

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not Having a Share Capital

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**Memorandum  
and  
Articles of Association  
of  
TrainerBase**

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The Companies Acts 1985 to 2006

Company Limited by Guarantee and not Having a Share Capital

**Memorandum of Association**

**of**

**TrainerBase**

**Name**

1. The name of the company is TrainerBase. In this Memorandum and the company's Articles of Association it is called "the Company".

**Registered office**

2. The registered office of the Company is situated in England and Wales.

**Objects**

3. The objects of the Company are:
  - 3.1 to establish an organisation which represents individuals and organisations providing Training Services;
  - 3.2 to promote and develop the interests of the Company's members, both in relation to each other and in relation to persons and other entities not being members;
  - 3.3 to establish and maintain Codes of Conduct for members of the Company, in relation to members' relations both to each other and to persons and entities to whom members provide services;
  - 3.4 to promote integrity, competence and high standards in the provision of services by the Company's members;
  - 3.5 to promote contact and develop good relations between persons providing Training Services;
  - 3.6 to do such things as the Company may deem necessary or desirable to raise and maintain the respect of members of the public for members; and
  - 3.7 to provide programmes and resources to assist persons providing Training Services better to provide those services.

**Powers**

4. To further its objects the Company may:

- 4.1 provide and assist in the provision of money, materials or other help;
- 4.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational, training and/or learning activities;
- 4.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;
- 4.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 4.5 provide or procure the provision of advice;
- 4.6 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies;
- 4.7 enter into contracts to procure or to provide services to or on behalf of itself or other bodies;
- 4.8 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 4.9 subject to any consent required by law, dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Directors think fit;
- 4.10 subject to any consent required by law, borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds;
- 4.11 set aside funds for special purposes or as reserves against future expenditure;
- 4.12 invest the Company's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.13 delegate the management of investments to a financial expert or experts provided that:
  - 4.13.1 the investment policy is set down in writing for the financial expert or experts by the Directors;
  - 4.13.2 every transaction is reported promptly to the Directors;
  - 4.13.3 the performance of the investments is reviewed regularly by the Directors;
  - 4.13.4 the Directors are entitled to cancel the delegation arrangement at any time;
  - 4.13.5 the investment policy and the delegation arrangements are reviewed at least once a year;
  - 4.13.6 all payments due to the financial expert or experts are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and

- 4.13.7 the financial expert or experts may not do anything outside the powers of the Directors;
- 4.14 arrange for investments or other property of the Company to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or of a financial expert or experts acting under their instructions and pay any reasonable fee required;
- 4.15 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 4.16 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 4.17 raise funds by way of subscription, donation or otherwise;
- 4.18 accept (or disclaim) gifts of money and any other property;
- 4.19 trade in the course of carrying out the objects of the Company;
- 4.20 incorporate subsidiary companies to carry on any trade;
- 4.21 subject to clause 5:
- 4.21.1 engage and pay employees, officers, consultants and professional or other advisers; and
- 4.21.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 4.22 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 4.23 become a member, associate or affiliate of or act as Director or appoint Directors of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Company's objects);
- 4.24 amalgamate with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 4.25 co-operate with companies, trade associations, charities, voluntary bodies, statutory authorities and or any other body whatsoever and to exchange such information and advice with them as may be lawful and as the Directors may deem appropriate;
- 4.26 pay out of the funds of the Company the costs of incorporating, registering and establishing the Company;

- 4.27 insure the property of the Company against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect the Company;
- 4.28 provide such indemnity insurance as may be lawful and considered necessary to protect the liability of the Directors;
- 4.29 obtain and co-ordinate resources and funding;
- 4.30 plan, develop, undertake and otherwise promote projects and programmes;
- 4.31 bring together all human and material resources of whatsoever kind and give such advice and practical assistance as considered appropriate for that purpose;
- 4.32 establish such Codes of Conduct and other rules and regulations in relation to members and the activities and internal operation and management organisation of the Company as the Directors may from time to time decide in pursuit of the Company's objects; and
- 4.33 do all such other lawful things as may further the Company's objects.

#### **Limitation on private benefits**

- 5.1 The income and property of the Company shall be applied solely towards the promotion of its objects.
- 5.2 Except as provided in this clause 5.2, no part of the income and property of the Company may be paid or transferred directly or indirectly by way of profit to the members of the Company. This clause shall not prohibit or restrict any payment in good faith by the Company of:
  - 5.2.1 any payment made to any Director of the Company;
  - 5.2.2 any payment made to any Director, officer or auditor under the indemnity provisions set out at Article 93;
  - 5.2.3 reasonable and proper remuneration to any person (including a Director) for any goods or services supplied to the Company (including services performed under a contract of employment with the Company);
  - 5.2.4 interest on money lent by any person at a reasonable and proper rate;
  - 5.2.5 any reasonable and proper rent for premises let by any person;
  - 5.2.6 fees, remuneration or other benefits in money or money's worth to a company of which a member, Director or Connected Person holds any interest;
  - 5.2.7 reasonable and proper out-of-pocket expenses of Directors; and
  - 5.2.8 reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 4.28 of this Memorandum.

### **Limited liability**

6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute a sum not exceeding £1 to the assets of the Company if it is wound up during his or her membership or within one year afterwards:
  - 7.1 for payment of the debts and liabilities of the Company contracted before he or she ceased to be a member;
  - 7.2 for the costs, charges and expenses of winding up;
  - 7.3 for the adjustment of the rights of the contributories among themselves.

### **Winding Up**

8. If any assets remain after the Company has been wound up or dissolved and its debts and liabilities have been satisfied, such assets may not be paid to or distributed among the members of the Company, but must be transferred either to another body with objects similar to those of the Company or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the Company).

### **Definitions**

9. Words and phrases used in this Memorandum of Association have the same meanings as are ascribed to them in the Articles of Association of the Company unless the context otherwise requires.

We, the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum

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**Names and Addresses of Subscriber**

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		Guarantee
1.	Name:                      Girling Mayes Limited	£1
	Address:                   23 College Street Lampeter Ceredigion SA48 7DY	
	Date:                        18 December 2007	

# The Companies Acts

Company Limited by Guarantee and not Having a Share Capital

## Articles of Association

of

## TrainerBase

### Interpretation

1. In these Articles and the Memorandum the following terms shall have the following meanings:

	<b>Term</b>	<b>Meaning</b>
1.1	<b>“address”</b>	includes a number or address used for the purposes of sending or receiving documents by electronic means;
1.2	<b>“Articles”</b>	these Articles of Association of the Company;
1.3	<b>“Business Day”</b>	a day on which banks in the City of London are open for business;
1.4	<b>“circulation date”</b>	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.5	<b>“clear days”</b>	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.6	<b>“Code of Conduct”</b>	any code of conduct, any code of ethical practice or behaviour and any code of professional standards for the regulation of members’ activities which the Directors may adopt from time to time;
1.7	<b>“Company”</b>	TrainerBase;
1.8	<b>“Companies Acts”</b>	has the meaning given to it in section 2 of the Companies Act 2006;
1.9	<b>“Connected Person”</b>	(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or (b) any other person in a relationship with a Director which may reasonably be regarded as equivalent to such a relationship; or (c) any company or

- firm of which a Director is a paid director, partner or employee, or shareholder holding more than 1% of the capital;
- 1.10 **“Database”** the collection of names, addresses, commercial and other activities and associated information held on file in electronic form by GML at the date of incorporation of the Company;
- 1.11 **“Director” and “Directors”** the director and directors as defined in the Companies Acts;
- 1.12 **“electronic form” and “electronic means”** have the meanings respectively given to them in the Companies Act 2006;
- 1.13 **“financial expert”** an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 1.14 **“GML”** Girling Mayes Limited, a company limited by shares in England and Wales under company registration 3949370;
- 1.15 **“hard copy” and “hard copy form”** have the meanings respectively given to them in the Companies Act 2006;
- 1.16 **“Memorandum”** the Memorandum of Association of the Company;
- 1.17 **“Secretary”** the secretary of the Company (if any);
- 1.18 **“Training Services”** the provision of advice in relation to training and/or the development of training material and/or resources and/or the provision of training to individuals and/or groups and/or the provision of any activity that relates to the analysis, design, delivery and evaluation training requirements.

2. In these Articles and the Memorandum:

- 2.1 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Company.
- 2.2 Subject to Article 2.1, any reference in these Articles or the Memorandum to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
- 2.3 Reference to any gender includes a reference to all genders.

## Members

3. The subscribers to the Memorandum and such other persons as are admitted to membership by the Directors in accordance with the Articles shall be members of the Company. The names of the members of the Company shall be entered in the register of members.
4. Every person, whether a natural person or a body corporate, who wishes to become a member shall apply to the Company in such form as the Directors require and shall pay such entrance fee and annual subscription amounts as the Directors may from time to time determine. The Directors shall have power to admit persons to membership whom they reasonably judge will comply with these Articles and all Codes of Conduct in force from time to time and the Directors may decline to accept any person as a member if, acting reasonably, they decide that it is in the best interests of the Company to do so. In the event that the Directors decline any application for membership, the Directors shall as soon as reasonably practicable thereafter send written notification of that refusal to the refused applicant.
5. The Directors may from time to time and subject to these Articles prescribe criteria for membership but shall not by so doing become obliged to accept any person fulfilling those criteria as a member.
6. If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members. Subject to the Directors' right to decline to accept any person as a member, the unincorporated association or body shall be entitled to replace the member who is its representative with another person by giving notice to the Company and without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.
7. Every corporate member shall appoint an individual to represent it at meetings of the Company and the name of such representative and the fact that he or she is the representative of such member shall be noted in the register of members. A corporate member shall be able to replace its representative with another individual by giving notice to the Company.
8. Subject to Article 6, membership shall not be transferable and shall cease on death. A member shall cease to be a member:
  - 8.1 on the expiry of at least seven clear days' notice given by him or her to the Company of his or her intention to withdraw;
  - 8.2 if any subscription payable by the member to the Company is not paid on the due date, whereupon the membership of the relevant member shall cease at close of business on the date on which that payment was due or, if that date is not a Business Day, close of business on the first Business Day thereafter;
  - 8.3 if any sum payable by the member to the Company other than an amount payable for subscription is not paid on the due date and remains unpaid seven days after notice served on the member by the Company informing him or her that he or she will be

removed from membership if it is not paid. The Directors may re-admit to membership any person removed from membership on this ground on his or her paying such reasonable sum as the Directors may determine;

- 8.4 if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally or it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or an order is made or a resolution passed for its winding up; or
- 8.5 subject to Article 8.6, if, at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the grounds that he or she is in breach of any Code of Conduct and/or that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution shall not be passed unless the member has been given at least 21 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors and a member expelled by such a resolution shall nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her. The expelled member may appeal against the decision to expel him or her (once that decision has been made) by any appeals procedure that the Directors may establish from time to time. If no such appeals procedure exists, the expelled member may re-apply for membership at any time following his or her expulsion. The Directors may re-admit any person to membership, either pursuant to an appeal referred to in this Article 8.5 or otherwise, provided that the application and decision so to re-admit the member shall be subject to the provisions applying to applications for membership generally set out in Article 4; but
- 8.6 GML shall not be subject to Article 8.5.
9. Subject to the Companies Acts, the Directors may establish such classes or categories of membership as they think fit. The Directors may at their discretion levy subscriptions on members of the Company at such rate(s) as they shall decide and may levy subscriptions at different rates on different classes or categories of members.

### **Affiliate Members**

10. The Directors may establish such classes of affiliate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such affiliate members in accordance with such regulations as the Directors shall make provided that no such affiliate members shall be members of the Company for the purposes of the Articles or the Companies Acts.

### **Directors**

#### ***Number of Directors***

11. There shall be a minimum of three and a maximum of twelve Directors.

### ***Appointment, retirement, removal and disqualification of Directors***

12. This Article 12 shall apply to the appointment of Directors, provided that no such Article shall in any way modify or restrict the effects of section 303 of the Companies Act 1985 or (from and including the date on which it is in force) section 168 of the Companies Act 2006.
- 12.1 Those persons notified to the Registrar of Companies as the first directors of the Company shall be the first Directors.
- 12.2 GML shall have the right to appoint up to two Directors and may at any time remove and/or replace any such Director, provided that GML's rights under this Article shall automatically cease on the later of the two dates specified in Articles 12.3.
- 12.3 Notwithstanding any other provision of these Articles, no Director appointed pursuant to Article 12.2 shall be subject to retirement by rotation or be required to resign as a Director prior to the later of:
  - 12.3.1 the third annual general meeting of the Company; and
  - 12.3.2 the date on which the Company exercises an option to acquire the Database, together with all those rights in respect of that Database, including intellectual property rights, which are reasonably required for the Company to access the information in that Database and lawfully use and process the information contained in it.
- 12.4 Neither Article 8.6, Article 12.2, Article 12.3, nor this Article 12.4 may be modified or amended unless a resolution of the Company's members to that effect is passed at a duly convened meeting of the Company and in respect of which GML votes in favour.
- 12.5 The board shall arrange that elections are held for the nomination and appointment of Directors at the third annual general meeting of the Company and at each such annual general meeting thereafter, at which the Directors and any member shall be entitled to nominate any person being a Director or a member of the Company to be a Director and, subject to the board first obtaining the consent of the nominee to such appointment, the Directors shall procure that a resolution is proposed and, if thought fit, passed at the relevant annual general meeting for the appointment of that nominee as a Director.
13. Subject to Article 12, at every annual general meeting those Directors who are subject to retirement by rotation shall retire from office.
14. Subject to Article 12, at every annual general meeting of the Company, one-third of the Directors, or, failing which, the number nearest to one-third, shall retire from office. If there is only one Director who is subject to retirement by rotation, he or she shall then retire.
15. Subject to the Companies Acts and Article 12, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be decided by lot.

16. Subject to Article 17, if the Company at a meeting at which a Director retires by rotation does not fill the vacancy thus created, the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
17. A Director who has been reappointed to office twice consecutively or has been in office for a continuous period of six years (the last date of whichever of these two is the earlier) and notwithstanding any provision of these Articles but subject to Articles 12.2 and 12.3, that Director must resign and take a break from office and may not be reappointed until the earlier of:
  - 17.1 the anniversary of the commencement of his or her break from office; and
  - 17.2 if applicable, the annual general meeting following the annual general meeting at which his or her break from office commenced.
18. No person may be appointed as a Director:
  - 18.1 unless he or she has attained the age of 18 years; or
  - 18.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of the Articles.
19. No person other than a Director retiring pursuant to Article 13 shall be appointed or reappointed a Director at any general meeting unless:
  - 19.1 he or she is recommended by the Directors; or
  - 19.2 at least 14 but not more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment, stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Company's register of Directors together with notice executed by that person of his or her willingness to be appointed or reappointed.
20. At least seven but not more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him or her at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Company's register of Directors.
21. Subject to the above Articles, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
22. Subject to the above Articles, the Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the

appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall, at the Directors' discretion, hold office either: (i) until the next following annual general meeting (and in which case shall not be taken into account in determining the Directors who are otherwise to retire at the meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the end of the meeting.); or (ii) for the period until the first annual general meeting after two years following such appointment.

23. Subject to the above Articles, a Director who retires at an annual general meeting may, if willing to act, be reappointed. If he or she is not reappointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.
24. Subject to Articles 12.2, and 12.3, the office of a Director shall be vacated if:
  - 24.1 he or she ceases to be a Director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Director;
  - 24.2 he or she is disqualified from acting as a Director;
  - 24.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - 24.4 the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
  - 24.5 he or she resigns by notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect);
  - 24.6 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason;
  - 24.7 at a general meeting of the Company, a resolution is passed that he or she be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views; or
  - 24.8 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Director has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors.

### ***Powers of Directors***

25. Subject to the Companies Acts, the Memorandum and the Articles, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to

the Directors by the Articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

26. The continuing Directors or a sole continuing Director may act despite any vacancies in their number but while there are fewer Directors than required for a quorum the Directors may only act for the purpose of increasing the number of Directors or of summoning a general meeting of the Company.
27. All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.
28. Subject to the Articles the Directors may regulate their proceedings as they think fit.

#### ***Chair***

29. The Directors may appoint one of their number to be the chair of the Directors and may at any time remove him or her from that office.

#### ***Delegation of Directors' powers***

30. The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
31. The Directors may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Company to any person or committee in accordance with the conditions set out in these Articles.

#### ***Delegation to committees***

32. In the case of delegation to committees:
  - 32.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
  - 32.2 the composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify;
  - 32.3 the deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported promptly to the Directors and for that purpose every committee shall appoint a secretary;
  - 32.4 all delegations under this Article shall be variable or revocable at any time;
  - 32.5 the Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and

- 32.6 no committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.
33. For the avoidance of doubt, the Directors may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director.
34. The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as applicable and not superseded by any regulations made by the Directors.

#### ***Delegation of day to day management powers***

35. In the case of delegation of the day to day management of the Company to a chief executive or other manager or managers:
- 35.1 the delegated power shall be to manage the Company by implementing the policy and strategy adopted by and within a budget approved by the Directors and if applicable to advise the Directors in relation to such policy, strategy and budget;
- 35.2 the Directors shall provide the manager with a description of his or her role and the extent of his or her authority; and
- 35.3 the manager shall report regularly to the Directors on the activities undertaken in managing the Company and provide them regularly with management accounts sufficient to explain the financial position of the Company.

#### **Members' Meetings**

36. Articles 37 to 69 shall apply to members' meetings.

#### ***Annual general meetings***

37. The Company shall hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Directors think fit.

#### ***Other general meetings***

38. The Directors may call a general meeting at any time. The Directors shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Companies Acts.

#### ***Length of notice***

- 39.1 Unless Article 39.2 applies, all general meetings shall be called by at least 14 clear days' notice unless the Companies Acts require a longer notice period.

- 39.2 A general meeting may be called by shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.

### ***Contents of notice***

40. Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is an extraordinary general or annual general meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

### ***Service of notice***

41. Notice of general meetings shall be given to every member, to the Directors and to the auditors of the Company.

### ***Manner of serving notice***

42. Notice of general meetings shall be served in accordance with Articles 87 to 92.

### ***Quorum***

43. No business shall be transacted at any general meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member, or 10% of the total membership, whichever is the greater, shall be a quorum, provided that, if GML is a member of the Company at the time of the relevant meeting, that meeting shall not be quorate unless a duly authorised representative of GML is present at the meeting. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting 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 Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

### ***Attendance***

44. A Director may, even if not a member, attend and speak at any general meeting.

### ***Chair***

45. The chair, if any, of the Directors, or in his or her absence some other Director nominated by the Directors, shall preside as chair of every general meeting, but if neither the chair nor such other Director (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chair and, if there is only one Director present and willing to act, he or she shall be chair. If no Director is willing to act as chair, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to

be chair save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair.

### ***Adjournment***

46. The chair may, with the consent of a general 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a general meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

### ***Poll***

47. A resolution put to the vote of a general 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. Subject to the Companies Acts, a poll may be demanded:
- 47.1 by the chair; or
- 47.2 by any person who, by virtue of being appointed proxy for one or more members entitled to attend and vote at the meeting, holds two or more votes; or
- 47.3 by at least two members present in person or by proxy and having the right to vote at the meeting; or
- 47.4 by a member or members present in person or by proxy representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting.
48. 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 shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
49. 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.
50. A poll shall be taken as the chair directs and he or she 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.
51. A poll demanded on the election of the 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 30 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.

52. 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 seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

### ***Votes***

53. On a show of hands and on a poll every member present in person or by proxy shall have one vote.
54. No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Company have been paid.
55. 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, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. 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 registered office of the Company, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, at least 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.
56. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

### ***Proxies***

57. The appointment of a proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):-

**“TrainerBase, company number [                      ]**

**Name of member appointing the proxy:**

**Address of proxy:**

**I/We hereby appoint [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name(s) and on my/our behalf at the meeting of the Company to be held on [date], and at any adjournment thereof.**

**This form is to be used in respect of the resolutions mentioned below as follows:**

<b>Resolution No 1</b>	<b>*for</b>	<b>*against</b>	<b>*abstain</b>	<b>*as the proxy thinks fit</b>
<b>Resolution No 2</b>	<b>*for</b>	<b>*against</b>	<b>*abstain</b>	<b>*as the proxy thinks fit</b>
<b>All other resolutions properly put to the meeting</b>	<b>*for</b>	<b>*against</b>	<b>*abstain</b>	<b>*as the proxy thinks fit</b>

**\*Strike out whichever is not desired.**

**Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.**

**Signed: .....**

**Dated: ....."**

- 58. Unless the appointment of a proxy indicates otherwise, it must be treated as:
  - 58.1 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
  - 58.2 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.
- 59. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Directors may:
  - 59.1 in the case of an instrument in writing be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - 59.2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:
    - 59.2.1 in the notice convening the meeting, or
    - 59.2.2 in any instrument of proxy sent out by the Company in relation to the meeting, or
    - 59.2.3 in any invitation to appoint a proxy issued by the Company in relation to the meeting which is sent by electronic means,  
  
be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
  - 59.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or

59.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary (if any) or to any Director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

60. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.

61. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the registered office of the Company or at such other place at which the appointment of the proxy was duly deposited or, where the appointment of the proxy was sent by electronic means, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

62. An appointment of a proxy may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

#### ***Remote attendance at general meetings***

63. The Company may make arrangements for members to attend a general meeting by televisual or other electronic or virtual means provided that all remote attendants may securely identify themselves, hear the proceedings and cast their votes on line.

#### ***Written resolutions***

64. Subject to Article 65, a written resolution of the Company passed in accordance with these Articles 64 to 69 shall have effect as if passed by the Company in general meeting.

64.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.

64.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as special resolution.

64.3 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.

65. A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
66. A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Company's auditors in accordance with the Companies Acts.
67. A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
  - 67.1 If the document is sent to the Company in hard copy form, it is authenticated if it bears the member's signature.
  - 67.2 If the document is sent to the Company by electronic means, it is authenticated if it bears the member's signature or if the identity of the member is confirmed in a manner specified by the Company or if it is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement.
68. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
69. A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

### **Directors' meetings**

70. Articles 71 to 81 shall apply to Directors' meetings.

### ***Notice***

71. Two Directors may (and the Secretary, if any, shall at the request of two Directors) call a Directors' meeting.
72. A Directors' meeting shall be called by at least seven clear days' notice unless either:-
  - 72.1 all the Directors agree otherwise; or
  - 72.2 urgent circumstances require shorter notice.
73. Notice of Directors' meetings shall be given to each Director.
74. Every notice calling a Directors' meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.
75. Notice of Directors' meetings shall be given in accordance with Articles 87 to 92.

### ***Quorum***

76. The quorum for Directors' meetings may be fixed by the Directors and, unless so fixed at any other number, shall be two or one-third of the total number of Directors, whichever is the greater, and must include at least one Director for the time being having the right so to be appointed pursuant to Article 12.2.

### ***Chair***

77. At all times that GML is a member of the Company, the chair, if any, of the Directors shall be a Director nominated by GML pursuant to Article 12.2, provided that such a Director has been nominated and unless the Directors agree otherwise. The chair, if any, of the Directors, or in his or her absence another Director nominated by the Directors present, shall preside as chair of each Directors' meeting.

### ***Decision making by Directors at meetings***

78. Questions arising at a Directors' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.

### ***Virtual meetings***

79. A Directors' meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Directors in which all participants may communicate simultaneously with all other participants.

### ***Decisions without a meeting***

80. The Directors may take a unanimous decision without a Directors' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in writing.
81. The Directors may take a majority decision without holding a Directors' meeting if:
- 81.1.1 a Director has become aware of a matter on which the Directors need to take a decision;
  - 81.1.2 that Director has made the other Directors aware of the matter and the need for a decision;
  - 81.1.3 the Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- a majority of the Directors indicate their agreement by any means to a particular decision on that matter.

### ***Conflicts of interest***

82. Whenever a Director has a personal interest in a matter to be discussed at a meeting (whether a general meeting or a Directors' meeting), he or she must:

- 82.1 declare an interest before discussion begins on the matter;
- 82.2 withdraw from that part of the meeting unless expressly invited to remain (or decline to participate in any discussion on the matter unless expressly invited to do so);
- 82.3 in the case of personal interests not be counted in the quorum for that part of the meeting; and
- 82.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

### **Irregularities**

- 83. The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Companies Acts.

### **General**

#### ***Secretary***

- 84. Prior to section 270 of the Companies Act 2006 coming into force, a Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If and when section 270 of the Companies Act 2006 comes into force, a Secretary may be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
  - 84.1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company; and
  - 84.2 anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically on their behalf by the Directors.

#### ***Minutes***

- 85. The Directors shall cause minutes to be made in books kept for the purpose:
  - 85.1 of all appointments of officers made by the Directors;
  - 85.2 of all resolutions of the Company and of the Directors; and
  - 85.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

### ***Records and accounts***

86. The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

86.1 annual reports;

86.2 annual returns;

86.3 annual statements of account,

and shall, each year, lay its annual accounts before the members of the annual general meeting following the financial year in respect of which they have been drawn up.

### ***Communications by and to the Company***

87. Subject to the provisions of the Companies Acts and these Articles:

87.1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Company) by making it available on a website;

87.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and

87.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have so agreed in accordance with the Companies Acts.

88. Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in the Company's register of members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member, provided that:

88.1 a member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent by electronic means, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company; and

- 88.2 the Company is not required to send notice of a general meeting or a copy of its annual report and accounts to a member for whom it no longer has a valid address.
89. Any document to be served on the Company or on any officer of the Company under the Articles may only be served:
- 89.1 in the case of documents in hard copy form, by sending or delivering them to the Company's registered office or delivering them personally to the officer in question; or
- 89.2 in the case of documents in electronic form, by sending them by electronic means:
- 89.2.1 to an address notified to the members for that purpose; and
- 89.2.2 from an address previously notified to the Company by the member (other than by electronic means) for the purpose of sending and receiving documents and information.
90. A member present in person or by proxy at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
91. Where a document or information is sent or supplied under the Articles:
- 91.1 Where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.
- 91.2 Where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.
- 91.3 Where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:-
- 91.3.1 the material is first made available on the website; or
- 91.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.
92. Where any document or information has been sent or supplied by the Company by electronic means and the Company receives notice that the message is undeliverable:
- 92.1 if the document or information has been sent to a member and is notice of a general meeting of the Company or a copy of the annual report and accounts of the Company, the Company is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Company's register of members, but may in its discretion choose to do so; and

- 92.2 in all other cases, the Company will send a hard copy of the document or information to the member's postal address as shown in the Company's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person.
- 92.3 The date of service or delivery of any document or information sent by electronic means shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

### ***Indemnity***

93. Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

### ***Directors' indemnity insurance***

94. The Directors shall have power to resolve to effect Directors' indemnity insurance, despite their interest in such policy.

### ***Winding-up***

95. The provisions of clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in the Articles.

### ***Regulations***

96. The Directors shall have power from time to time by resolution make, repeal or alter such Codes of Conduct and other rules and regulations for members and any regulations as to the management of the Company and its affairs as they may decide, including such rules and regulations as to the duties of any officers or employees of the Company, as to the conduct of business of the Directors or any committee and as to any of the matters or things within the powers or under the control of the Directors as they may decide, provided that such regulations shall not be inconsistent with the Companies Acts, the Memorandum, the Articles or any rule of law.
97. The Directors shall send to each member a copy of any Code of Conduct and all other rules and regulations adopted by the Directors to regulate the activities of members and shall send the same to each member forthwith upon resolving to adopt them and they shall become binding upon all members upon their adoption by such resolution of the Directors.

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**Names and Addresses of Subscriber**

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1.    Name:                   Girling Mayes Limited  
      Address:               23 College Street  
                              Lampeter  
                              Ceredigion  
                              SA48 7DY  
  
      Date:                   18 December 2007