

Company Number: 11735499

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

City & Guilds College Association Limited

Incorporated on: 19th December 2018

Final as registered on 19 December 2018

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF CITY & GUILDS COLLEGE ASSOCIATION LIMITED

1. PRELIMINARY

- 1.1. These Articles of Association create City & Guilds College Association Limited (the Company) as a successor to the unincorporated City & Guilds College Association, for the Constituency set out in Clause 3 and the Objects set out in Clause 4.
- 1.2. On handover day, the unincorporated Association will transfer all its assets and operations into the new Company and be subsequently disbanded.
- 1.3. The operating name of the Company is City & Guilds College Association, hereinafter referred to as the Association. The full name of the Company, City & Guilds College Association Limited, or the shortened form, CGCA Limited, will be used only where formally necessary.
- 1.4. The model articles of association for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the "Model Articles") have been taken into account in the creation of the articles set out below; however, the primary driver in the creation of these articles has been to match as closely as practicable the provisions of the Constitution of the unincorporated City & Guilds College Association. The articles set out below shall be the Articles of Association of the Company (the "Articles").
- 1.5. In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.6. Even though they are numbered and cross-referenced, the headings used in these Articles are included only for the sake of convenience and shall be ignored in construing the language or meaning of these Articles.
- 1.7. In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa, references to one gender include all genders, and references to persons include bodies corporate and unincorporated associations.

2. DEFINED TERMS

- 2.1 In the Articles, unless the context requires otherwise:
 - a) "Articles" means the Company's articles of association;
 - b) "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;
 - c) "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;
 - d) "Company" means the City & Guilds College Association Limited;
 - e) "Constitution" means the Constitution of the unincorporated City & Guilds College Association;
 - f) "department" means any School or Department of Imperial College;
 - g) "Constituent Department" means a "department" that awards ACGI to each graduating student and is therefore eligible to have a Departmental Representative on the Advisory Council;
 - h) "Director" means a Director of the Company, and includes any person occupying the position of Director, by whatever name called;

- i) "document" includes, unless otherwise specified, any document sent or supplied in electronic form;
 - j) "electronic form" has the meaning given in section 1168 of the Companies Act 2006;
 - k) "member" has the meaning given in section 112 of the Companies Act 2006;
 - l) "secretary" means the secretary of the Company, if any, appointed in accordance with Article 10.1 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
 - m) "special resolution" has the meaning given in section 283 of the Companies Act 2006;
 - n) "subsidiary" has the meaning given in section 1159 of the Companies Act 2006;
 - o) "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.
- 2.2 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.
- 2.3 In addition to its normal use as a plural pronoun, the word 'they' is also used in context as a singular non-gender-specific pronoun instead of constructions such as she/he.
- 2.4 Throughout these Articles any reference to writing or sending a letter shall include letters, emails, faxes or other generally acceptable forms of communication at the time.

3. CONSTITUENCY

- 3.1 The Constituency of the Association is the past and present students and staff of those departments at Imperial College and its predecessors in which the Associateship of City & Guilds of London Institute (ACGI) is or has been awarded, hereinafter referred to as Constituent Departments.
- 3.2 However, membership may be extended to sister departments in faculties and colleges containing a Constituent Department by decision of the Board of Directors as advised by the Advisory Council.
- 3.3 A list of Constituent Departments (those eligible to have a Departmental Representative on the Advisory Council), as approved by the Board of Directors, will be issued with the papers for the AGM.

4. OBJECTS

- 4.1 The objects of the Association are:
- a) to promote association and mutual assistance among its members;
 - b) to develop matters of general interest to them;
 - c) to further the interests of the Constituent Departments and their past and present students;
 - d) to co-operate with any other body or bodies to these ends; and
 - e) to do all things incidental to the attainment of these objectives including but not limited to the payment from time to time of any funds of the Association to the Old Centralians' Trust as constituted by a Trust Deed made the 24th day of September 1965 by Bernard George Neal and Arthur Montague Holbein.
- 4.2 Publications shall include magazines, flyers, advertisements, web pages, social media posts and articles, notices and other generally accepted forms of making information available to members at the time.

5. INCOME & PROPERTY

- 5.1 The income and property of the Association shall be applied solely towards the objects of the Association.
- 5.2 The Members of the Association shall not have any personal claim on any of its property and no part of the income or property of the Association shall be paid or transferred in any way whatsoever by way of profit to persons who at any time are or have been members of the Association, provided that nothing herein shall prevent the payment as approved by the Board of Directors of remuneration for services actually rendered or to be rendered to the Association by any such person.
- 5.3 Nothing in this Article prevents any payment in good faith by the Company:
- a) of reasonable remuneration to any member who is an officer or employee of the Company or who otherwise provides any services to the Company, subject to approval by the Board;
 - b) of interest on money lent by any member of the Company at a reasonable and proper rate per annum to be agreed by the Directors;
 - c) of reasonable rent for premises demised or let by any member of the Company;
 - d) of fees, remuneration or other benefit in money or money's worth to any company of which a member may also be a member holding a share of issued share capital of that company;
 - e) to any Director of expenses incurred in pursuance of their duties;
 - f) of any premium in respect of any insurance against any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company.
- 5.4 Any agreed expenses incurred by members in performance of their duties for the affairs of the Association will be processed by the Honorary Treasurer or Company Secretary on presentation of supporting documentation for those expenses.
- 5.5 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company generally, but shall be given or transferred to:
- a) a body or bodies having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company by virtue of this Article;
 - b) if and so far as effect cannot be given to the provisions of paragraph (a), then to a body or bodies the objects of which are the promotion of charity and anything incidental or conducive thereto.

6. MEMBERSHIP

- 6.1 Members of the Association shall be either Individual or Honorary Members.
- a) Individual Members (hereinafter referred to as Members) shall be persons who are past students or present students or past or present members of the staff of the Constituent Departments during the time that that department was on the list of Constituent Departments.
 - b) Honorary Members shall be individuals who are recognised by the Advisory Council as having rendered special service in helping the Association to attain or promote its objectives.
- 6.2 The rules for Election of Members, Subscriptions and Expulsion as set out in the Constitution of the unincorporated Association are transferred to CGCA Limited as Membership Rules set out in a separate operational document, which also includes changes in terminology consequent

upon incorporation and matters agreed at the 2017 AGM not included in the Constitution.

- 6.3 The Board of Directors in consultation with the Advisory Council may as it sees fit change those rules from time to time in the light of changing circumstances for the Association and its constituency.
- 6.4 A Member may withdraw from membership of the Association by giving notice to the Company in writing; and upon receipt by the Company of such notice, that member's membership is terminated immediately.

7. LIABILITY OF MEMBERS

- 7.1 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 he is a Member or within one year after he ceases to be a Member, for
- a) payment of the Company's debts and liabilities contracted before he ceases to be a Member;
 - b) payment of the costs, charges and expenses of winding up, and adjustment of the rights of the contributories among themselves.

8. BRANCHES

- 8.1 The Advisory Council may establish or assist in establishing or may recognise local and overseas branches and may contribute to the funds of such branches.
- 8.2 However, the Association shall not be responsible for any liability incurred by or on behalf of any branch beyond the agreed amount of such contribution.

9. ORGANISATION OF THE COMPANY AND THE ASSOCIATION'S AFFAIRS

- 9.1 The governance of the Company and the Association's affairs is provided through three principal bodies – the Board of Directors, the Advisory Council and the Operations Committee – supported by other committees set up by the Directors from time to time as they see fit.
- 9.2 The Officers of the Association form the core of the Board of Directors. They and their terms of office are as follows.

Association Officer Role	Company Role	Term of Office
President	Director and Chairman	2 years from the AGM at which they are elected
Senior Vice President	Director and Vice-Chairman	Maximum 2 years, from date of appointment or the AGM at which they are elected until they either resign or accede to the Presidency
Vice President	Director	Maximum 4 years, from date of appointment or the AGM at which they are elected until they either resign or accede to the Senior Vice-Presidency
Immediate Past-President	Director	2 years from the AGM at which they cease to be President
Honorary Secretary	Director and Chief Operating Officer	No limit. Subject to re-election at each AGM annually.

Association Officer Role	Company Role	Term of Office
Honorary Treasurer	Director and Company Secretary	No limit. Subject to re-election at each AGM annually.
Honorary Secretary for Younger Members	Director	No limit until they are 35/40, when they step down at the next AGM. Subject to re-election at each AGM annually/every three years.

- 9.3 The Board of Directors has the opportunity, with advice from the Advisory Council, of appointing further Directors should they decide that the running of the Association is improved through such appointments.
- 9.4 The Advisory Council has an advisory role to the Board and provides a means for the Officers/Board to consult representatives of the Association's membership and other stakeholders on any matter relating to the Association's role, strategy or activities, and is composed of at least the following:
- a) All the Officers;
 - b) Two Members representing each eligible Constituent Department as defined in Clause 3 on Constituency, hereinafter called Departmental Representatives;
 - c) All Branch Chairmen and Honorary Secretaries;
 - d) A Member who is also a member of the Academic Staff of Imperial College Faculty of Engineering appointed by the Board on advice from the Advisory Council;
 - e) President of the City and Guilds College Union (CGCU);
 - f) Up to 10 members appointed by the Board on advice from the Advisory Council as advisors and/or influencers drawn from related industry, practice, academia and CGCU.
- 9.5 The Advisory Council shall settle its own procedures but they must make best endeavours to provide online remote access for those members of the Advisory Council not able to join the meeting physically to do so remotely.
- 9.6 At least seven days' notice shall be given of any meeting of the Advisory Council. Seven Members entitled to be present at such a meeting shall constitute a quorum.
- 9.7 The Advisory Council shall hold office from one Annual General Meeting to the next following.
- 9.8 The Operations Committee comprises the Directors and those occupying roles in the running of the Association's activities or in liaison with the City & Guilds College Union. These include but are not limited to:
- a) the Editor of Imperial Engineer;
 - b) the Annual Dinner Organiser;
 - c) Events Coordinator;
 - d) Membership Secretary;
 - e) Departmental Representatives appropriate to the particular meeting agenda;
 - f) Webmaster(s);
 - g) Decade Reunion manager;
 - h) City & Guilds College Union officers.
- 9.9 Meetings of the Operations Committee can be in parallel with meetings of the Board of Directors, with a combined Agenda, or held separately as the Directors see fit. The

composition of the Operations Committee for any particular meeting can be tailored to the agenda of the meeting, so not all members listed above will be expected to attend every meeting. In addition, the Board may choose to invite members of the Advisory Council and/or Operations Committee to attend a Board Meeting to provide input to one or more agenda items, as the Board sees fit.

- 9.10 Other committees of the Association may be set up by the Directors as they see fit, operating under rules and procedures that the Directors establish. Those procedures should be based as far as they are applicable on those provisions of the Articles that govern the taking of decisions by Directors. The rules of procedure established by the Directors for all or any committees shall prevail over rules derived from the Articles if they are not consistent with them.
- 9.11 The Directors may appoint an Executive Secretary to the Company for such period, for such remuneration and upon such conditions as they think fit; and any Secretary so appointed by the Directors may be removed by them.

10. ELECTION OF OFFICERS AND ADVISORY COUNCIL MEMBERS

- 10.1 The Officers of the Association who will be Directors of the Company shall be elected by the Members at the Annual General Meeting as provided in Clause 13 on the recommendation of the Advisory Council.
- 10.2 Each Candidate for the offices of President and Vice-President shall be nominated by a Member and seconded by at least one other Member.
- 10.3 At the Board Meeting prior to the Annual General Meeting, the Honorary Secretary will present a list of Constituent Departments that would be eligible to have Departmental Representatives for the ensuing year.
- 10.4 The Board of Directors shall decide in advance of the Annual General Meeting which Constituent Departments on the list provided by the Honorary Secretary shall be eligible to have Departmental Representatives for the ensuing year.
- 10.5 Within a Constituent Department as decided by the Directors, two Departmental Representative posts will be available for election to the Advisory Council. One Departmental Representative should preferably be 40 years old or under and the other should preferably be 40 years old or over, but this will not be a requirement.
- 10.6 Nominations to fill vacancies in all posts must be received by the Honorary Secretary not later than two weeks before the date of the Annual General Meeting. The Advisory Council may make nominations not exceeding in number the vacancies to be filled from any one Constituent Department.
- 10.7 The Member for the Academic Staff of the College on the Advisory Council shall be a present member of the staff and shall be nominated by the Advisory Council.
- 10.8 The complete list of candidates shall be circulated with the Agenda for the Annual General Meeting and displayed there to the Members present who shall vote thereon at the AGM.
- 10.9 The Member representing the City and Guilds College Union on the Advisory Council shall be the elected President of City and Guilds College Union. This Member may propose other students to attend the Operations Committee Meetings in an observer capacity so as to fully represent the student body.
- 10.10 The Advisory Council may fill any vacancy arising thereon by appointment during its term of office. Any person thus appointed must retire at the next ensuing Annual General Meeting but shall be eligible for re-election, except the President, Senior Vice President or Vice President where Clause 9.2 will apply.

11. DIRECTORS' DUTIES AND GENERAL AUTHORITY, AND INVESTMENT OF FUNDS

- 11.1 The Directors of the Company have control over the affairs and property of the Company and are responsible for management of the Company's business. They are advised by the Advisory Council as indicated in these Articles and are charged with running the Association not only in line with these Articles but also with taking into account the advice of the Advisory Council, which the Board shall not unreasonably ignore.
- 11.2 The Directors have authority to exercise any powers of the Company which are necessary and/or incidental to the promotion of any or all of the objects of the Company set out at Article 4.1.
- 11.3 The President shall be Chairman of the Association, the Advisory Council and the Board of Directors.
- 11.4 The Senior Vice-President shall be Vice-Chairman of the Association, Advisory Council and Board.
- 11.5 The Honorary Secretary (supported as necessary by one or more Assistant Secretaries) shall attend to the general business of the Association under the direction of their fellow Directors.
- 11.6 The Honorary Treasurer shall hold the un-invested funds of the Association including monies held by for current expenses. They shall keep the financial accounts of the Association and shall be responsible to the Board and Advisory Council for the disbursement of all un-invested funds. They shall also attend to any matters arising out of the investment of the funds of the Association, subject only to the powers and duties of the Investment Committee set out in Clauses 11.7 to 11.10. They shall arrange for the accounts of the Company to be audited in time for presentation at the following year's AGM.
- 11.7 Any funds of the Association surplus to current requirements shall be invested as the Board of Directors shall from time to time determine. These investments will be held on behalf of the Association by the Honorary Treasurer as advised by the Board and by an Investment Committee should the Board see fit to establish one.
- 11.8 Members of any Investment Committee shall be selected by the Board in consultation with the Advisory Council. The Investment Committee will recommend investment managers and investment strategy to the Board for approval.
- 11.9 All income arising from such investments shall be paid into the current funds of the Company.
- 11.10 All directions agreed by the Advisory Council will be communicated by the Investment Committee to the investment managers by secure and auditable means agreed by the Investment Committee with the investment managers.
- 11.11 Any surplus of income over expenditure in any year are to be retained in the Company and used to further the objects of the company and shall not be paid to the Members or any other party as dividends.
- 11.12 The Honorary Secretary for Younger Members shall represent the interests of and coordinate all activities involving younger members of the Association while in education and after leaving.
- 11.13 Upon the direction of the Board as advised by the Advisory Council the Honorary Secretary and Honorary Treasurer as Company Secretary shall execute on behalf of the Association any Deed to which the Association may be a party.

12. TERMINATION OF A DIRECTOR'S APPOINTMENT

- 12.1 A person ceases to be a Director as soon as:
 - a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
 - b) a bankruptcy order is made against that person;

- c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- e) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

12.2 In addition to the events terminating a Director's appointment set out in Clause 12.1, a person ceases to be a Director as soon as that person has for more than six consecutive months been absent without permission of the other Directors from meetings of Directors held during that period and the other Directors make a decision to vacate that person's office.

13. ARRANGEMENT AND CONDUCT OF GENERAL MEETINGS

- 13.1 The Company's Annual General Meeting shall be held in London, and best efforts made to provide a form of remote access to view and vote, if possible in May but not later than the end of June, to:
- a) receive and adopt the report and accounts for the previous year;
 - b) to elect Officers (who are also Directors), any other Directors proposed by the Officers, and Members of the Advisory Council for the ensuing year;
 - c) to appoint Auditors who shall audit the Company's financial accounts for the ensuing year; and
 - d) to discuss any matters appropriate to an Annual General Meeting.
- 13.2 At least one calendar month's notice of the Annual General Meeting shall be given to Members and this notice shall specify the time and place of the meeting. If possible this notice and the agenda for the meeting shall be published in the Spring issue of the Journal of the Association and shall in any event be available on request from the Honorary Secretary on or after 4 weeks before the date of the meeting.
- 13.3 A Special General Meeting may be convened by the Board and must be so convened upon a requisition to do so being made in writing to the Honorary Secretary by 30 or more Members of the Association. The requisition must specify clearly the objective of the Meeting. The Meeting must be held in London, and best efforts made to provide a form of remote access to view and vote, within three calendar months of the receipt of the requisition by the Honorary Secretary. Only the matter for which the Meeting shall have been convened shall be dealt with. At least one calendar month notice of the Meeting shall be given to Members.
- 13.4 Thirty Members present within 30 minutes of the time fixed for holding a General Meeting shall constitute a quorum.
- 13.5 At General Meetings the Chair shall be taken by the President or in his or her absence by the most senior Vice-President or if no Vice-President be present by a Chairman chosen from among those present.
- 13.6 Decisions at General Meetings shall be on the basis of one Member one vote. Such decisions shall be by a show of hands (whether physically or remotely where available). In case of equality of votes the Chairman shall have a second or casting vote.

14. MEMBERS' RESERVE POWER

- 14.1 The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

14.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

15. DIRECTORS' INDEMNITY AND INSURANCE

15.1 Indemnity – Subject to Clause 15.3, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

- a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
- b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
- c) any other liability incurred by that Director as an officer of the Company or an associated company.

15.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law. In this article:

- a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- b) a "relevant Director" means any Director or former Director of the Company or an associated company.

15.3 Insurance – The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss. In this article:

- a) a "relevant Director" means any Director or former Director of the Company or an associated company;
- b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated Company or any pension fund or employees' share scheme of the Company or associated company; and
- c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

16. Changes

16.1 These Articles of Association can only be amended at an Annual General Meeting or a Special General Meeting convened for the purpose.

16.2 No amendment shall be approved unless it shall receive the affirmative vote of at least two thirds of those present and eligible to vote.

Registered at Companies House, 19 December 2018