

Certified copy of written resolution for filing at Companies House

Company No 01791760

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

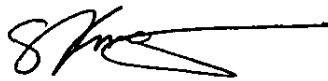
REGENT'S UNIVERSITY LONDON

(Passed on 22 May 2013)

The following resolution was duly passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 22 May 2013 by members of the Company representing the required majority of total voting rights of eligible members as a special resolution

SPECIAL RESOLUTION

- 1 THAT new articles of association in the form annexed to this written resolution and for the purpose of identification marked "A" be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association



Trustee/Secretary

FRIDAY



L29ZZH7M

LD2

07/06/2013

#37

COMPANIES HOUSE

Company Number: 1791760

Exhibit 'A'

THE COMPANIES ACTS 1985 to 2006

**PRIVATE COMPANY LIMITED BY
GUARANTEE NOT HAVING A SHARE
CAPITAL AND HAVING CHARITABLE
STATUS**

ARTICLES OF ASSOCIATION

of

REGENT'S UNIVERSITY LONDON

Date of Adoption of these Articles: 22 May 2013

MILLS & REEVE

Company Number: 1791760

**COMPANIES ACT 1985 TO 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL
AND HAVING CHARITABLE STATUS**

ARTICLES OF ASSOCIATION

- of -

REGENT'S UNIVERSITY LONDON

1 Name

1 1 The name of the company (the “**Charity**”) is Regent’s University London

2 Definitions and Interpretation

2 1 In these Articles

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

“**Acts**” means the Companies Acts (as defined in section 2 of the 2006 Act) insofar as they apply to the Charity

“**the Articles**” means these Articles of Association.

“**address**” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered

with the Charity.

“Board”	means the board of directors of the Charity
“Chancellor”	Means the Chancellor of Regent’s University London appointed by the Board from time to time
“the Charities Act”	means the Charities Act 2011 including any statutory modification or re-enactment thereof for the time being in force
“the Charity”	means Regent’s University London
“clear days”	in relation to the period of a notice means a period excluding. <ul style="list-style-type: none">(a) the day when the notice is given or deemed to be given, and(b) the day for which it is given or on which it is to take effect
“the Commission”	means the Charity Commission for England and Wales.
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form
“electronic form”	has the meaning given in section 1168 of the 2006 Act
“members”	means all the individuals and organisations admitted to membership (of any class or category) of the Charity whether entitled to vote at general meetings or not
“Objects”	means the objects of the Charity as set out in Article 4
“Ordinary Resolution”	means a resolution that is passed by a simple majority in accordance with the 2006 Act
“the Seal”	means the common seal of the Charity.
“Secretary”	means any person appointed to perform the duties of the secretary of the Charity.
“Special Resolution”	means a resolution passed by a majority of not less than 75% in accordance with the 2006 Act

“Trustee” means a member of the Board appointed in accordance with Article 18. The Trustees are charity trustees as defined by section 177 of the Charities Act

“the United Kingdom” means the United Kingdom of Great Britain and Northern Ireland

“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

“Vice-Chancellor” means the vice-chancellor of Regent’s University London from time to time (or such other title as may be agreed by the Board from time to time)

“Written Resolution” means a resolution of the members of the Charity in accordance with the 2006 Act

2 2 Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

2 3 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

2 4 All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.

3 Registered office

3 1 The registered office of the Charity will be situated in England

4 Objects

4 1 The purposes of the Charity are

4 1.1 the advancement of education for the public benefit; and

4 1.2 the foundation, maintenance, support and carrying on of a university or universities and other educational colleges or institutions for students both male and female to include residential accommodation and all necessary and proper ancillary services for such establishment

5 Powers

5 1 In furtherance of the Objects, but not further or otherwise, the Charity shall have power

- 5 1 1 to provide buildings, rooms and equipment for study and as ancillary thereto for recreation;
- 5 1 2 to provide educational books and apparatus, including laboratories and libraries,
- 5 1 3 to provide land, buildings, facilities and apparatus for any sport and/or exercise,
- 5 1 4 to provide lecturing, teaching and administrative staff and all other personnel who are necessary or desirable to serve the Charity,
- 5 1 5 to encourage and advance instruction and study at the Charity,
- 5 1 6 to accept a transfer of any property, assets, undertaking, functions, responsibilities and liabilities conducive to the realisation of the Objects,
- 5 1 7 to act as trustee of any trust comprising real or personal estate and which, in the opinion of the Charity, is calculated to further the aims and the Objects and as such trustee to carry out such trusts on the terms and conditions imposed in the instrument creating the same,
- 5 1.8 to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media,
- 5 1 9 to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others,
- 5 1 10 to foster and undertake research into any aspect of the Objects and its work and to disseminate and exchange the results of any such research,
- 5 1 11 to co-operate and enter into arrangements with any authorities, national, local or otherwise,
- 5 1 12 to accept subscriptions, donations, devises and bequests of, any real or personal estate,
- 5 1 13 to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal estate;

- 5 1.14 to maintain and alter any real or personal estate as are necessary for any of the Objects,
- 5 1.15 (subject to such consents as may be required by law) to sell, lease or otherwise dispose of or mortgage any such real or personal estate,
- 5 1.16 to erect, maintain, improve, or alter any buildings for the time being belonging to the Charity with a view to furthering the Objects,
- 5 1.17 to issue appeals, hold public meetings, establish subscription arrangements and support groups and take such other steps as may be required for the purpose of procuring contributions to the funds of the Charity in the shape of donations, grants, subscriptions or otherwise,
- 5 1.18 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts,
- 5 1.19 to make reasonable charges for any services the Charity may provide in pursuit of the Objects provided that the Charity shall not undertake any permanent trading activities for the purpose only of raising funds for the Objects,
- 5 1.20 to borrow or raise money for the purposes of the Charity on such terms and (with such consents as are required by law) on such security as may be thought fit including making reasonable charges for any services it may provide provided that the Charity shall not undertake any permanent trading activities for the purpose only of raising funds for the Objects,
- 5.1 21 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any purpose of the Charity,
- 5 1.22 to lend money and give credit, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or persons as may be necessary for the work of the Charity;
- 5.1 23 to undertake, execute and act as trustee of any charitable trusts which may be incidental to and likely to contribute to the attainment of the Objects,
- 5 1.24 to establish or promote any other company (not constituted for purposes of profit) having objects similar, wholly or partly, to those of the Charity, or the promotion of which shall be in any manner calculated to advance directly or indirectly the Objects,

- 5 1 25 to purchase or form trading companies alone or jointly with others,
- 5 1 26 to carry on trade insofar as the trade is exercised in the course of effecting one or more of the Objects,
- 5 1 27 to establish, develop and maintain links and to exchange information with other bodies at local, national and international level in order to promote the Objects;
- 5 1 28 to invest the money of the Charity not immediately required for the Objects in or on such investments, securities or property as may be thought fit and with all the powers of a beneficial owner, and subject as provided below,
- 5 1.29 subject to Article 5 1 28, to invest and deal with the monies of the Charity not immediately required for its purposes on such terms as the Board may think fit in any private limited company in which the Charity holds shares;
- 5 1 30 to make any charitable donation either in cash or assets for the furtherance of the Objects,
- 5 1 31 to set aside funds for special purposes or as reserves against future expenditure,
- 5 1 32 to delegate the management of investments to a financial expert but only on terms
 - 5 1.32 1 that the investment policy is set down in writing by the Board for the financial expert (meaning a person who is
 - (a) reasonably believed by the Board to be qualified to give advice in relation to investments by reason of his ability in and practical experience of financial and other matters relating to investments, and
 - (b) authorised by the Financial Services Authority under the Financial Services and Markets Act 2000 or any successor body and/or legislation);
 - 5 1 32 2 that every transaction is reported promptly to the Board,
 - 5 1 32 3 that the performance of the investments is reviewed regularly with the Board,
 - 5 1 32 4 that the Board shall be entitled to cancel the delegation arrangement at any time,
 - 5.1 32 5 that the investment policy and the delegation arrangement are reviewed at least once a year,

- 5 1.32 6 that all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board on receipt, and
- 5 1 32 7 that the financial expert must not do anything outside the powers of the Board,
- 5 1 33 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Board or of a financial expert acting under their instructions and to pay any reasonable fee required,
- 5 1 34 to affiliate to or accept affiliation from any body with objects similar in whole or in part to those of the Charity,
- 5 1 35 to enter into arrangements with any body of persons whether corporate or unincorporate formed for all or any of the Objects or for any purpose analogous thereto with a view to the promotion of the Objects and to contribute to or receive contributions from the funds of any such body upon such terms and conditions as the Charity may think proper, subject nevertheless to the provisions of these Articles,
- 5 1 36 to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the Objects,
- 5 1.37 to obtain any Act of Parliament or other order or authority which will assist the Charity to carry the Objects into effect or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Charity,
- 5 1 38 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity,
- 5.1 39 to insure and arrange insurance cover of every kind and nature in respect of the Charity, its property and assets and in respect of and for the purpose of providing indemnity for itself, its directors ('the Directors'), officers, servants and voluntary workers and its members from and against all risks directly or indirectly incurred in the course of the Charity's activities and in the performance of their duties by such Directors, officers, servants, voluntary workers and members as may be thought fit,
- 5 1 40 to provide indemnity insurance to cover the liability of the Directors (or any of them)

- 5 1 40 1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity provided that any such insurance shall not extend to
- (a) any claim arising from any act or omission which the Directors (or any of them) knew or must be assumed to have known, was not in the best interests of the Charity or which the Directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not,
 - (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful reckless misconduct of the directors, or
 - (c) any liability to pay a fine,
- 5 1 40 2 to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986, provided that such insurance shall not extend to any liability to make such a contribution where the basis of the Director's liability (or any of them) was that he knew or ought reasonable to have known that prior to the insolvent liquidation of the Charity there was no reasonable prospect that the Charity would avoid going into insolvent liquidation and he took no steps to minimise the potential loss to the Charity's creditors,
- 5 1 41 subject to the provisions of Article 6, to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Charity or their dependants;
- 5 1 42 to amalgamate with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of the Charity and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members, at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by these Articles,
- 5 1 43 to make such articles of association, rules, regulations and bye-laws as are necessary in the opinion of the Board for the efficient running of the Charity;

5.1.44 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity as a company and as a charity,

5.1.45 to do all such other lawful things as are incidental or conducive to the attainment of the Objects or any of them

6 Application of income and profit

General

6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects

6.2 A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity

6.3 A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act

6.4 A Trustee may receive an indemnity from the Charity in the circumstances specified in Article 33.2

6.5 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member. This does not prevent a member who is not also a Trustee receiving

6.5.1 a benefit from the Charity in the capacity of a beneficiary of the Charity, or

6.5.2 reasonable and proper remuneration for any goods or services supplied to the Charity

Permitted Activities

6.6 No Trustee or connected person may

6.6.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public,

6.6.2 sell goods, services, or any interest in land to the Charity,

6.6.3 be employed by, or receive any remuneration from, the Charity (other than the Vice-Chancellor or any Trustee who is also a member of staff of the Charity and in each case whose employment and/or remuneration is subject to the procedure and conditions in Article 6.15); or

6 6 4 receive any other financial benefit from the Charity,
unless

- (a) the payment is permitted by Articles 6.7 to 6.13; or
- (b) the Board obtains the prior written approval of the Commission and fully comply with any procedures it prescribes

6 7 A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way

6 8 A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act.

6 9 Subject to Article 6.14, a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person

6 10 A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Board

6 11 A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion

6 12 The Board may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act

6.13 A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

Controls

6 14 The Charity and its Trustees may only rely upon the authority provided by Article 6 9 if each of the following conditions is satisfied:

6 14 1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between

- (a) the Charity or its Trustees (as the case may be); and

- (b) the Trustee or connected person supplying the goods (the **“supplier”**) under which the supplier is to supply the goods in question to or on behalf of the Charity,
 - 6 14 2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
 - 6 14 3 the other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so,
 - 6 14 4 the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity,
 - 6 14.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting,
 - 6 14 6 the reason for their decision is recorded by the Trustees in the minute book,
 - 6 14 7 a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 6 6
- 6 15 A Trustee may only upon the authority in Article 6 6.3 be employed by the Charity if each of the following conditions is satisfied
- 6.15 1 the Trustee is absent from the part of any meeting at which there is discussion of
 - (a) his or her employment, remuneration, or any matter concerning the contract, payment or benefit, or
 - (b) his or her performance in the employment, or his or her performance of the contract
 - 6 15.2 the remuneration or other sums paid to the Trustee do not exceed an amount that is reasonable in all the circumstances
 - 6 15 3 the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting
 - 6 15 4 the reason for their decision is recorded by the Trustees in the minute book

6 15 5 a majority of the Trustees then in office have received no such payments or benefit

Definitions relating to income and profit

6 16 In articles 6 2 to 6 14 “**Charity**” shall include any company in which the Charity:

6 16 1 holds more than 50% of the shares, or

6 16 2 controls more than 50% of the voting rights attached to the shares; or

6 16.3 has the right to appoint one or more directors to the board of the Charity

6 17 In articles 6 2 to 6 14 “**connected person**” means

6 17 1 a child, parent, grandchild, grandparent, brother or sister of the Trustee,

6.17 2 the spouse or civil partner of the Trustee or of any person falling within paragraph 6 17 1 above,

6 17.3 a person carrying on business in partnership with the Trustee or with any person falling within paragraph 6.17 1 or 6 17 2 above,

6 17 4 an institution which is controlled

(a) by the Trustee or any connected persons falling with paragraphs 6 17.1 to 6 17 3 above, or

(b) by two or more persons falling within sub-paragraph (a), when taken together

6 17 5 a body corporate in which

(a) the Trustee or any connected person falling within paragraphs 6 17 1 to 6 17 3 above has a substantial interest, or

(b) two or more persons falling within sub-Article (a) who, when taken together, have a substantial interest

6 17 6 Section 188 of the Charities Act applies for the purposes of interpreting the terms used in this Article

7 Limited liability

7 1 The liability of the members is limited

8 Contribution to assets of the Charity

- 8 1 Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Charity contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound (£1)

9 Surplus assets

- 9 1 If on the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charitable body having objects which are similar to the Objects and which shall prohibit the payment of any dividend or profit to, or the distribution of its assets amongst its members, to an extent at least as great as is imposed on the Charity by virtue of Article 6 above (as shall be determined by the members of the Charity)
- 9 2 If the Charity is a trustee of any trusts at the time it is wound up or dissolved, the Charity shall procure the appointment of a new trustee or trustees of those trusts in the place of the Charity

10 Members

General

- 10 1 The number of members with which the Charity proposes to be registered is unlimited
- 10 2 The members of the Charity shall be the Trustees from time to time A Trustee shall automatically become a member of the Charity on his appointment as Trustee.
- 10 3 Unless the Board or the Charity in general meeting shall make other provision pursuant to the powers contained in Article 32, the Board may in its absolute discretion permit any member of the Charity to retire provided that after such retirement the number of members is not less than three
- 10 4 Membership shall not be transferable and shall terminate on death of a member
- 10 5 On ceasing to be a Trustee of the Charity a person shall automatically cease to be a member.

11 General meetings

- 11 1 The Charity may hold a general meeting as its Annual General Meeting (“AGM”) in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Any AGM shall be held at such time and place as the Board shall appoint.
- 11 2 The Board may, whenever it thinks fit, convene a general meeting, or in default thereof, a general meeting may also be convened on such requisition as provided by the Act. If at any time there are not within the United Kingdom sufficient Trustees to form a quorum, any Trustee, may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

12 Notice of general meetings

- 12 1 General meetings shall be called by at least fourteen clear days’ notice in writing.
- 12 2 The notice shall specify the place, the day and the hour of meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the 2006 Act and Article 14. The notice shall be given in the manner mentioned below or in such other manner, if any, as may be prescribed by the Charity in general meeting. The notice shall be given to such persons as are entitled to receive such notices, provided that a meeting of the Charity shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed.
- 12 2 1 in the case of the AGM, by all the members entitled to attend and vote, and
- 12 2 2 in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 90% of the total voting rights of all the members.
- 12 3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

13 Proceedings at general meetings

- 13 1 The business to be transacted at an AGM (if held) shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors and the appointment of, and the fixing of the remuneration of, the auditors.
- 13 2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, the higher of two and one-third of the total number of members shall be a quorum for any meeting save for any meeting where it is intended to vote on

- 13.2.1 a resolution to change the Objects,
- 13.2.2 a resolution to consider the disposal or transfer of the business and/or assets, or a substantial part thereof, to another party, or
- 13.2.3 a resolution to amend or remove Article 13.2, Article 23.3 or Article 23.8.2

where the quorum shall be at least 75% of all members entitled to attend and vote at such meeting

- 13.3 If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved, in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine
- 13.4 Any member of the Charity either personally or by proxy may participate in a meeting of the Charity by means of video conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in such a meeting shall constitute presence in person at that meeting
- 13.5 The chairman, if any, of the Board shall chair every general meeting of the Charity. In his absence the vice-chairman, if any, of the Board shall act as chairman. If at any meeting neither the chairman nor the vice-chairman is present within ten minutes after the time appointed for the holding of the meeting, or if there is no chairman or vice-chairman, or if neither the chairman nor the vice-chairman are willing to act, the Trustees present shall elect one of their number to chair the meeting
- 13.6 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting
- 13.7 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands
- 13.8 In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote

14 Proxy

- 14.1 Any member entitled to attend and vote at any meeting of the Charity shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote (by show of hands or poll) instead of him

- 14 2 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which
- 14.2 1 states the name and address of the member appointing the proxy,
 - 14 2 2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed,
 - 14 2 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine, and
 - 14 2 4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 14 3 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 14 4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 14 5 Unless a proxy notice indicates otherwise, it must be treated as
- 14 5 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
 - 14 5 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
- 14 6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person
- 14 7 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 14 8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 14 9 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer’s behalf.

15 Written Resolution

- 15 1 A resolution in writing agreed by a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that
- 15 1.1 a copy of the proposed resolution has been sent to every eligible member,
 - 15 1 2 a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of the members have signified their agreement to the resolution, and
 - 15 1 3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date
- 15 2 A resolution in writing may comprise several copies to which one or more members have signified their agreement
- 15.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

16 Votes of members

- 16 1 Every member shall have one vote.

17 Board

- 17 1 The Trustees shall be the directors of the Charity for the purposes of the Act
- 17 2 There shall be no maximum number of Trustees and the minimum number of Trustees shall be two or in each case such other number as may be determined by the Charity in general meeting
- 17 3 A Trustee shall be a member of the Charity and upon accepting the office of Trustee a person shall automatically become a member of the Charity

18 Trustees

- 18 1 A Trustee must be a natural person aged 16 years or older
- 18 2 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 20.

- 18 3 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Board
- 18 4 Up to three employees of the Charity (including the Vice-Chancellor) shall be eligible to act as Trustees
- 18.5 Trustees shall be elected by a simple majority of all the Trustees entitled to attend and vote at any meeting of the Board Subject to Articles 19, 20 and 21 a Trustee shall, subject to the Board resolving otherwise, be appointed for a term of three years

19 Removal of Trustees

- 19 1 Trustees may by a 75% majority of all the Trustees entitled to attend and vote at a meeting of the Board resolve to remove a Trustee.
- 19 2 The Charity may by ordinary resolution, of which special notice has been given in accordance with the 2006 Act, remove any Trustee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Trustee

20 Disqualification or vacation of office of Trustees

- 20 1 A Trustee shall cease to hold office if he or she
- 20 1 1 ceases to be a Trustee by virtue of any provision in the Acts or is prohibited by law from being a Trustee,
 - 20 1 2 is disqualified from acting as a trustee by virtue of section 178 of the Charities Act (or any statutory re-enactment or modification of that provision),
 - 20 1 3 ceases to be a member,
 - 20 1 4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - 20 1 5 resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect), or
 - 20 1 6 is absent without the permission of the Trustees from at least two-thirds of Trustees' meetings held within a period of twelve consecutive months, provided that the Trustees may resolve to dis-apply this provision

21 Retirement of Trustees

- 21 1 Trustees shall serve for a period of three years commencing with their appointment as a Trustee and terminating at the end of the next meeting of the Board following the third anniversary of their appointment
- 21 2 A person retiring from the office of Trustee following the expiry of their first three-year term shall be eligible for re-election by the Trustees for a further three year term which shall expire at the end of the next board meeting following the third anniversary of their re-election as a Trustee No Trustee shall serve for more than two three-year terms, provided that the Board may resolve (acting by a two-thirds majority) to reappoint a Trustee for a third three-year term

22 Powers and duties of the Board

- 22 1 The business of the Charity shall be managed by the Board which may pay all expenses incurred in the formation of the Charity and its registration as a charity under the Charities Act
- 22 2 The Board may exercise all such powers of the Charity as are not required by the Act or these Articles or by any regulation to be exercised by the Charity in general meeting including (but not by way of limitation) the powers to
- 22 2 1 borrow money,
 - 22 2 2 mortgage or charge the whole or any part of its undertaking and property subject to Section 124 of the Charities Act,
 - 22 2 3 issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Charity or of any third party, or
 - 22 2 4 to the extent the Board considers necessary or desirable, to appoint such persons to act as Chancellor of the Charity on such terms and with such duties as the Board may from time to time decide
- 22 3 Any such requirement for powers to be exercised only by the Charity in general meeting, referred to in Article 22 2 above shall not invalidate any prior act of the Board at the time it was carried out
- 22 4 All cheques and other negotiable instruments, and all receipts for money paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine
- 22 5 The Board shall cause minutes to be made and records (with copies where appropriate) to be kept:
- 22 5 1 of all appointments of officers made by the Board,

- 22 5.2 of the names of the Trustees present at each Board meeting; and
- 22.5 3 of all resolutions and proceedings at all meetings of the Charity and of the Board

23 Proceedings of the Board

- 23 1 The Board shall meet at least four times a year
- 23 2 The Board may meet together to despatch business, adjourn and otherwise regulate its meetings as it thinks fit
- 23 3 In relation to any questions arising at any meeting, such questions shall be decided by a majority of votes of Trustees present and voting on the question save that any proposed resolution of the Board to
 - 23 3 1 transfer the business and/or assets, or a substantial part thereof, to another party,
 - 23 3 2 amend the Objects, or
 - 23 3 3 amend or remove Article 13 2, Article 23 3 or Article 23 8 2shall require a 75% majority of all the Trustees entitled to attend and vote at a meeting of the Board to be in favour
- 23 4 In the case of an equality of votes, the chairman shall have a second or casting vote whether he has or has not voted previously on the same question but no Trustee in any other circumstances shall have more than one vote
- 23 5 The chairman may, and the Secretary shall (if requested by any two Trustees), at any time summon a Board meeting upon not less than four days' notice being given to the other Trustees of the matters to be discussed
- 23 6 Notice of a Board meeting shall be given to all Trustees whether they are absent from the United Kingdom or not at the time notice is given
- 23 7 Any Trustee or member of a committee of the Trustees may participate in a meeting of the Trustees or such committee by means of video conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in such a meeting shall constitute presence in person at that meeting
- 23 8 The quorum necessary for the transaction of the business of the Board shall be
 - 23 8 1 the higher of two and one third of the Trustees or if that number is not a whole number the next higher whole number, or
 - 23 8.2 for any meeting where it is intended to vote on

- (a) a resolution to change the Objects;
- (b) a resolution to consider the disposal or transfer of the business and/or assets, or a substantial part thereof, to another party, or
- (c) amend or remove Article 13.2, Article 23 3 or Article 23 8 2

at least 75% of all Trustees entitled to attend and vote at such meeting

- 23 9 The Board may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles as the quorum the Board may act for the purpose of increasing the number of Trustees to that number, or of summoning a general meeting of the Charity, but for no other purpose
- 23 10 At its first meeting the Board shall elect a chairman and vice-chairman from among its number and shall determine the period for which they are to hold office, although they shall always be eligible for re-election; but if at any meeting neither the chairman nor the vice-chairman are present within ten minutes after the time appointed for holding the same, or if there is no chairman or vice-chairman, the Trustees present shall choose one of their number to chair the meeting
- 23 11 The Board may delegate any of its powers to committees consisting of such of its number as it thinks fit; any committee so formed shall conform to any regulations that may be imposed on it by the Board and in particular (but without limitation) no such committee shall have authority to incur expenditure save in accordance with a budget previously agreed with the Board
- 23 12 The chairman and vice-chairman shall be ex-officio members of every committee appointed by the Board
- 23 13 The members of each committee may, with the approval of the Board, appoint such persons, not being Trustees, as they think fit to be members of that committee
- 23 14 At least two thirds of the members of any committee at any one time shall be Trustees
- 23 15 A committee may elect a chairman of its meetings, if no such chairman is elected, or, if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting
- 23.16 A committee may meet and adjourn as it thinks proper Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote
- 23 17 All acts and proceedings of committees shall be reported to the Board fully and promptly
- 23 18 All acts done by any meeting of the Board or of a committee, or by any person acting as a Trustee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as a Trustee, or

that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee

- 23 19 A resolution in writing, signed by all the Trustees entitled to receive notice of a Board meeting shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held, and may consist of several documents in like form each signed by one or more Trustees

24 Secretary

- 24 1 A Secretary of the Charity may be appointed by the Board for such term at such remuneration and on such conditions as the Board may think fit Any Secretary so appointed by the Board may be removed by it
- 24 2 A Secretary who is also a Trustee may not be remunerated
- 24 3 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as Trustee and as, or in place of, the Secretary

25 Declaration of Trustees' interests

- 25 1 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)

26 Conflicts of interests

- 26 1 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply
- 26 1 1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 26 1.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting, and

26 1 3 the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying

26 2 In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person

27 The Seal

27 1 The Board shall provide for the safe custody of the Seal (if any), which shall be used only by the authority of the Board or of a committee authorised by the Board on its behalf, and every instrument to which the Seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some other person appointed by the Board for the purpose

28 Records

28 1 The Board shall comply with the requirements of the Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of

28 1 1 annual reports,

28 1.2 annual returns, and

28 1 3 annual statements of account.

28 2 The Board shall keep proper records of

28 2 1 all proceedings at general meetings,

28 2 2 all proceedings at meetings of the Board,

28 2 3 all reports of committees, and

28 2 4 all professional advice obtained

28 3 Accounting records relating to the Charity shall be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

28 4 The Board shall supply a copy of the Charity's latest available statement of account to any Trustee or member on request, and within two months of the request to any other person who makes a written request and pays the Charity's reasonable costs of complying with the request

29 Accounts

- 29.1 The Board must prepare for each financial year accounts as required by the Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- 29.2 The Board must keep accounting records as required by the Acts.

30 Annual Report and Return and Register of Charities

- 30.1 The Board must comply with the requirements of the Charities Act with regard to the
 - 30.1.1 transmission of the statements of account to the Charity,
 - 30.1.2 preparation of an Annual Report and its transmission to the Commission,
 - 30.1.3 preparation of an Annual Return and its transmission to the Commission
- 30.2 The Board must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

31 Notices and Communication

- 31.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity
- 31.2 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being
- 31.3 Any notice to be given to or by any person pursuant to the Articles
 - 31.3.1 must be in writing, or
 - 31.3.2 must be given in electronic form
- 31.4 The Charity may give any notice to a member either
 - 31.4.1 personally, or
 - 31.4.2 by sending it by post or in a prepaid envelope addressed to the member at his or her address, or

31 4 3 by leaving it at the address of the member; or

31 4 4 by giving it in electronic form to the member's address

31 5 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity

31 6 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called

31 7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

31 8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the 2006 Act

31 9 In accordance with section 1147 of the 2006 Act notice shall be deemed to be given.

31 9 1 48 hours after the envelope containing it was posted, or

31 9 2 in the case of an electronic form of communication, 48 hours after it was sent

32 Rules or byelaws

32 1 The Board may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Charity and for the purpose of prescribing classes and conditions of membership of either the Charity or any group established to support the Charity, and in particular but without prejudice to the generality of the above, it may by such rules or byelaws regulate

32 1.1 the admission and classification of membership of the Charity, the rights and privileges of such members, the conditions of membership and the terms on which members may resign or have their membership terminated,

32 1 2 the conduct of members in relation to one another and to the Charity's employees,

32 1 3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes; and

32 1 4 the procedure at general meetings and meetings of the Board and committees in so far as such procedure is not regulated by these Articles

- 32 2 The Charity in general meeting shall have power by Special Resolution to alter or repeal the rules or byelaws and to make additions to them, and the Board shall adopt such means as it deems sufficient to bring to the notice of members of the Charity all such rules or byelaws which, so long as they shall be in force, shall be binding on all members of the Charity provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles

33 Indemnity

- 33 1 The Charity shall indemnify any Trustee against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act
- 33 2 The Board shall have power to resolve pursuant to Article 5 1 40 to effect indemnity insurance notwithstanding their interest in such policy

34 Headings

- 34 1 The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same