



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **10244428**

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

**THE ASSOCIATION OF CREATIVE & PRINT
MANAGERS IN EDUCATION**

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

Given at Companies House on **21st June 2016**



N10244428C



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

100686/40

100686/240

IN01

Application to register a company



Companies House

A fee is payable with this form
Please see 'How to pay' on the last page.

☒ **What this form is for**
You may use this form to register a
private or public company

☐ **What this form is for**
You cannot use this form to register a
limited liability company. If you want to
register this, please use form A66.

MONDAY
TH



A59K5HZ4

A04 20/06/2016 #9

COMPANIES HOUSE

A59K5HZ4

A09 02/06/2016 #254

COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

The Association of Creative & Print Mangers in Education

For official use

110244428

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

② **Duplicate names**
Duplicate names are not permitted.
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at:
www.gov.uk/companieshouse

A2 Company name restrictions ③

Please tick the box only if the proposed company name contains sensitive
words or expressions that require you to seek comments of a
government department or other specified body

☒ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

③ **Company name restrictions**
A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at:
www.gov.uk/companieshouse

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ④

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative.

④ **Name ending exemption**
Only private companies that are
limited by guarantee and meet other
specific requirements or private
companies that are charities are
eligible to apply for this. For more
details, please go to our website
www.gov.uk/companieshouse

A4 Company type ⑤

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

⑤ **Company type**
If you are unsure of your company's
type, please go to our website
www.gov.uk/companieshouse

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Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ①

Please give the registered office address of your company

Building name/number

The White House

Street

18 Willenhall Close

Post town

Luton

County/Region

Beds

Postcode

L U 3 3 X X

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ①

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

① For details of which company type can adopt which model articles, please go to our website www.gov.uk/companieshouse

A8

Restricted company articles ①

Please tick the box below if the company's articles are restricted

☐**① Restricted company articles**

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.gov.uk/companieshouse

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Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1, For a corporate director, go to Section E1.

Secretary

B1

Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation
For a corporate secretary, complete Sections C1-C4

Title*	Mr
Full forename(s)	ROY ANTHONY
Surname	STARES
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

B2

Secretary's service address ①

Building name/number	The White House
Street	18 Willenhall Close
Post town	Luton
County/Region	Beds
Postcode	L U 3 3 X X
Country	UK

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record

IN01

Application to register a company

Corporate secretary

C1	Corporate secretary appointments	
	Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm		<p>Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number</p>
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	→ Yes Complete Section C3 only	
	→ No Complete Section C4 only	
C3	EEA companies	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered		<p>EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse</p> <p>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
Registration number		
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		<p>Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register</p>
Governing law		
If applicable, where the company/firm is registered		
Registration number		

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Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E4.	
Title*	Miss	
Full forename(s)	Janine	
Surname	Barracough	
Former name(s) ②		
Country/State of residence ③	UK	
Nationality	British	
Month/year of birth ④	<div>X</div> <div>X</div> <div>m0</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y7</div> <div>y0</div>	
Business occupation (if any) ⑤	Service Development Manager	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2	Director's service address ⑥	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	University of Sheffield	
Street	10-12 Brunswick Street	
Post town	Sheffield	
County/Region	S Yorks	
Postcode	<div>S</div> <div>1</div> <div>0</div> <div></div> <div></div> <div>2</div> <div>F</div> <div>N</div>	
Country	UK	

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Director

D1 Director appointments ^①	
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E4.	
Title*	Mrs
Full forename(s)	Alison Janie
Surname	Freer
Former name(s) ^②	
Country/State of residence ^③	UK
Nationality	British
Month/year of birth ^④	X X 0 3 1 9 7 2
Business occupation (if any) ^⑤	Head of Creative & Print Services

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ^⑥	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	Loughborough University
Street	Ashby Road
Post town	Loughborough
County/Region	Leics
Postcode	L E 1 1 3 T U
Country	UK

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ^①		<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in section D4.</p> <p>④ Month and year of birth Please provide month and year only.</p> <p>⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.			
Title*	Mr		
Full forename(s)	Simon		
Surname	Hampton-Matthews		
Former name(s) ^②			
Country/State of residence ^③	UK		
Nationality	British		
Month/year of birth ^④	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <div> <div>1</div> <div>0</div> </div> <div> <div>1</div> <div>9</div> <div>5</div> <div>7</div> </div>		
Business occupation (if any) ^⑤	Operations Manager		
D2	Director's service address ^⑥		<p>⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.			
Building name/number	Unit 104		
Street	Farendell Road		
Post town	Bristol		
County/Region	Gloucestershire		
Postcode	<div>B</div> <div>S</div> <div>1</div> <div>6</div> <div></div> <div>7</div> <div>F</div> <div>F</div>		
Country	UK		

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E4.	
Title*	Mr	
Full forename(s)	Steven Eric	
Surname	Thomas	
Former name(s) ②		
Country/State of residence ③	UK	
Nationality	British	
Month/year of birth ④	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="text" value="1"/> <input type="text" value="2"/> <input type="text" value="1"/> <input type="text" value="9"/> <input type="text" value="5"/> <input type="text" value="8"/>	
Business occupation (if any) ⑤	Design, Print & Photography Manager	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ⑥	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	Folio, County College	
Street	County Avenue	
	Bailigg	
Post town	Lancaster	
County/Region	Lancs	
Postcode	<input type="text" value="L"/> <input type="text" value="A"/> <input type="text" value="1"/> <input type="text" value="4"/> <input type="text" value="Y"/> <input type="text" value="D"/>	
Country	UK	

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

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Application to register a company

Corporate director

E1	Corporate director appointments ①	
	Please use this section to list all the corporate directors taken on formation	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies ①	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ②		
Registration number		
	② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse ① This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ③		
If applicable, the registration number		
	③ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ③

③ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc.

① Including both the nominal value and any
share premium.

② Total number of issued shares in this class

③ Number of shares issued multiplied by
nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation
page if necessary

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b. particulars of any rights, as respects dividends, to participate in a distribution,
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

Class of share		
Prescribed particulars ①		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none">a. particulars of any voting rights, including rights that arise only in certain circumstances,b. particulars of any rights, as respects dividends, to participate in a distribution,c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), andd. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below.

→ No Go to Part 6 (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	Janine
Surname ①	Barraclough
Address ②	University of Sheffield 10-12 Brunswick Street, Sheffield
Postcode	S 1 0 2 F N
Amount guaranteed ③	£1 00

Subscriber's details

Forename(s) ①	Alison
Surname ①	Frøer
Address ②	Loughborough University Ashby Raod, Loughborough
Postcode	L E 1 1 3 T U
Amount guaranteed ③	£1.00

Subscriber's details

Forename(s) ①	Simon
Surname ①	Hampton-Matthews
Address ②	Unit 104 Farendell Road Emersons Green, Bnslol
Postcode	B S 1 6 7 F F
Amount guaranteed ③	1 00

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Subscriber's details	
Forename(s) ❶	Steven Eric
Surname ❶	Thomas
Address ❷	Folio, Lancaster University, County Avenue Lancaster
Postcode	L A 1 4 X D
Amount guaranteed ❸	£1 00

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name

Please use capital letters.

❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5 **Consent to act****H1****Consent statement**

Please tick the box to confirm consent.



The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity

Part 6 **Statement of compliance**

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

→ No Go to **Section I1** (Statement of compliance delivered by the subscribers)→ Yes Go to **Section I2** (Statement of compliance delivered by an agent)**I1****Statement of compliance delivered by the subscribers ^①**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

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

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature

SB

Signature

X



X

Subscriber's signature

AF

Signature

X



X

Subscriber's signature

SHM

Signature

X



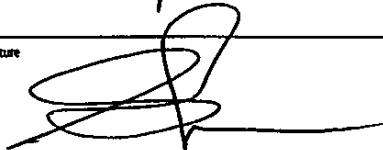
X

Subscriber's signature

ST

Signature

X



X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Continuation pages
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

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Application to register a company

12

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Agent's signature

Signature

X

X

IN01

Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone



Certificate

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below:

- ☒ At the registered office address (Given in Section A6)
☐ At the agent's address (Given in Section I2)



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.



How to pay

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.gov.uk/companieshouse.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Memorandum of Association

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of the Association of Creative & Print Managers in Education

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

Subscriber's name

Authentication of the subscriber

Simon Hampton Matthews



Janine Barraclough



Alison Freer

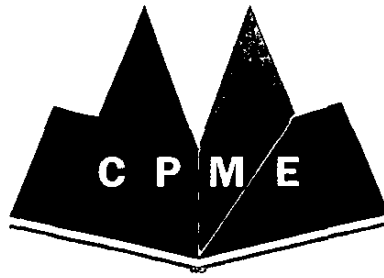


~~Stephen Thomas~~
Steven



Dated

16/06/16



**ASSOCIATION OF CREATIVE AND PRINT
MANAGERS IN EDUCATION**

**Memorandum and
Articles of Association of the
Association of Creative & Print Managers
in Education
a Company Limited by Guarantee**

**Version 1.0 Issued
20 May 2016**

Articles of Association

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Articles of Association of the Association of Creative & Print Managers in Education

Date of document 20 May 2016

1. Name

The name of the Company is the Association of Creative & Print Managers in Education

2. National location of principal office

The principal office of the Company is in England

3. Objects

The objects of the Company are

To support creative and print managers employed in the Education Sector ✓

To benefit members substantially through the development and maintenance of high quality, value for money, print, design and related services

To enhance teaching, learning and research activities in education, by supporting those employed to manage such services

To provide a forum for discussion, networking, debate and presentations, including international collaboration, for the dissemination and sharing of information, innovation and good practice

4. Powers

The Company has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Company's powers include power to

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the Company. In exercising this power
- (4) employ and remunerate such staff as are necessary for carrying out the work of the Company
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Company to be held in the name of a nominee

5. Application of income and property

- (1) The income and property of the Company must be applied solely towards the promotion of the objects ✓
 - (a) A Company 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

- (b) A Company Director may benefit from indemnity insurance cover purchased at the Company's expense
- (2) 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 Company Director receiving
 - (a) benefit from the Company as a beneficiary of the Company,
 - (b) reasonable and proper remuneration and expenses for any goods or services supplied to the Company
- (3) Nothing in this clause shall prevent a Company Director or a person connected to the Company receiving any benefit or payment which is authorised by Clause 6

6. Benefits and payments to Company Directors and a person connected to the Company

(1) General provisions

No Company Director or a person connected to the Company may

- (a) buy or receive any goods or services from the Company on terms preferential to those applicable to members of the public,
- (b) sell goods, services, or any interest in land to the Company,
- (c) be employed by, or receive any remuneration from, the Company,
- (d) receive any other financial benefit from the Company,

unless the payment or benefit is permitted by sub-clause (2) of this clause. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value

(2) Scope and powers permitting Company Directors' (or a person connected to the company) benefits

- (a) A Company Director may receive a benefit from the Company as a beneficiary of the Company provided that a majority of the Directors do not benefit in this way
- (b) A Company Director or a person connected to the company may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Company
- (c) Subject to sub-clause (3) of this clause a Company Director or a person connected to the company may provide the Company with goods that are not supplied in connection with services provided to the Company by the Company Director or a person connected to the Company
- (d) A Company Director or a person connected to the company may receive interest on money lent to the Company at a reasonable and proper rate which must be not more than 2% above the Bank of England bank rate (also known as the base rate)
- (e) A Company Director or a person connected to the Company may receive rent for premises let by a Company Director or a person connected to the Company. The

amount of the rent and the other terms of the lease must be reasonable and proper
The Company Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion

- (f) A Company Director or a person connected to the company may take part in the normal trading and fundraising activities of the Company on the same terms as members of the public

(3) Payment for supply of goods only – controls

The Company and its Company Directors may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the Company and the Company Director or a person connected to the company supplying the goods ("the supplier").
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question
- (c) The other Company Directors are satisfied that it is in the best interests of the Company to contract with the supplier rather than with someone who is not a Company Director or a person connected to the company. In reaching that decision the Company Directors must balance the advantage of contracting with a Company Director or a person connected to the Company against the disadvantages of doing so
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Company
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Company Directors is present at the meeting
- (f) The reason for their decision is recorded by the Company Directors in the minute book
- (g) A majority of the Company Directors then in office are not in receipt of remuneration or payments authorised by clause 6

(4) In sub-clauses (2) and (3) of this clause

- (a) "the Company" includes any Company in which the Company
 - (i) holds more than 50% of the shares, or
 - (ii) controls more than 50% of the voting rights attached to the shares, or
 - (iii) has the right to appoint one or more directors to the board of the Company,
- (b) "a person connected to the company" includes any person within the definition set out in clause [30] (Interpretation),

7. Conflicts of interest and conflicts of loyalty

A Company Director must

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared, and
- (2) absent himself or herself from any discussions of the Company Directors in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any financial interest)

Any Company Director absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Company Directors on the matter

8. Liability of members to contribute to the assets of the Company if it is wound up

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while they are a member or within one year after they cease to be a member, for

- (a) payment of the company's debts and liabilities contracted before they cease to be a member
- (b) payment of the costs, charges and expenses of winding up

9. Membership of the Company

(1) Admission of new members

(a) Eligibility

- (i) Membership of the Company is open to those institutions involved in education and/or research which provide print, design and other related services and are interested in furthering the purposes of the Company. The institution is the member of the Company
- (ii) Member institutions shall nominate a representative who shall be a salaried, management level employee of the institution or of a Company that is owned by the institution. This person shall have full voting rights on behalf of the institution and will be known as a Full Representative and may hold office within the Company
- (iii) Member institutions may also nominate additional representatives who will be known as Associate Representatives and who shall be salaried, management level employees of the institution or of a Company that is owned by the institution. Associate Representatives shall have no voting rights nor be eligible to hold office within the Company. The Directors may set an upper limit on the number of associate representatives for all member institutions
- (iv) The Directors may award honorary life membership to retiring Full or Associate members or other person who has provided exemplary service to the Company or education community. Life members shall have no voting rights nor be eligible to hold office
- (v) Additional classes of Associate membership may be created by the Company by simple resolution of the members. Any additional classes of membership shall have no voting rights nor be eligible to hold office

(b) Admission procedure

The Company Directors

- (i) may require applications for membership to be made in any reasonable way that they decide,
- (ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days,
- (iii) may refuse an application for membership if they believe that it is in the best interests of the Company for them to do so,
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal, and
- (v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final

(2) Transfer of membership

Membership of the Company cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation whose membership may be transferred by the organisation to a new representative. Such transfer of membership does not take effect until the Company has received written notification of the transfer.

(3) Duty of members

It is the duty of each member of the Company to exercise their powers as a member of the Company in the way they decide in good faith would be most likely to further the purposes of the Company.

(4) Termination of membership

- (a) Membership of the Company comes to an end if
 - (i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist, or
 - (ii) the member sends a notice of resignation to the Company Directors, or
 - (iii) any sum of money owed by the member to the Company is not paid in full within nine months of its falling due, unless an explanation acceptable to the Directors has been given, or
 - (iv) the Company Directors decide that it is in the best interests of the Company that the member in question should be removed from membership, and pass a resolution to that effect
 - (v) if the nominated representatives cease to be salaried employees of their institution

- (b) Before the Company Directors take any decision to remove a member from membership of the Company they must
 - (i) inform the member of the reasons why it is proposed to remove it from membership,
 - (ii) give the member at least 21 clear days' notice in which to make representations to the Company Directors as to why it should not be removed from membership,
 - (iii) at a duly constituted meeting of the Company Directors, consider whether or not the member should be removed from membership,
 - (iv) consider at that meeting any representations which the member makes as to why the member should not be removed, and
 - (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses

(5) Membership fees

The Company may require full members, associates or other classes of non-voting membership to pay reasonable membership fees to the Company

(6) Informal or affiliate (non-voting) membership

- (a) The Company Directors may create affiliate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members
- (b) Other references in these Articles to "members" and "membership" do not apply to non-voting members

10. Members' decisions (by Full Representatives acting on their behalf)

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the Company may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the Company may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes)

(3) Taking ordinary decisions by written resolution without a general meeting

- (a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that

- (i) a copy of the proposed resolution has been sent to all the members eligible to vote, and
 - (ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organization which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the Company has specified
- (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement
 - (c) Eligibility to vote on the resolution is limited to members who are members of the Company on the date when the proposal is first circulated in accordance with paragraph (a) above
 - (d) Not less than 10% of the members of the Company may request the Company Directors to make a proposal for decision by the members
 - (e) The Company Directors must within 21 days of receiving such a request comply with it if
 - (i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material,
 - (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members, and
 - (iii) Effect can lawfully be given to the proposal if it is so agreed
 - (f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members

(4) Decisions that must be taken in a particular way

- (a) Any decision to remove a Company Director must be taken in accordance with clause 15(2)
- (b) Any decision to amend these Articles must be taken in accordance with clause 28 of these Articles (Amendment of the Articles)
- (c) Any decision to wind up or dissolve the Company must be taken in accordance with clause 29 of these Articles (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Company to one or more other Companies must be taken in accordance with the provisions of the Companies Act 2006

11. General meetings of members

In the whole of clause 11 the Full Representative will be acting on behalf of the member.

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of the Company. The first AGM must be held within 18 months of the registration of the Company, and subsequent AGMs must be

held at intervals of no more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the Company Directors annual report, and must elect Directors as required under clause 13

Other general meetings of the members of the Company may be held at any time

All general meetings must be held in accordance with the following provisions

(2) Calling general meetings

- (a) The Company Directors
 - (i) must call the annual general meeting of the members of the Company in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting, and
 - (ii) may call any other general meeting of the members at any time
- (b) The Company Directors must, within 28 days, call a general meeting of the members of the Company if
 - (i) they receive a request to do so from at least 10% of the members of the Company, and
 - (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request
- (c) If, at the time of any such request, there has not been any general meeting of the members of the Company for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious
- (f) Any general meeting called by the Company Directors at the request of the members of the Company must be held within 28 days from the date on which it is called
- (g) If the Company Directors fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting
- (i) The Company must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Company Directors to duly call the meeting, but the Company shall be entitled to be indemnified by the Company Directors who were responsible for such failure

(3) Notice of general meetings

- (a) The Company Directors, or, as the case may be, the relevant members of the Company, must give at least 14 clear days' notice of any general meeting to all of the members, and to any Company Director of the Company who is not a member
- (b) If it is agreed by not less than 90% of all members of the Company, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in these Articles, by the Companies Act 2006 or by the General Regulations
- (c) The notice of any general meeting must
 - (i) state the time and date of the meeting
 - (ii) give the address at which the meeting is to take place,
 - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting, and
 - (iv) if a proposal to alter the Articles of the Company is to be considered at the meeting, include the text of the proposed alteration,
 - (v) include, with the notice for the AGM, the annual statement of accounts and Company Directors' annual report, details of persons standing for election or re-election as Company Director, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the Company's website
- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted, or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent
- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Company

(4) Chairing of general meetings

The person nominated as chairman by the Company Directors under clause 19 (2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chairman of the meeting. In the absence of the chairman, the deputy chairman shall preside as chairman. Subject to these, the members of the Company who are present at a general meeting shall elect a chairman to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the Company unless a quorum is present when the meeting starts
- (b) Subject to the following provisions, the quorum for general meetings shall be the greater of 10% or eight members. An organisation represented by a nominated Full Representative present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person

- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chairman must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the Company's members at least seven clear days before the date on which it will resume
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Directors but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned

(6) Voting at general meetings

- (a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every member has one vote unless otherwise provided in the rights of a particular class of membership under these Articles
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 28 days of the demand for the poll
- (d) A poll may be taken
 - (i) at the meeting at which it was demanded, or
 - (ii) at some other time and place specified by the chair, or
 - (iii) through the use of postal or electronic communications
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote
- (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final

(7) Proxy voting

- (a) Any member of the Company may appoint an alternate representative (full or associate) as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the Company. Proxies must be appointed by a notice in writing (a "proxy notice") which

- (i) states the name and address of the member appointing the proxy,
 - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Company may determine, and
 - (iv) is delivered to the Company in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate
- (b) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
 - (c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
 - (d) Unless a proxy notice indicates otherwise, it must be treated as
 - (i) 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
 - (ii) 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
 - (e) A member 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 member
 - (f) 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 member by whom or on whose behalf the proxy notice was given
 - (g) 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
 - (h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so

(8) Postal, email Voting

- (a) The Company may, if the Company Directors so decide, allow the members to vote by post or electronic mail ("email") to elect Company Directors or to make a decision on any matter that is being decided at a general meeting of the members
- (b) The Company Directors must appoint at least one person, independent of the Company, to serve as scrutineer to supervise the conduct of the postal/email ballot and the counting of votes
- (c) If postal and/or email voting is to be allowed on a matter, the Company must send to members of the Company not less than 21 days before the deadline for receipt of votes cast in this way

- (i) a notice by email, if the member has agreed to receive notices in this way under clause 22 (Use of electronic communication), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the Company, containing details of the resolution being put to a vote, or of the candidates for election, as applicable,
- (ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member, and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable
- (d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, addressed to 'The Scrutineer(s) for the Association of Creative & Print Managers in Education', at the Company's principal office or such other postal address as is specified in the voting procedure
- (e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure
- (f) Email votes must be returned to an email address used only by a scrutineer
- (g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted
- (h) The scrutineer(s) must make a list of names of members casting valid votes, and a separate list of members' casting votes which were invalid. These lists must be provided to a Company Director or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum
- (i) Votes cast by post or email must be counted by the scrutineer(s) before the meeting at which the vote is to be taken. The scrutineer(s) must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid
- (j) The scrutineer(s) must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineer(s) declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote
- (k) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the Company Directors, to consist of two Company Directors and two persons independent of the Company. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society

(9) Representation of organisations and corporate members

An organisation or a corporate body that is a member of the Company may, in accordance with its usual decision-making process, authorise a person to act as its representative (the Full Representative) at any general meeting of the Company

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the Company

(10) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting

12. Directors

(1) Functions and duties of Company Directors

The Company Directors shall manage the affairs of the Company and may for that purpose exercise all the powers of the Company. It is the duty of each Company Director

- (a) to exercise his or her powers and to perform his or her functions as a Director of the Company in the way he or she decides in good faith would be most likely to further the purposes of the Company, and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having, and
 - (ii) if he or she acts as a Company Director of the Company in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession

(2) Eligibility for directors

- (a) Every Company Director must be a natural person
- (b) No one may be appointed as a Company Director
 - if he or she is under the age of 16 years, or
 - if he or she would automatically cease to hold office under the provisions of clause 15(1)(f)
- (c) No one is entitled to act as a Company Director whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Company Directors decide, his or her acceptance of the office of Company Director
- (d) At least one of the directors of the Company must be 18 years of age or over. If there is no director aged at least 18 years, the remaining Director or Directors may act only to call a meeting of the Company Directors, or appoint a new Company Director

(3) Number of Company Directors

- (a) Every Company Director must be a duly appointed Full Representative of a member institution

- (b) There must be at least four Company Directors who will fill the posts of Chairman, Deputy Chairman, Secretary and Treasurer. These are the Officers of the Company. If the number falls below this minimum, the remaining Director or Directors may act only to call a meeting of the Company Directors, or appoint a new Company Director.
- (c) The maximum number of Company Directors is 10. The Company Directors may not appoint any Company Director if as a result the number of Company Directors would exceed the maximum.

(4) First Company Directors

The first Company Directors of the Company are –

Simon Hampton-Matthews representing University of the West of England

Janine Barraclough representing University of Sheffield

Alison Freer representing Loughborough University

Stephen Thomas representing Lancaster University

13. Appointment of Company Directors

(1) Elected Company Directors

- (a) At the first annual general meeting of the members of the Company all the elected Company Directors shall retire from office,
- (b) Directors shall be appointed by the decision of members at the annual general meeting for a period of two years,
- (c) The vacancies so arising may be filled by the decision of the members at the annual general meeting, any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (d) of this clause,
- (d) The members or the Company Directors may at any time decide to appoint a new Company Director, whether in place of a Company Director who has retired or been removed in accordance with clause 15 (Retirement and removal of Company Directors), or as an additional Company Director, provided that the limit specified in clause 12(3) on the number of Company Directors would not as a result be exceeded,
- (e) A person so appointed by the members of the company shall serve for a period of no more than two years. A person so appointed by the Company Directors shall retire at the annual general meeting following his appointment. In either case, the person may seek immediate re-election at the annual general meeting.

14. Information for new Company Directors

The Company Directors will make available to each new Company Director, on or before his or her first appointment

- (a) a copy of these Articles and any amendments made to them, and
- (b) a copy of the Company's latest Company Directors' annual report and statement of accounts

15. Retirement and removal of Company Directors

- (1) A Company Director ceases to hold office if he or she
 - (a) retires by notifying the Company in writing (but only if enough Company Directors will remain in office when the notice of resignation takes effect to form a quorum for meetings),
 - (b) is absent without the permission of the Company Directors from all their meetings held within a period of twelve months and the Company Directors resolve that his or her office be vacated,
 - (c) dies,
 - (d) in the written opinion, given to the Company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Director and may remain so for more than three months,
 - (e) is removed by the members of the Company in accordance with sub-clause (2) of this clause, or
 - (f) is disqualified from acting as a Company Director by virtue of the Companies Act 2006
 - (g) ceases to be the Full Representative of the member institution or the member institution's membership is terminated under clause 9(4), Termination of Membership
- (2) A Company Director shall be removed from office if a resolution to remove that person is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting
- (3) A resolution to remove a Company Director in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Company

16. Reappointment of Company Directors

Any person whose term of office as a Company Director ends or has retired by giving notice to the Company is eligible for reappointment

17. Taking of decisions by Company Directors

Any decision may be taken either

- at a meeting of the Company Directors, or
- by resolution in writing or electronic form agreed by all of the Company Directors, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Company Directors has signified their agreement

18. Delegation by Company Directors

- (1) The Company Directors may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made
- (2) In so far as is practicable, clauses **14, 15, 16 and 17** shall apply to any committee(s) and their members. The Company Directors may at any time alter those terms and conditions, or revoke the delegation
- (3) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Company Directors, but is subject to the following requirements -
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a Company Director,
 - (b) the acts and proceedings of any committee must be brought to the attention of the Company Directors as a whole as soon as is reasonably practicable, and
 - (c) the Company Directors shall from time to time review the arrangements which they have made for the delegation of their powers

19. Meetings and proceedings of Company Directors

(1) Calling meetings

- (a) Any Company Director may call a meeting of the Company Directors or any committee
- (b) Subject to that, the Company Directors shall decide how their meetings are to be called, and what notice is required

(2) Chairing of meetings

The chairman of the Company Directors shall, if present at the meeting and willing to act, preside as chairman of the meeting. In the absence of the chairman, the deputy chairman shall preside as chairman. Subject to these, the remaining Directors who are present at a general meeting shall elect a chairman to preside at the meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three Company Directors, or the number nearest to one third of the total number of Company Directors, whichever is greater, or such larger number as the Company Directors may decide from time to time. A Company Director shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote
- (c) In the case of an equality of votes, the chairman shall have a second or casting vote

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the Company Directors in which each participant may communicate with all the other participants
- (b) Any Company Director participating at a meeting by suitable electronic means agreed by the Company Directors in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes

20. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the Company Directors, or of a committee of Company Directors, shall be valid notwithstanding the participation in any vote of a Company Director
 - who was disqualified from holding office,
 - who had previously retired or who had been obliged by the constitution to vacate office,
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, if, without the vote of that Company Director and that Company Director being counted in the quorum, the decision has been made by a majority of the Company Directors at a quorate meeting
- (2) Sub-clause (1) of this clause does not permit a Company Director to keep any benefit that may be conferred upon him or her by a resolution of the Company Directors or of a committee of Company Directors if, but for clause (1), the resolution would have been void, or if the Company Director has not complied with clause 7 (Conflicts of interest)

21. Execution of documents

- (1) The Company shall execute documents either by signature or by affixing its seal (if it has one)
- (2) A document is validly executed by signature if it is signed by at least two of the Company Directors
- (3) If the Company has a seal
 - (a) it must comply with the provisions of the General Regulations, and
 - (b) it must only be used by the authority of the Company Directors or of a committee of Company Directors duly authorised by the Company Directors. The Company Directors may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two Company Directors

22. Use of electronic communications

(1) General

The Companies (Model Articles) Regulations 2008 apply in respect of

- (a) the requirement to provide within 14 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Registrar of Companies in a particular form or manner

(2) To the Company

Any member or Company Director of the Company may communicate electronically with the Company to an address specified by the Company for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Company

(3) By the Company

- (a) Any member or Company Director of the Company, by providing the Company with his or her email address or similar, is taken to have agreed to receive communications from the Company in electronic form at that address, unless the member has indicated to the Company his or her unwillingness to receive such communications in that form
- (b) The Company Directors may, subject to compliance with any legal requirements, by means of publication on its website –
 - (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings),
 - (ii) give Company Directors notice of their meetings in accordance with clause 19(1) (Calling meetings), and
 - (iii) submit any proposal to the members or Company Directors for decision by written resolution or postal vote in accordance with the Company's powers under clauses
10 (Members' decisions),
10(3) (Decisions taken by resolution in writing), or
11(7) (General Meetings of Members)
- (c) The Company Directors must
 - (i) take reasonable steps to ensure that members and Company Directors are promptly notified of the publication of any such notice or proposal,
 - (ii) send any such notice or proposal in hard copy form to any member or Company Director who has not consented to receive communications in electronic form

23. Keeping of Registers

The Company must comply with its obligations under the Companies (Model Articles) Regulations 2008 in relation to the keeping of, and provision of access to, registers of its members and Company Directors

24. Minutes

The Company Directors must keep minutes of all

- (a) appointments of officers made by the Company Directors,
- (b) proceedings at general meetings of the Company,
- (3) meetings of the Company Directors and committees of Company Directors including
 - (i) the names of the Directors present at the meeting,
 - (ii) the decisions made at the meetings, and
 - (iii) where appropriate the reasons for the decisions,
- (c) decisions made by the Company Directors otherwise than in meetings

25. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The Company Directors must comply with the requirements of the Companies Act 2006 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Registrar of Companies, regardless of the income of the Company, within 10 months of the financial year end
- (2) The Company Directors must comply with their obligation to inform the Registrar of Companies within 28 days of any change in the particulars of the Company entered on the Central Register of Companies

26. Rules

The Company 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, but such rules or bye laws must not be inconsistent with any provision of these Articles. Copies of any such rules or bye laws currently in force must be made available to any member of the Company on request.

27. Disputes

If a dispute arises between members of the Company about the validity or propriety of anything done by the members under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. Amendment of these Articles

- (1) This constitution can only be amended
 - (a) by resolution agreed in writing by all members of the Company, or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Company
- (2) Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit

to be obtained by Company Directors or members of the Company or persons connected with them, requires the prior written consent of the Registrar of Companies

- (3) No amendment that is inconsistent with the provisions of the Companies Act 2006 or the General Regulations shall be valid
- (4) A copy of any resolution altering the Articles, together with a copy of the Company's constitution as amended, must be sent to the Registrar of Companies within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Companies

29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the Company may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Company can only be made
 - (a) at a general meeting of the members of the Company called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting, or
 - (b) by a resolution agreed in writing by all members of the Company
- (2) Subject to the payment of all the Company's debts
 - (a) Any resolution for the winding up of the Company, or for the dissolution of the Company without winding up, may contain a provision directing how any remaining assets of the Company shall be applied
 - (b) If the resolution does not contain such a provision, the Company Directors must decide how any remaining assets of the Company shall be applied
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Company
- (3) The Company must observe the requirements of the Dissolution Regulations in applying to the Registrar of Companies for the Company to be removed from the Register of Companies, and in particular
 - (a) the Company Directors must send with their application to the Registrar of Companies
 - (i) a copy of the resolution passed by the members of the Company,
 - (ii) a declaration by the Company Directors that any debts and other liabilities of the Company have been settled or otherwise provided for in full, and
 - (iii) a statement by the Company Directors setting out the way in which any property of the Company has been or is to be applied prior to its dissolution in accordance with this constitution,

- (b) the Company Directors must ensure that a copy of the application is sent within seven days to every member and employee of the Company, and to any Company Director of the Company who was not privy to the application
- (4) If the Company is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed

30. Interpretation

In these Articles

"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 13,

"chairman of the meeting" has the meaning given in article 26,

"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,

"Officers" are the Chairman, Deputy Chairman, Secretary and Treasurer,

"participate", in relation to a directors' meeting, has the meaning given in article 11,

"person connected to the company" means

- (a) a child, parent, grandchild, grandparent, brother or sister of the Company Director,
- (b) the spouse or civil partner of the Company Director or of any person falling within sub-clause (a) above,
- (c) a person carrying on business in partnership with the Company Director or with any person falling within sub-clause (a) or (b) above,
- (d) an institution which is controlled –
 - (i) by the Company Director or any a person connected to the company falling within sub-clause (a), (b), or (c) above, or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
 - (i) the Company Director or any a person connected to the company falling within sub-clauses (a) to (c) has a substantial interest, or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest

"poll" means a counted vote or ballot, usually (but not necessarily) in writing

"proxy notice" has the meaning given in article 32,

"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

31. Revision History

Status	Version	Date	Changes
Draft	3	24 February 2016	Various drafting revisions
Issued	1 0	20 May 2016	Change of name from Association of Print and Creative Managers in Education and minor revisions
Issued	1 01	16 June 2016	Correction to clause 8 to include £1 liability for members