

Company Number: 4240341

THE COMPANIES ACTS 1985 TO 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

- of -

e LEARNING HOLDING COMPANY LIMITED

1. The name of the Company is e Learning Holding Company Limited (hereinafter called “the Company”).
 2. The registered office of the Company is to be situated in England and Wales.
 3. In this Memorandum of Association:
 - (i) “higher education” shall mean education provided by means of a programme of any description mentioned in Schedule 6 to the Education Reform Act 1988 and such complementary and ancillary programmes and services as shall from time to time be within the powers of a higher education institution to provide; and
 - (ii) “higher education institution” shall mean a higher education institution directly in receipt of funding from the Higher Education Funding Council for England, the Scottish Higher Education Funding Council, the Higher Education Funding Council for Wales or the Department of Higher and Further Education, Northern Ireland or their respective successors.
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4. The objects for which the Company is established are to enter into on behalf of and for the benefit of its members and to carry into effect joint ventures and other transactions:
 - (i) to deliver and/or facilitate the delivery of higher education in any part of the world by methods which utilise digital and other technologies;
 - (ii) to develop and/or facilitate the development of programmes of higher education suitable for delivery by methods which utilise digital and other technologies;
 - (iii) to do all such other things as are incidental or conducive to the attainment of these objects.

 5. The powers of the Company, which may be used to further the objects but not further or otherwise shall be:
 - (i) to hold exhibitions, meetings, lectures, classes, workshops, seminars, conferences and courses;
 - (ii) to write or cause to be written, and printed or otherwise reproduced and disseminated, gratuitously or otherwise, reports, periodicals, magazines, books, brochures, leaflets or other documents or materials stored electronically, optically, magnetically or on paper;
 - (iii) to publicise and promote the objects and activities of the Company through all media and forms of communication;
 - (iv) to promote, sponsor and commission research and development in areas conducive to the objects of the Company;
 - (v) to call for, collect, review, and evaluate articles, papers, books, and the results of research conducted by any person and to disseminate the same and the results of any review or evaluation;
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- (vi) to support, financially or otherwise, institutions, agencies, societies, businesses and other organisations or persons (incorporated or unincorporated) engaging in work which furthers the attainment of the objects of the Company;
- (vii) to encourage, facilitate and support, financially or otherwise, communication and co-operation between institutions, agencies, societies, businesses, government and other organisations or persons (incorporated or unincorporated) engaging in or with an interest in the activities of the Company or work which furthers the attainment of the objects of the Company;
- (viii) to encourage, facilitate and support, financially or otherwise, communication and co-operation between institutions providing higher education which are members of the Company (hereinafter referred to as “member institutions”) and businesses or persons who are potential customers of those institutions;
- (ix) to develop and operate and facilitate the development and operation of digital and other technological systems for delivering or arranging the delivery of programmes of higher education;
- (x) to develop and facilitate the development of materials and services for higher education which may be delivered by methods involving the use of digital and other technologies;
- (xi) to permit use by member institutions of digital and other technological systems for the provision of higher education which have been developed or commissioned by the Company to provide courses of higher education, subject to such terms and conditions as may be thought fit;

- (xii) to permit use by member institutions of materials and services used in connection with the provision of higher education which have been developed or commissioned by the Company, subject to such terms and conditions as may be thought fit;
 - (xiii) to create and operate systems to monitor the quality of and enforce quality standards in relation to courses of higher education insofar as the provision of those courses is effected by means of systems or arrangements operated in whole or in part by the Company or any licensee of the Company or using materials developed or owned by the Company;
 - (xiv) to co-ordinate provision of courses of higher education insofar as the provision of those courses is effected by means of systems or arrangements operated in whole or in part by the Company or any licensee of the Company, such co-ordination including but not limited to the creation from such courses of study programmes for learners;
 - (xv) to provide information to learners, potential learners and those funding or arranging participation in courses of higher education and to provide assistance to them with regard to selection of courses and programmes of study;
 - (xvi) to accredit and endorse and to arrange for accreditation and endorsement by institutions, professional and regulatory bodies of courses of higher education insofar as the provision of those courses is effected by means of systems or arrangements operated in whole or in part by the Company or any licensee of the Company;
 - (xvii) to market the activities of the Company and courses of higher education insofar as the provision of those courses is effected by means of systems or arrangements operated in whole or in part by the Company or any licensee of the Company;
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- (xviii) to develop and operate systems providing administrative support in relation to the provision of higher education by means of systems or arrangements operated in whole or in part by the Company or any licensee of the Company;
- (xix) subject to such terms and conditions as may be thought fit, to issue a licence or licences to carry out on behalf of the Company such activities within the objects of the Company as shall be specified in the licence or licences;
- (xx) to accept subscriptions, donations, grants, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real, personal and intellectual property, maintain and alter any of the same as are necessary for any of the objects of the Company and to sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (xxi) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- (xxii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (xxiii) to lend, borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit;
- (xxiv) to take and accept gifts of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;

- (xxv) to invest and apply the moneys of the Company in any way (whether or not it involves any liability or produces any income or gain) and to hold or otherwise deal with any investments made and to receive any moneys or securities on deposit or loan on such terms as the Board may think fit;
- (xxvi) to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place, underwrite and exercise and enforce all rights and powers conferred by or incidental to the ownership of shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other person constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world;
- (xxvii) to place any moneys of the Company not immediately required for its purposes on deposit with a bank approved by the board of the Company;
- (xxviii) to make any charitable donations either in cash or assets;
- (xxix) to employ, engage, pay or provide such persons whose services may be deemed expedient in order to carry out or promote all or any of the objects of the Company, in particular to supervise, organise, carry on the work of and advise the Company;
- (xxx) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;

(xxxi) to establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the objects of the Company;

(xxxii) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;

(xxxiii) to establish subsidiary and other companies;

(xxxiv) to procure the Company to be recognised in any part of the world;

(xxxv) to do all such other lawful things as shall further the objects or any of them;

PROVIDED THAT in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

6. In clauses 4 and 5 the objects and powers set out in each sub-clause shall not be restrictively construed but the widest interpretation shall be given thereto. None of the objects and powers specified in any sub-clause shall (except where expressly so provided) be in any way limited or restricted by reference to, or inference from, any other object or power specified in the same or any other sub-clause or the terms of any other sub-clause or the name of the Company. None of the sub-clauses or the objects specified therein or the powers conferred thereby shall be deemed subsidiary or ancillary to any other sub-clause or any other objects specified in the same sub-clause or to any power conferred thereby or to any object specified in or power conferred by any other sub-clause. Each sub-clause shall be deemed to specify objects of the Company and the Company shall have full power and capacity to exercise any power conferred by, and to achieve, or endeavour to achieve, all or any of the objects specified in any sub-clause as if the objects specified in each sub-

clause were specified in a separate sub-clause and each sub-clause specified the objects of a separate and distinct company;

7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Company if it should be wound up while she or he is a member or within one year after she or he ceased to be a member, for payment of the Company's debts and liabilities contracted before she or he ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.