

Revised Articles of Association for School of Coding & AI (Company Limited by Guarantee)

SCHOOL OF CODING LIMITED
ARTICLES OF ASSOCIATION
(Adopted by special resolution dated 18th June 2026.)
Company No. : 10808021
Private company limited by guarantee

1. DEFINED TERMS

The interpretation of these Articles is governed by the provisions of the Companies Act 2006. In these Articles:

- "Act" means the Companies Act 2006;
- "Board" means the Board of Directors of the Company, acting as the governing body;
- "Code of Governance" means the School of Coding Code & AI of Governance approved and regularly reviewed by the Board.
- "Governing Documents" means these Articles, the School of Coding Code & AI of Governance and any associated policies required for OfS registration;
- "OfS" means the Office for Students.

2. LIABILITY OF MEMBERS

2.1 The liability of the members is limited to £1 sterling, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a member or within one year after they cease to be a member, for payment of the Company's debts and liabilities contracted before they cease to be a member, and of the costs, charges and expenses of winding up.

3. OBJECTS

3.1 The Company's objects are restricted to the following:

- a) To advance education for the public benefit by:
- Providing Further Education and Higher Education, working with educational partners appointed by the Board.
 - Promoting the effectiveness and efficiency of the Higher Education sector through collaboration, partnership and promoting best practice;
 - Developing and providing digital technologies and software.
 - Delivering community outreach and exchange programmes.
- b) To conduct research and knowledge exchange work.
- c) To do all such other lawful things as are incidental or conducive to the attainment of these objects.

3.2 In pursuit of these objects, the Company must comply with:

- Office for Students registration conditions (including B1-B5 quality, E7 governance, financial sustainability or equivalent conditions set by the OfS or a successor organisations);
- Committee of University Chairs (CUC) Higher Education Code of Governance or successor documents;

- Nolan Principles of public life.

4. POWERS

4.1 In pursuit of the objects, but not otherwise, the Company has power to:

- (a) Acquire, manage, lease, dispose of, or invest in land, buildings, equipment, intellectual property, and other assets;
- (b) Borrow money and give security (subject to OfS approval where required);
- (c) Employ staff and engage consultants;
- (d) Enter contracts, partnerships, and subcontractual arrangements compliant with OfS conditions (C5, E8);
- (e) Do all lawful things as the Board determines are necessary or expedient.

4.2 The income and capital shall be applied solely towards promoting the objects. No dividend or profit may be distributed to members.

5. MEMBERSHIP

5.1 Initial Membership: The Founding Members shall be the two original directors named in the incorporation documents, who shall retain membership rights including voting at General Meetings.

5.2 Additional Members: The Board may approve additional individuals or bodies as members where their involvement supports the Company's objects. Membership requires Board approval by simple majority.

5.3 Composition of the Board: The composition of the Board is specified in section 1.3 of the Code of Governance.

5.4 Rights: Members have the right to receive notice of, attend, speak and vote (one vote per member) at General Meetings as provided in section 13.

5.5 Termination: A member may resign by written notice to the Clerk to the Board. Membership terminates automatically if:

- The member ceases to be a director (unless reappointed as a non-director member);
- Expelled by 75% vote of remaining members for conduct detrimental to the Company in accordance with section 2.4.2 in the Code of Governance, including no longer meeting "fit and proper person" requirements by the OfS.

5.6 Founding Members retain their status unless terminated under 5.4 above.

6. DIRECTORS (GOVERNING BODY)

6.1 The directors are the trustees and governing body of the Company. The Founding Members shall serve as initial directors.

6.2 Number: Minimum 5, maximum 15, with the majority being lay/independent as specified in section 1.3 of the Code of Governance. Within this range, the exact number may change from time to time in accordance with the provisions in section 1.3 of the Code of Governance.

6.3 Appointment:

- Initial directors are appointed in accordance with the Incorporation Documents.
- Subsequent directors may be appointed either by an ordinary resolution at a General Meeting or by co-option of the Board, provided that any co-option is ratified within 12 months and follows a recruitment process carried out in line with section 1.5 of the Code of Conduct.
- Independent Board Members are appointed based on the skills and experience outlined in the Skills Matrix set out in the Code of Governance.

6.4 Term of Office: Initial term of 3 or 4 years, renewable once for a second term (total maximum 6 or 8 years), subject to annual skills audit and effectiveness review in accordance with the School of Coding Code & AI of Governance. Exceptional extensions require Board approval with published justification.

6.5 All directors must comply with OfS requirements relating to fit and proper persons. The arrangements to ensure compliance with this requirement are set out in Annex A (Board Appointments and Governance Integrity) of the Code of Governance.

6.6 Committees: The Board may establish Audit and Risk, Remuneration, Nominations and Governance Committees, an Academic Board and any other committee with defined terms of reference as specified in the Code of Governance.

7. DECISION-MAKING

7.1 Board decisions are taken by simple majority. A quorum is reached when two-thirds of the directors are present, provided that Independent Board Members constitute the majority of those in attendance. The Chair holds a second or casting vote in the event of a tie. Details of decision-making arrangements for sub-committees are set out in the Code of Governance.

7.2 Conflicts of Interest: The Board shall maintain robust arrangements for the declaration and management of conflicts of interest in accordance with the Companies Act 2006, the Office for Students' regulatory framework, and the principles of the CUC Code of Higher Education Governance. Directors must declare any actual or potential conflicts on appointment, annually, and at the start of any meeting where a relevant matter is to be considered. Directors with a conflict shall withdraw from discussion and decision-making, and any transaction or arrangement involving a conflict may only be authorised by the disinterested Directors. A Register of Interests shall be maintained by the Clerk to the Board. Detailed procedures for the operation of these provisions are set out in the Standing Orders (Annex B of the Code of Governance).

7.3 Written resolutions are permitted.

8. STUDENT PROTECTION AND QUALITY

8.1 The Board shall maintain a Student Protection Plan compliant with Partnership Agreements and/or relevant OfS requirements.

8.2 The Board shall establish an Academic Board to recommend and oversee all Academic regulations and student-related policies.

8.3 The Board will receive from the Academic Board an Annual Report on the operation of quality assurance and quality enhancement arrangements and on student satisfaction and student outcomes (including, but not limited to continuation, completion, and progression to employment).

9. ACCOUNTS AND AUDIT

9.1 The Company shall keep proper accounting records and ensure that its accounts are subject to independent examination or audit in accordance with applicable company law and Office for Students requirements.

9.2 The Annual Report and Accounts shall be submitted to Companies House and the Office for Students in accordance with statutory and regulatory deadlines.

10. INDEMNITY

10.1 Subject to the provisions of the Companies Act 2006, but without prejudice to any indemnity to which a director may otherwise be entitled, every director of the company and every officer (other than an auditor) of the company shall be indemnified out of the assets of the company against any liability incurred by him in connection with any negligence, default, breach of duty or breach of trust in relation to the company or any associated company, and against all costs, charges, losses, damages and expenses incurred by him as such.

10.2 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

11. COMPANY SEAL

11.1 The company may have a seal, which must only be used by the authority of the Board or a committee authorised by the Board. The Board may decide the method of attestation.

12. GENERAL MEETINGS

12.1 Annual General Meetings (AGMs) shall be held each year, with at least 14 clear days' notice (or shorter if agreed).

12.2 Other General Meetings may be convened by the Board or on request of members representing at least 10% of votes.

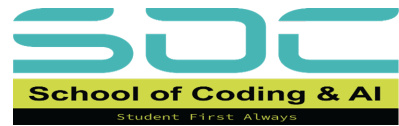
12.3 The quorum is two members entitled to vote or one-third of members (whichever is greater). The Chair has a casting vote.

12.4 Resolutions are by simple majority unless otherwise specified.

13. NOTICES & RECORDS

13.1 Notices may be in hard copy, electronic, or website publication.

13.2 Minutes of Board/General Meetings and committees shall be kept and available for inspection.



14. DISSOLUTION

14.1 Upon the winding up of the Company, any remaining assets shall be transferred to another body with objects in education or such other OfS-registered providers as Members decide and shall not be distributed for the benefit of the Members.


Model Articles These Articles dis-apply the Model Articles for private companies limited by guarantee (SI 2008/3229), except where provisions are expressly reproduced herein.

These Articles are adopted as the Company's Articles of Association 18th June 2026.

Name of provider: School of Coding & AI Ltd

Name of nominated accountable officer: Suki Gill

Designation: Principal

Signature: 

Date: 18th June 2026