## THE COMPANIES ACT 2006

## PRIVATE COMPANY LIMITED BY GUARANTEE

# ARTICLES OF ASSOCIATION

OF

# THE CAREERS AND ENTERPRISE COMPANY LIMITED

## 1. PRELIMINARY

The regulations contained in the model articles of association for private companies limited by guarantee (contained in Schedule 2 to The Companies (Model Articles) Regulations 2008) in force at the time of adoption of these Articles shall not apply to the Company and these Articles shall be the regulations of the Company.

#### 2. DEFINITIONS AND INTERPRETATION

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

Íh\YgY'5fh]WYgÎ	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
Í h\ Y `&\$\$* `5 Wh`Î	the Companies Act 2006 (as amended from time to time)
Í7cbbYWhYXÎ	in relation to a Director of the Company has the meaning given in section 252 of the 2006 Act
Í8]fYWhcfgÌ	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company
[9 YWirh]jY'8]fYWhcfî	a Director who is a full or part-time employee of the Company
ſY`YWhfcb]WUXXfYggÎ	any address or number used for the purposes of sending or receiving documents or information by electronic means
[Y`YWhfcb]WZcfa î'UbX' [Y`YWhfcb]Wa YUbgî	have the meaning given in section 1168 of the 2006 Act

includes any mode of execution

[YIYW hYXÎ

i \ UfX 'Wcdm'Zcfa i has the meaning given in section 1168 of the 2006

Act

ÍBcb-Yl YW h]j Y 8]fYWhcfl a Director who is not a full or part-time employee of

the Company or holder of an executive office

∫ C V Y WhÎ has the meaning given in Article 3

 $[CZZ]W\hat{I}$  the registered office of the Company

<code>fcfX]bUfmfYgc`i h]cbl has the meaning given in section 282 of the 2006 Act</code>

f gYU î the common seal of the Company (if any)

i gYWfYhUfmi the secretary of the Company or any other person

appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy

secretary

i gdYWJU``fYgc`i h]cbî has the meaning given in section 283 of the 2006 Act

Í h\ Y  $\dot{G}$  hUhi h $\dot{Y}$  g $\hat{I}$  the Companies Acts as defined in section 2 of the

2006 Act and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force relating to companies and

affecting the Company

[I b]hYX?]b[Xca î

7.6.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,

and a demand by a person as a proxy for a member shall be the same as a demand by the member.

- 7.7 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 7.8 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 7.9 A poll shall be taken as the chair directs and they may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 7.10 A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 7.11 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least given specifying the time and place at which the poll is to be taken.
- **8.** VOTES OF MEMBERS
- 8.1 On a written resolution, every member has one vote, on a show of hands every member (being an individual) present in person or by proxy (not being themselves a member entitled to vote) or (being a corporation) present by a duly authorised representative or proxy (not being themselves a member entitled to vote) has one vote and on a poll every member present in person or by proxy or by a duly authorised representative (as the case may be) has one vote.
- 8.2 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, by their receiver, curator bonis or other person authorised in that behalf. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable. In

#### WRITTEN RESOLUTIONS

- 9.1 A written resolution, proposed in accordance with section 288(3) of the 2006 Act, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.
- 9.2 For the purposes of this Article 9 resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.
- 10. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution the number of Directors shall not be subject to any maximum but shall not be less than two.

## 11. POWERS OF DIRECTORS

- 11.1 Subject to the provisions of the 2006 Act and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article 11.1 shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 11.2 All cheques, promissory notes, drafts, bQq0.0 if it is not passed before thel not be less than

- 13. APPOINTMENT OF DIRECTORS
- Any person who is willing to act as a Director, and who is permitted by law to do so, may be appointed as a Non-executive Director by resolution of the Directors for such term of office as the Directors may from time to time determine.
- 13.2 The Directors may develop a policy for Non-executive Director appointments from time to time.
- 13.3 A Director who comes to the end of their term of office may be reappointed for one or more further terms.
- 13.4 The following employees of the Company shall serve as Executive Directors ex officio so that their terms of office shall end on the date that they cease in their roles:
  - 13.4.1 chief executive officer (or equivalent role);
  - 13.4.2 such other

the Director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Directors must consider

inform the Director of their decision following such consideration. There shall be no right of appeal from a decision of the Directors to terminate the directorship of a Director.

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- 19.1.3 annual statements of account.
- 19.2 Accounting records relating to the Company must be made available for inspection by any Directors at any reasonable time during normal office hours.
- 20. NOTICES
- 20.1 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Directors) shall be in writing and sent to an address for the time being notified for that purpose to the person giving the notice.
- The Company may give any notice to a member either personally or by sending it by first class post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address or by giving it in electronic form to an address for the time being notified to the Company by the member. A member who gives to the Company an address either within or outside the United Kingdom at which notices may be given to them, or an address to which notices may be sent in electronic form, shall be entitled to have notices given to them at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

20.3

to be done by them as a Director, alternate Director, secretary or other officer of the Company and against any such liability incurred by them in connecti activities as trustee of an occupational pension scheme as defined in section 235(6) of the 2006 Act.

- The Directors may buy and maintain at the cost of the Company insurance cover for or for the benefit of every Director, alternate Director, secretary or other officer of the Company or of any associated company (as defined in section 256 of the 2006 Act) against any liability which may attach to them in respect of any negligence, default, breach of duty or breach of trust by them in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by them as a Director, alternate Director, auditor, secretary or other officer of the Company or associated company.
- 21.3 Subject to the provisions of, and so far as may be permitted by, the Statutes, the Company shall be entitled to fund the expenditure of every Director, alternate Director or other officer of the Company incurred or to be incurred:
  - 21.3.1 in defending any criminal or civil proceedings; or
  - 21.3.2 in connection with any application under sections 661(3), 6601ff the e