

# File Copy



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **9116676**

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

**DAVID ROSS EDUCATION SERVICES LTD**

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

Given at Companies House, Cardiff, on **4th July 2014**



\*N09116676N\*

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



Companies House

# IN01(ef)

## Application to register a company

Received for filing in Electronic Format on the: 04/07/2014



X3BE1ALV

*Company Name  
in full:*

**DAVID ROSS EDUCATION SERVICES LTD**

*Company Type:*

**Private limited by shares**

*Situation of Registered  
Office:*

**England and Wales**

*Proposed Register  
Office Address:*

**2 HILL COURT TURNPIKE CLOSE  
SWINGBRIDGE ROAD  
GRANTHAM  
LINCOLNSHIRE  
UNITED KINGDOM  
NG31 7XY**

*I wish to adopt entirely bespoke articles*

*Company Director* 1

Type: **Person**  
Full forename(s): **MR ANDREW SIMON**

Surname: **GREEN**

Former names:

*Service Address recorded as Company's registered office*

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **05/10/1981** Nationality: **BRITISH**

Occupation: **EDUCATION ADVISER**

Consented to Act: **Y** Date authorised: **04/07/2014** Authenticated: **YES**

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*Company Director* 2

Type: **Person**  
Full forename(s): **MR NICHOLAS PAUL**

Surname: **TEAGLE**

Former names:

*Service Address recorded as Company's registered office*

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **07/05/1979** Nationality: **BRITISH**

Occupation: **ACCOUNTANT**

Consented to Act: **Y** Date authorised: **04/07/2014** Authenticated: **YES**

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*Company Director*    **3**

Type:                                **Person**  
Full forename(s):                **REV TIMOTHY MAYBURY**

Surname:                           **HASTIE-SMITH**

Former names:

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:*   **UNITED KINGDOM**

*Date of Birth:*   **08/03/1962**                                *Nationality:*   **BRITISH**

*Occupation:*     **CEO OF CHARITY**

*Consented to Act:* **Y**                                *Date authorised:*   **04/07/2014**                                *Authenticated:* **YES**

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*Company Director*    **4**

Type:                                **Person**  
Full forename(s):                **MR MARK THOMAS**

Surname:                           **HINDMARCH**

Former names:

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:*   **UNITED KINGDOM**

*Date of Birth:*   **13/10/1963**                                *Nationality:*   **BRITISH**

*Occupation:*     **DIRECTOR**

*Consented to Act:* **Y**                                *Date authorised:*   **04/07/2014**                                *Authenticated:* **YES**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>1</b>
		<i>Aggregate nominal value</i>	<b>1</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

VOTING RIGHTS - SHARES RANK EQUALLY FOR VOTING PURPOSES. DIVIDEND RIGHTS - EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED DISTRIBUTION RIGHTS ON A WINDING UP - MEMBERS HAVE NO RIGHTS ON WINDING UP. THE DISTRIBUTION RIGHTS ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION. REDEEMABLE SHARES - THE SHARES ARE NOT REDEEMABLE

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## Statement of Capital (Totals)

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

## Initial Shareholdings

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*Name:* THE DAVID ROSS EDUCATION  
TRUST

*Address:* 2 HILL COURT OFF TURNPIKE  
CLOSE SWINGBRIDGE R  
GRANTHAM  
LINCOLNSHIRE  
UNITED KINGDOM  
NG31 7XY

*Class of share:* ORDINARY

*Number of shares:* 1

*Currency:* GBP

*Nominal value of  
each share:* 1

*Amount unpaid:* 0

*Amount paid:* 1

## Statement of Compliance

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

*Name:* THE DAVID ROSS EDUCATION TRUST

*Authenticated:* YES

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## *Authorisation*

*Authoriser Designation:* subscriber

*Authenticated:* Yes

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## COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of

David Ross Education Services Ltd

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber

Authentication by each subscriber

THE DAVID ROSS EDUCATION TRUST

THE DAVID ROSS EDUCATION TRUST

Dated 4/7/2014



**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**DAVID ROSS EDUCATION SERVICES LTD**  
**(the "Company")**

**INTERPRETATION**

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

2. In these Articles:

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

**"Articles"** means the articles of association of the Company;

**"circulation date"** in relation to a written resolution has the meaning given to it in the Companies Acts;

**"clear days"** in relation to the period of a notice means that period excluding the day on which 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;

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

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

**"The David Ross Education Trust"** means The David Ross Education Trust a charitable company limited by guarantee (an exempt charity) whose registered office is 2 Hill Court, Off Turnpike Close Swingbridge Road, Grantham, Lincolnshire, NG31 7XY (registered company number 06182612);

**"director"** means a director of the company, and includes any person occupying the position of director, by whatever name called, and **"directors"** shall be construed accordingly;

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

**"member"** in relation to shares means the person whose name is entered in the register of members of the Company as the holder of the shares, and **"members"** shall be construed accordingly;

**"ordinary resolution"** means a resolution that is passed by a simple majority of the members; and

**"special resolution"** means a resolution a resolution that is passed by a majority of not less than 75% of the members; and

**"Trustee"** means a person who is a director of The David Ross Education Trust, and **"Trustees"** shall be construed accordingly.

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

#### **OBJECT**

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

#### **SHARES AND LIABILITY OF MEMBERS**

5. Subject to the provisions of the Companies Acts any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.
6. No share may be transferred except with the consent of the members, who may in their absolute discretion and without giving any reason decline to register any transfer of a share or shares.
7. The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

#### **SOLE MEMBER AND WRITTEN RESOLUTIONS**

8. The sole member of the Trust shall be The David Ross Education Trust.
9. Subject to the provisions in the Companies Act 2006, decisions of the sole member shall be made by written resolution.

#### **NUMBER OF DIRECTORS**

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

#### **POWERS OF DIRECTORS**

11. Subject to the Companies Acts, the Articles and any directions given by special resolution, the business of the Company shall be managed by the

directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

12. The directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine and may give authority for the agent to delegate all or any of his powers.

#### **DELEGATION OF DIRECTORS' POWERS**

13. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

#### **APPOINTMENT OF DIRECTORS**

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

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

15. The office of a director shall be vacated if:
  - (1) he ceases to be a director by virtue of any provision of the Companies Acts or becomes prohibited by law from being a director;
  - (2) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (3) he is or may be suffering from mental disorder and either:
    - (a) a registered medical practitioner who is treating him gives a written opinion to the Company stating that he has become physically or mentally incapable of acting as a director and may remain so for more than three months;
    - (b) by reason of his mental health, a court makes an order which wholly or partly prevents him from personally exercising any powers or rights which he would otherwise have;
  - (4) he resigns his office by notice to the Company;

- (5) he shall for more than six consecutive months have been absent without the permission of the directors from meetings of directors held during that period and the other directors resolve that his office be vacated; or
- (6) the Company by ordinary resolution removes him.

### **REMUNERATION OF DIRECTORS**

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

### **DIRECTORS' EXPENSES**

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

### **DIRECTORS' INTERESTS**

- 18. Subject to the Companies Acts, a director may be a Trustee or be employed by The David Ross Education Trust and shall not, by reason of being a director of the Company, be accountable for any benefit which he derives from any such office or employment and no transaction or arrangement of the Company shall be liable to be avoided on the ground of any such benefit.

### **PROCEEDINGS OF DIRECTORS**

- 19. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may call a meeting of the directors by giving notice of the meeting to the other directors or by authorising the company secretary (if any) to give such notice. Notice of any directors' meeting must indicate its proposed date and time and where it is to take place. Notice of a directors' meeting must be given to each director, but it need not be in writing. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.
- 20. Questions arising at a directors' meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote.
- 21. The quorum for the transaction of the business of the directors may be fixed by the Company by ordinary resolution but unless so fixed at any other number shall be two.
- 22. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.

23. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so the director so appointed shall preside at each meeting of the directors at which he is present. But if there is no director holding that office or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting the directors present may appoint one of their number to be chairman of the meeting.
24. All acts done by a meeting of the directors or of a committee of the directors or by a person acting as a director shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
25. A resolution in writing signed by all the directors entitled to receive notice of, and vote at, a meeting of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of the directors duly convened and held and may consist of several documents in the like form each signed by one or more directors. The date of a written resolution of the directors shall be the date on which the last director signs it.
26. The directors may hold meetings by telephone or video conference or such other suitable means as they think fit provided all participants may communicate with each other simultaneously.
27. The directors may take unanimous decisions without holding a directors' meeting by indicating to each other by other means, including without limitation by electronic form, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each director or to which each director has otherwise indicated agreement in writing.
28. Except as otherwise provided for under Article 27 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, voting or agreement purposes.
29. 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 and is entitled to vote on or agree to a proposal relating to it if:
  - (1) the Company by ordinary resolution disapplies Article 26;
  - (2) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

- (3) the director's conflict of interest arises from him being a Trustee or involved with The David Ross Education Trust.
- 30. Each director shall comply with the obligations to disclose his interest in contracts under the Companies Acts.
- 31. The directors have authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act and all directors must declare all actual or potential conflicts that they may or do have.

## **MINUTES**

- 32. The directors shall cause minutes to be made in books kept for the purpose:
  - (1) of all appointments of officers made by the directors; and
  - (2) of all proceedings at meetings of the Company and of the directors and of committees of directors including the names of the directors present at each such meeting;and the directors shall cause all written resolutions of the members, the directors and committees of the directors to be kept in such books.

## **ACCOUNTS**

- 33. Accounts shall be prepared in accordance with the Companies Acts.

## **NOTICES**

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

## **INDEMNITY**

- 35. For the purposes of this Article a "Liability" is any liability incurred by a director in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office. Subject to the Companies Acts and without prejudice to any protection from liability which may otherwise apply:
  - (1) the directors shall have power to purchase and maintain for any director insurance against any Liability; and
  - (2) each director shall be indemnified out of the assets of the Company against any Liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted

or in connection with any application in which relief is granted to him by the court from any Liability.

**WINDING UP**

36. If the Company is wound up all remaining assets of the Company after paying the debts of the Company and the costs of winding up shall be paid or transferred to The David Ross Education Trust or as it may direct.