

COMPANIES ACTS

WRITTEN RESOLUTION

OF

LEEDS METROPOLITAN UNIVERSITY ENTERPRISES LIMITED

COMPANY NUMBER: 2369724

PASSED ON 1 APRIL 2003

On 1 April 2003 the following resolution was passed as a written resolution; all members of the company, who at that date, were entitled to attend and vote at a General Meeting of the Company, having signed:

1. **THAT** new Articles of Association, copies of which were in the hands of all the members , be adopted to the exclusion of the existing Articles.

Sinead Curtis Biddle
(Signed) _____



COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

**of
LEEDS METROPOLITAN UNIVERSITY ENTERPRISES
LIMITED**

(adopted on 1 April 2003)

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**LEEDS METROPOLITAN UNIVERSITY ENTERPRISES
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PRELIMINARY AND INTERPRETATION

1. In these articles:-
 - 1.1 "Table A" means Table A of The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 and by The Companies Act 1985 (Electronic Communications) Order 2000;
 - 1.2 References to a "regulation" are to a regulation in Table A;
 - 1.3 References to an "article" are to a provision of these articles;
 - 1.4 References to "the Act" are to the Companies Act 1985;
 - 1.5 Words and phrases used in these articles shall have the meanings ascribed to them in or by virtue of Table A.
2. The regulations in Table A shall apply to the company, except where they are excluded or modified by these articles and, together with these articles, they shall constitute the articles of the company.
3. The company has no share capital and is established for the purposes expressed in the Memorandum of Association. Consequently regulations 2 – 35, 46(d), 102-108, 110, 114, 116 and 117 shall not apply and all references elsewhere in Table A to share holders and shares shall be interpreted as referring to members and membership.

LEEDS METROPOLITAN UNIVERSITY

4. The only member or members shall be Leeds Metropolitan University HEC ("LMU") or persons nominated by LMU. LMU may remove or replace any person as a member.
5. LMU may appoint, remove or replace any person as a director of the company.
6. LMU may exercise any right conferred by these Articles by means of a written instrument signed on behalf of LMU by a duly authorised person.

GENERAL MEETINGS

7. *If and so long as the company has only one member, the quorum for a General Meeting shall be one. Regulation 40 shall be modified accordingly.*
8. Notice of any general meeting need not be given to any director in that capacity. Regulation 38 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

9. A poll may be demanded at any general meeting by any member entitled to vote at the meeting. Regulation 46 shall be modified accordingly.

VOTES OF MEMBERS

10. A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

DELEGATION OF DIRECTORS POWERS

11. The directors may delegate any of their powers to committees consisting of such persons, whether directors or not, as they think fit. Regulation 72 shall be modified accordingly.

NUMBER OF DIRECTORS

12. Unless and until the company in general meeting shall otherwise determine, there shall not be any limitation as to the number of directors. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these articles or Table A. Regulations 64 and 90 shall not apply to the company.

APPOINTMENT AND RETIREMENT OF DIRECTORS

13. The directors shall not be required to retire by rotation. Regulations 67 and 78 shall be modified accordingly. Regulations 73 to 77 inclusive, the second and third sentences of regulation 79 and the last sentence of regulation 84 shall not apply to the company.
- 13A. Without prejudice to the powers of the Company under Section 303 of the Act to remove a director by Ordinary Resolution, the member or members for the time being holding more than one half of the voting rights of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the members making the change or in the case of a member which is a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

14. Regulation 81(c) shall be amended to read as follows:-

"he is, or may be, suffering from mental disorder as defined by section 1(2) Mental Health Act 1983 or, in Scotland, an application for his admission to hospital is made under the Mental Health (Scotland) Act 1960, or he is, or may be, suffering from any other illness or injury and in any such case the directors resolve that he is incapable of properly exercising his functions as a director by reason of that fact"

GRATUITIES AND PENSIONS

15. The directors may, on behalf of the company, exercise all the powers of the company to provide benefits, whether by the payment of gratuities or pensions or by insurance or in any other manner (whether similar to the foregoing or not), for any director or former director or any relation, connection or dependant of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit permitted by this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 shall not apply to the company.

PROCEEDINGS OF DIRECTORS

16. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that section. Subject where applicable to such disclosure a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company and regulations 94 and 95 shall not apply to the company.
17. If one or more directors are communicating with one or more directors by telephone, television or a similar audio visual communications system, and each such director so agrees, then, subject to the Act and the other provisions of these articles, those communications may be treated as a valid meeting of directors at which each such director is present.

NOTICES

18. Documents required by the articles to be delivered to or by the company may be delivered electronically or by any other data transmission process. Such documents include but are not limited to proxy forms, notices of meetings and annual reports and accounts. The directors may decide which documents may be delivered electronically and may make rules to regulate electronic delivery and no documents will be sent electronically without the consent of the recipient.
19. Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left.

INDEMNITY

20. Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other

officer of the company shall be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities incurred by him in relation to the execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly.