9 2	"address"	in relation to electronic communications includes any number or address used for the purpose of such communication
9 3	"Articles"	these Articles of Association of the Company
9 4	"Associate Member"	an associate member appointed in accordance with Articles 10
9 5	"charitable"	means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom For the avoidance of doubt the system of law governing the constitution of the Company is the law of England and Wales
9 6	"clear days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
9 7	"connected person"	(a) any spouse, parent, child, brother, sister, grandparent or grandchild of a Director, or (b) any other person in a relationship with a Director which may reasonably be regarded as equivalent to such a relationship, or (c) any company or firm of which a director is a paid director, partner or employee, or shareholder holding more than 1% of the capital
9 8	"Council for Administration"	the Council for Administration incorporated and registered in England and Wales with registered charity number 1095809, company number 03235481 and registered office at 6 Graphite Square, Vauxhall Walk, London SE11 5EE
9 9	"the Directors"	means the directors of the Company
9 10	"electronic communication"	has the meaning ascribed to it in the Electronic Communications Act 2000
9 11	"financial expert"	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
9 14	"Secretary"	the secretary of the Company
9 15	"Subsidiary Company"	any company in which the Company holds more than 50% of the shares, controls more than 50% of the voting rights

attached to the shares or has the right to appoint a majority
of the board of the company

54 In these Articles

- 54 1 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act but excluding any statutory modification thereof not in force when the Articles became binding on the Company,
- 54 2 Subject to Article 54 1 any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it