

The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

(Company number 9403006)

ARTICLES OF ASSOCIATION OF INTERHIGH EDUCATION LIMITED



## 1. INTERPRETATION

1 1 The following definitions and rules of interpretation apply in these Articles

Act: means the Companies Act 2006

Articles: means the company's articles of association for the time being in force

Business Day: means any day other than a Saturday, Sunday or public holiday in England on which banks in London are open for business

Model Articles: means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 as amended prior to the date of adoption of these Articles

1 2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles

1 3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles

1 4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise

1 5 Unless expressly provided otherwise, a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time

1 6 The Model Articles shall apply to the company, except in so far as they are modified or excluded by, or are inconsistent with, these Articles

1 7 Articles 11(2) and (3), 14, and 26(5) of the Model Articles shall not apply to the company

1 8 Article 7 of the Model Articles shall be amended by

1 8 1 the insertion of the words "for the time being" at the end of article 7(2)(a), and

1 8 2 the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may"

## 2. OBJECT

The object for which the Company is established is for the supply of education services

## 3. POWERS

3 1 In pursuance of the object set out in article 2, the Company has the power to

- 3 1 1 buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company,
- 3 1 2 borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets,
- 3 1 3 invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit,
- 3 1 4 subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world,
- 3 1 5 lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary,
- 3 1 6 lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, In the opinion of the directors, affect or advance the principal object in any way,
- 3 1 7 pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same,
- 3 1 8 enter into contracts to provide services to or on behalf of other bodies,
- 3 1 9 provide and assist in the provision of money, materials or other help
- 3 1 10 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments,
- 3 1 11 incorporate subsidiary companies to carry on any trade, and
- 3 1 12 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the object set out in article 2

#### **4. UNANIMOUS DECISIONS**

- 4 1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter

4 2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing

4 3 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

#### **5. QUORUM FOR DIRECTORS' MEETINGS**

5 1 Subject to article 6 2, the quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two

5 2 If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles and accordingly the quorum for the transaction of business in these circumstances shall be one

#### **6 DIRECTORS' CONFLICTS OF INTEREST**

Notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes

#### **7. APPOINTMENT OF DIRECTORS**

In any case where, as a result of death or bankruptcy, the company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director

#### **8 SECRETARY**

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors