

THE COMPANIES ACTS 2006

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

SCTP LIMITED

INTERPRETATION

1) In these Articles:

WORDS

MEANINGS

“the Act” The Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force

“Articles” These Articles of the SCTP

“the SCTP” SCTP Limited

“the Seal” The common seal of SCTP

“the United Kingdom” Great Britain and Northern Ireland

“in writing” Written, printed or lithographed, or partly another, and other modes of representing or reproducing words in a visible form

“the office”	The registered office of SCTP
“the Secretary”	The secretary of SCTP or any other person appointed to perform the duties of the secretary of SCTP, including a joint, assistant or deputy secretary
“the Board”	The Board of Directors of SCTP for the time being
“Director”	A Member of the Board of Directors

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on SCTP.

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender Chairman shall also include Chairwoman.

MEMBERSHIP

- 2) The number of Members with which SCTP proposes to be registered is unlimited.
- 3) The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to Membership from time to time shall be Members of SCTP.
- 4) The provisions of Section 22(2) of the Act shall be observed by SCTP and every Member of SCTP shall sign a written consent to become a Member, and on becoming a Member every Member shall have seen a copy of the Memorandum and Articles of Association of SCTP.
- 5) The Board shall admit to Membership all individuals or organisations and bodies whether corporate or not whom the Directors at their absolute discretion deem fit to be members.

- 6) The Board may in its discretion levy subscriptions on all Members at such rate(s) as it shall determine and may levy subscriptions at different categories of Members.

- 7) There shall be five classes of Membership namely:
 - (a) Full Members who are such companies, organisations or bodies who are eligible for membership and pay a full subscription that entitles such companies to full voting rights and full participation in the activities of SCTP;
 - (b) Associate Members who are such companies, organisations or bodies who are eligible for membership, at the discretion of the Directors and members following a process laid down in the company's membership policy, and pay a subscription set by the Directors. Such member shall not be entitled to full voting rights but shall be entitled to participation in the activities of SCTP as defined in its membership policy. Associate Members are those which in the view of the Directors are organisations whose prime purpose for joining SCTP is to make available their products or services to the membership.
 - (c) Partner Members who are such companies, organisations or bodies who are eligible for membership, at the discretion of the Directors and members following a process laid down in the company's membership policy, and pay a subscription set by the Directors. Such member shall not be entitled to full voting rights but shall be entitled to participation in the activities of SCTP as defined in its membership policy. Partner Members are those which in the view of the Directors are organisations whose prime purpose for joining SCTP is to work strategically with SCTP in a way that supports SCTP's ability to achieve its stated objectives.
 - (d) Honorary Members are such companies, organisations, bodies or individuals who are eligible for membership at the Directors' discretion. No membership fee shall be payable. Such member shall not be entitled to full voting rights but shall be entitled to participation in the activities of SCTP as defined in its membership policy.
 - (e) Consultant Members who are such individuals who are eligible for membership, at the discretion of the Directors and members following a process laid down in

the company's membership policy, and pay a subscription set by the Directors. Such member shall not be entitled to full voting rights but shall be entitled to participation in the activities of SCTP as defined in its membership policy. Consultant Members are those which in the view of the Directors are organisations whose prime purpose for joining SCTP is to make available their products or services to the membership.

RESIGNATION AND TERMINATION OF MEMBERSHIP

- 8) (a) Any Member may terminate his Membership of SCTP by notice in writing served on SCTP and thereupon he shall be deemed to have resigned and its name shall be removed from the Register of Members by the Secretary without any refund of subscription.
- (b) Where subscriptions or levies due to SCTP have been left unpaid for three months after the due date, the Membership is deemed to be terminated and its name removed from the Register of Members by the Secretary.
- (c) In the event that a Full Member ceases to be involved in the delivery of preemployment or work-based learning in Sussex the Member's name shall be removed from the Register of Members by the Secretary without any refund of subscription'.
- (d) The Directors may at their absolute discretion terminate an individuals organisation or other body's membership.

GENERAL MEETINGS

- 9) The SCTP shall in each year hold a general meeting as its annual meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of SCTP and that of the next. Provided that so long as SCTP holds its

first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such a time and place as the Directors shall appoint.

- 10) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 11) The Directors may, when they think fit, convene an extraordinary general meeting. At least 10 named Registered Members may also call for the Secretary to convene an extraordinary general meeting. Such a meeting shall have only a single resolution as its business and will be chaired by whosoever is Chair of the Board of Directors at the time, or if specifically requested by those Members calling the meeting, another named Member of the Board of Directors. The chair shall have a casting vote. Such Members calling an extraordinary general meeting, must deposit a sum of money with SCTP calculated by the Board of Directors to cover the cost of such a meeting. This money will be returned if the resolution named as the purpose for the meeting succeeds, but there will be no refund if it fails.

NOTICE OF GENERAL MEETINGS

- 12) An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of SCTP other than an annual general meeting or a meeting for the passing of a special resolution called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given, in manner hereafter mentioned or in such other manner, if any, as may be prescribed by SCTP in general meeting, to such persons as are, under the Articles of SCTP, entitled to receive such notices from SCTP:

- 13) The notice shall be given to all the Members entitled to vote and to the Directors and Auditors/Accountants.
- 14) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 15) The business of an annual general meeting shall be to receive and consider the accounts and balance sheets and the reports of the Directors and Auditors/ Accountants; to elect Directors in place of those retiring and also additional Directors and to elect Auditors/Accountants and fix their remuneration. All other business transacted at an annual general meeting shall be deemed special.
- 16) No business shall be transacted at any meeting, except the adjournment of the meeting, unless a quorum of Full Members is present at the time when the meeting proceeds to business, and such quorum shall consist of seven of the total number of Full Members entitled to vote.
- 17) If within thirty minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Member or Members present may determine, and if at such adjourned meeting a quorum be not present within thirty minutes from the time appointed for the meeting, the Member or Members present shall be deemed to be a quorum and may do all business which a full quorum might have done.
- 18) The Chairman/chairwoman (if any) of the Board, or in his absence the vicechairman/chairwoman (if any) shall preside as chairman/chairwoman at every general meeting of SCTP. If there be no such chairman/chairwoman, or if at any meeting he be not present within thirty minutes after the time appointed for holding the

meeting, the Members present shall choose one of the Directors present to be the chairman/chairwoman, or if no Director be present, and willing to take up the chair, the Members present shall choose one of their number to be chairman/chairwoman.

- 19) The chairman/chairwoman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 20) In the case of an equality of votes, the chairman/chairwoman of the meeting shall be entitled to a second or casting vote.

VOTES OF MEMBERS

- 21) Subject as hereinafter provided every Member entitled to vote shall be known as a Full Member and shall have one vote. Voting Membership is restricted to Full Members. For the avoidance of doubt only one representative from each Member attending such a meeting may vote (provided it is so entitled). For the avoidance of doubt, in the matter of voting at the election of directors, each full member shall be entitled to one vote for each director post that is the subject of the election.
- 22) Save as herein expressly provided, no voting Member other than a voting Member who shall have paid every subscription and other sum (if any) which shall be due and payable to SCTP in respect of its Membership shall be entitled to vote on any question either personally or by proxy.

- 23) No Member shall vote on any matter in which it has an interest whether pecuniary or otherwise or debate on such matter without the permission of the majority of the Members present at such meeting.
- 24) Votes that will be counted shall be either a show of hands at a meeting, in the form of a secret ballot at a meeting or by postal vote. The choice of voting will be entirely at the discretion of the Directors, to be notified to Full Members at the time that the notice of the meeting is sent to Full Members, save in the matter of the election of Directors which will always be by secret ballot. In the case of either the show of hands or the secret ballot procedure being adopted, written proxy votes are acceptable. Proxy to be defined as votes in writing from those entitled to vote, regarding a specific resolution and received by the Secretary, by 5pm on the day preceding the meeting on the designated form. The designated form will be in the format that the Directors decide appropriate. The responsibility for obtaining such a form from the Secretary shall rest with the voting Member who wishes to use it, if it is not sent out with the notice of the meeting.
- 25) In the event of an equal number of votes being cast for or against a motion the Chairman shall have a casting vote.

DIRECTORS

- 26) The number of Directors shall be not less than two nor more than six.
- 27) The first Directors shall be the subscribers to the Memorandum of Association.
- 28) The Directors may from time to time appoint any Member as a Director either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain his office only until the next annual general meeting, but he shall then be eligible for re-election. The Directors shall be entitled to receive fees as shall be voted at a general meeting.

- 29) No person other than a voting Member of SCTP shall be eligible to hold office as a Director.

POWERS TO EMPLOY

- 30) The Directors may from time to time employ such persons upon such terms as they deem fit to assist in the management or administration of SCTP or any subsidiary or associate company.

POWERS AND DUTIES OF DIRECTORS

- 31) The business of SCTP shall be managed by the Directors, who may pay all expenses incurred in promoting and registering SCTP, and may exercise all such powers of SCTP as are not, by the Act, or by these Articles, required to be exercised by SCTP in general meeting, subject nevertheless to the provisions of the Act or the Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by SCTP in general meeting; but no regulation made by SCTP in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
- 32) The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of person, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of SCTP for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 33) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to SCTP, shall be signed, drawn, accepted,

endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine. The Directors shall specify two of their number to sign cheques drawn on the Company account and inform the company's bank of this mandate. Payments may be made with evidence of the approval of a minimum of two Directors. The Directors may enter into any indemnity regarding the performance of any obligations by SCTP.

- 34) The Directors shall cause minutes to be made in books provided for the purpose.
- (a) of all appointments of officers made by the Directors
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors
 - (c) of all resolutions and proceedings at all meetings of SCTP, and of the Directors, and of committees of Directors and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.
- 35) The Directors for the time being may act notwithstanding any vacancy in their number, provided always that if at any time the Directors be reduced in number below the minimum prescribed by these Articles, it shall be lawful for the Directors available to act for the purpose of admitting persons to Membership of SCTP, filling up vacancies in their number or of summoning a general meeting but for no other purpose.
- 36) The Directors may at any time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing number (but not so as to exceed the maximum number of Directors prescribed by these Articles). Any person so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

- 37) The Directors may at any time form Committees presided over by a Director but made up of Members for such purposes as the Directors deem fit. Without prejudice to the general powers conferred by Article 36 and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Directors shall be entrusted with the following powers:

From time to time to make all such regulations and byelaws as they think proper with regard to the affairs and concerns of SCTP, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient. Provided that the same do not contravene any of the provisions herein contained, and provided that no bye laws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles as could only legally be made by a special resolution passed in accordance with the provisions of Section 378 of the Act.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 38) (a) The office of a Director shall be terminated forthwith where a Director is a representative of a Full Member who ceases to be involved in the provision of pre-employment or work-based learning in Sussex', or ceases to be a representative of a Full Member organisation'.
- (b) The office of a Director shall be vacated if
- i) He ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
- ii) He becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- iii) He is, or may be, suffering from mental disorder and either:
- (1) He is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in

Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

(2) An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

iv) He resigns his office by notice in writing to SCTP; or

v) He shall miss two out of any six meetings for Directors without permission of the Directors and the Directors resolve that his office be vacated; or

vi) He is directly or indirectly interested in any contract with SCTP and fails to declare the nature of his interest in manner required by Section 317(1) of the Act.

ROTATION AND ELECTION OF DIRECTORS

39) (a) The first Directors of the Company shall retire at the end of the second year and offer themselves for re-election. Thereafter the election of Directors shall be for a two year period at the end of which they shall retire and be eligible for re-election.

(b) Only representatives of Full Members are eligible for election as a Director and only Full Members can nominate them for election. A minimum of two Full Members shall be required to nominate a Member for election.

(c) Members nominated for election shall sign a declaration that they are willing to seek election.

- (d) All nominations and declarations of acceptance of nomination shall be received by the Secretary between ten and five weeks before an annual general meeting at which they will be voted. All Full Members will be notified of the dates of this period not more than fifteen weeks and not less than eight weeks before the date of the annual general meeting.
 - (e) All voting Members shall be notified of the date and venue of an annual general meeting at least three weeks before it is due to take place, together with details of all accepted nominations, retiring Directors seeking re-election, any Directors appointed since the previous annual general meeting and Directors continuing in office.
- 40) The SCTP may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increase or reduced number is to stand down from office.

PROCEEDINGS OF DIRECTORS

- 41) The Directors shall meet together at a frequency determined by them but shall be not less than every 6 months. Questions arising at any meeting shall be decided by a majority of votes, in the case of an equality of votes the chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.
- 42) The quorum necessary for the transaction of the business of the Directors shall be one less than the number of serving directors, subject to a minimum of two. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of SCTP for the time being vested in the Directors generally, but all Directors that it is possible to notify, must be so notified of any proposed meeting.

- 43) A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 44) The Directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
- 45) The Directors may delegate any of their powers to committees consisting of such Directors together with such other Members of SCTP as they shall think fit, and any committee so framed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors aforesaid.
- 46) All acts bona fide done by any meeting of the Directors or of any committee of the Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.
- 47) A committee may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be chairman of the meeting.

- 48) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
- 49) A resolution in writing signed by all Directors for the time being or by all Members of any committee of Directors who are duly entitled to receive notice of a meeting of the Directors or of such committee shall be valid and effectual as if it had been passed at a meeting of the Directors or of such committee duly convened and constituted.
- 50) There is to be at least three meetings of the board of Directors each year plus any further they deem necessary up to a maximum of six. The venue of these meetings they should agree among themselves and in the event of failing to achieve agreement, each Director shall in turn decide the venue of the next meeting, in alphabetical second name order.
- 51) Directors shall be entitled to claim all expenses incurred by them when working on SCTP's behalf. They will be entitled also to reasonable remuneration for the time they expend. The amount of remuneration shall depend on what is agreed and in force at the time.

SECRETARY

- 52) The Secretary or office staff shall be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
- 53) The Secretary may be a Director or externally appointed person.

MEETINGS OF THE MEMBERS

- 54) The Directors shall procure that a meeting of the Members shall be called within two months of the date of Incorporation and at least bimonthly thereafter for the purpose of promoting the objectives of the Company.

- (a) The Directors shall ensure that four days in advance of such meeting an Agenda stating the time place and items to be discussed shall be circulated to all Members
- (b) That in the event that any item on the Agenda is contentious a vote of those Members present in person or by proxy shall be taken and the Directors shall in its dealings act in accordance with such vote. For this purpose a standard proxy form shall be prepared in advance of the first meeting of Members. It shall be up to the Member to ensure that it obtains and uses such form of proxy if it wishes to vote by proxy
- (c) In the event of an equality of votes at such meeting the Chairman/Chairwoman of the Board of Directors shall have the casting vote.

THE SEAL

- 55) The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

INCOME OF SCTP

- 56) The income of SCTP shall be applied solely towards the promotion of all or any of the objects of SCTP as set forth in SCTP's Memorandum of Association as the Directors may from time to time think fit with power to the Directors to create a reserve fund or reserve funds to be applicable for any such purposes, and, if the Directors shall think fit also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any

reserve fund may at the discretion of the Directors either be employed in the business of SCTP, or be invested from time to time in such investment as SCTP may think fit.

ACCOUNTS

- 57) The Directors shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by SCTP and the matters in respect of which such receipts and expenditure take place
 - (b) all sales and purchases of goods by SCTP and
 - (c) the assets and liabilities of SCTP.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of SCTP and to explain its transactions.

- 58) The books of account shall be kept at the registered office, or, subject to Section 222 of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.
- 59) The Directors shall from time to time determine whether and to what extent and what times and places and under what conditions or regulations the accounts and books of SCTP or any of them shall be open to the inspection of Members of SCTP, and no Member shall have any right of inspecting any account or book or document of SCTP except as conferred by statute or authorised by the Directors or by SCTP in general meeting.
- 60) Save where the Members otherwise elect in general meeting or by written resolution in accordance with the provisions of section 379A of the Act to dispense with the laying of accounts and reports before SCTP in general meeting pursuant to section 252 of the

Act, at the annual general meeting in every year the Directors shall lay before SCTP a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of SCTP) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Directors and the accountants/auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 of the Act, be sent to the accountants/auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

- 61) Auditors/Accountants shall be appointed and their duties regulated in accordance with the Act.

NOTICES

- 62) A notice may be served by SCTP upon any Member either personally, by e-mail or by sending it by first class post in a pre-paid envelope addressed to such Member at their registered address as appearing in the Register of Members.
- 63) Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give SCTP an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from SCTP, although the Directors may vary that at their discretion for agreed international Members, groups or matters.

- 64) Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter obtaining the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a pre-paid letter.

WINDING UP

- 65) Clause 8 of the Memorandum of Association relating to the winding up and dissolution of SCTP shall have effect as if the provisions thereof were repeated in these articles.

INDEMNITY

- 66) Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or accountant/auditor of SCTP shall be indemnified out of the assets of SCTP against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of SCTP.