

SOUTHERN UNIVERSITIES MANAGEMENT SERVICES ("Company")

Company number: 02732244

PRIVATE COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

31 August 2019

SPECIAL RESOLUTION

On the 31st day of August 2019 the following special, written resolution was agreed and passed by the members:

THAT the draft regulations attached to this special resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

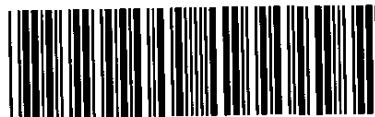
Signed by Jeannette Strachan (Director)

Date

Jeannette Strachan

27/09/2019

SATURDAY



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28/09/2019

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COMPANIES HOUSE

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF: SOUTHERN UNIVERSITIES MANAGEMENT SERVICES

Company number: 02732244

INTERPRETATION

1. In these Articles:

“the Act” means the Companies Act 1985.

the “CA 2006” means the Companies Act 2006.

“the Management Committee” means the committee which manages the Company.

“secretary” means any person appointed to perform the duties of the secretary of the Company.

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

Words denoting the masculine gender shall include the feminine and neuter genders.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, electronic form, photography, and other modes of representing or reproducing words in a visible form.

“address” means a postal address or, for the purpose of electronic communication, an email address registered with the Company.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. The subscribers to the Memorandum of Association and such other universities or educational bodies as the Management Committee shall admit to membership shall be members of the Company. Every member of the Company shall sign a written consent to become a member.

4. Each member shall pay to the Company such sum as an annual subscription or fee as the Management Committee shall from time to time determine. The annual subscription need not be the same for each member.
5. Unless the members of the Management Committee or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 48, the Management Committee may in its absolute discretion permit any member of the Company to retire, provided (regardless of any other provision pursuant to Article 48) that after such retirement the number of members is not less than three.
6. A member may withdraw from membership on giving to the Management Committee not less than one years notice to expire on 31 July in any year.

GENERAL MEETINGS

7. The Management Committee may, whenever they think fit, convene a General Meeting. General Meetings shall also be convened on such requisition, or, in default, may be convened by such requests, in accordance with the Act.

NOTICE OF GENERAL MEETINGS

8. A meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least. All other general meetings shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.

A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

9. 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.

PROCEEDINGS AT GENERAL MEETINGS

10. 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. Save as herein otherwise provided, three members present in person or one-tenth of the membership, whichever shall be the greater, shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand 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 Management Committee may determine.

11. The chair, if any, of the Management Committee shall preside as chair at every General Meeting of the Company, or if there is no such chair, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Management Committee present shall elect one of their number to be chair of the meeting.
12. If at any meeting no member of the Management Committee is willing to act as chair or if no member of the Management Committee is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chair of the meeting.
13. The chair 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. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
14. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - a) By the chair; or
 - b) By at least two members present in person or by proxy; or
 - c) By any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

15. Except as provided in Article 17, if a poll is duly demanded it shall be taken in such manner as the chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
16. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote.

17. A poll demanded on the election of a chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
18. Subject to the provisions of the CA 2006 a resolution in writing signed by the required majority of the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

19. Every member shall have one vote.
20. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.
21. On a poll votes may be given either personally or by proxy.
22. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
23. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
24. The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
25. 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.
26. Unless a proxy notice indicates otherwise, it must be treated as –
 - a) 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
 - b) 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.
27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

29. Any corporation which is a member of the Company may by resolution of its management committee or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.
30. Each member of the Company shall be free to remove such representative at any time but shall appoint a replacement representative, as soon as practicable.

MANAGEMENT COMMITTEE

31. The maximum number of the members of the Management Committee shall be determined by the company in General Meeting, but unless and until so fixed there shall be no maximum number.
32. The members of the Management Committee may be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Management Committee or any committee of the Management Committee or General Meetings of the Company or in connection with the business of the Company.
33. The members of the Management Committee shall not be permitted to appoint any other person to be an alternate member of the Management Committee.
34. The minimum number of members of the Management Committee shall be six, of whom:-
- a) three shall be representatives appointed from members of the Company; and
 - b) three shall be a representative of the Southern Universities Purchasing Consortium;

provided that if the members of the Management Committee reasonably consider that no one amongst their number has sufficient expertise, for example in financial matters, academic or human resources, the Management Committee shall be entitled to appoint up to two further members of the Management Committee (provided that such persons have the necessary expertise in the relevant field) (the "Additional Members"). The Additional Members shall be entitled to speak, but not vote at meetings of the Management Committee and shall retire by rotation.

35. The Chief Executive Officer of the Company shall have the right to attend, as observer, and speak but not vote at all meetings of the Management Committee, and accordingly, will be entitled to receive all written materials and other information given to the members of the Management Committee in connection with such meetings at the same time as those materials or information are given to the members of the Management Committee. The Chief Executive Officer shall not be a director or trustee of the Company.

BORROWING POWERS

36. The Management Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party subject to such consents as may be required by law.

POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

37. The business of the Company shall be managed by the Management Committee, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provision of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid if that regulation had not been made.
38. In the exercise of the aforesaid powers and in the management of the business of the Company the members of the Management Committee shall always be mindful that they are charity trustees within the definition of Section 46 of the Charities Act 1960 as the persons having the general control and management of the administration of a charity.
39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Management Committee shall from time to time by resolution determine.
40. The Management Committee shall cause minutes to be made:
- a) Of all appointments of officers made by the Management Committee;
 - b) Of the names of the members of the Management Committee present at each meeting of the Management Committee and of any committee of the Management Committee;
 - c) Of all resolutions and proceedings at all meetings of the Company, and of the Management Committee and of committees of the Management Committee.

APPOINTMENT, DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE MANAGEMENT COMMITTEE

41. The members of the Management Committee shall be appointed by ordinary resolution of the members of the Company.
42. Subject to the provisions of Article 44, members of the Management Committee shall serve for such initial term of office as may be determined by ordinary resolution of the members of the Company (provided that such initial term shall not exceed four years).
43. Subject to the provisions of Article 44, members of the Management Committee may be elected to serve one further term of office as may be determined by ordinary resolution of the members of the Company (provided that such further term shall not exceed four years).
44. No member of the Management Committee may serve more than two terms of office, and such members shall retire in rotation unless they are appointed as Chair of the Management Committee in or during their second term of office. In such cases the Chair shall be entitled to serve a maximum of three terms on the Management Committee.
45. The office of member of the Management Committee shall be vacated if the member:
 - (a) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) Becomes prohibited from being a member of the Management Committee by reason of an order made under any provision of the Company Directors Disqualification Act 1986; or
 - (c) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - (d) Resigns his office by notice in writing to the Company; or
 - (e) Is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act; or
 - (f) Ceases to be employed by or hold office in any member of the Company; or
 - (g) Ceases to be the appointed representative of any member of the Company.

In any of the above cases a suitable person to fill the vacancy should be appointed in accordance with article 41.

46. The office of member of the Management Committee shall also be vacated if the member of the Company of whom the member of the Management Committee is representative shall cease to be a member of the Company.
47. A member of the Management Committee who is in any way, whether directly or indirectly, interested in a contract or proposed contract, arrangement, or dealing with the Company, shall declare the nature of his interest at a meeting of the Management Committee, and subject thereto he may be counted in the quorum present at any meeting of the Management Committee whereat such contract, *arrangement or dealing with the Company is considered or entered into and may vote in respect thereof.*
48. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Management Committee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Management Committee.
49. The Company may appoint by ordinary resolution any person to be a member of the Management Committee either to fill a casual vacancy or as an additional member of the Management Committee.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

50. The Management Committee may regulate their proceedings as they think fit. The chair of the Management Committee may, and the secretary on the requisition of three members of the Management Committee shall, at any time summon a meeting of the Management Committee. It shall not be necessary to give notice of a meeting of the Management Committee to any member of the Management Committee for the time being absent from the United Kingdom.
51. The quorum necessary for the transaction of the business of the Management Committee may be fixed by the Management Committee, and unless so fixed shall be three Members.
52. A meeting may be held by suitable electronic or other virtual means agreed by the Management Committee in which each participant may communicate with all the other participants.
53. The continuing members of the Management Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Management Committee, the continuing members or member of the Management Committee may act for the purpose of increasing the number of members of the Management Committee to that number, or of summoning a General Meeting of the Company, but for no other purpose.
54. The members of the Management Committee shall elect a chair of the Management Committee from among their number.

55. Subject to the provisions of Articles 44 and 57, the chair of the Management Committee shall serve for such initial term of office as may be determined by ordinary resolution of the members of the Company (provided that such initial term shall not exceed four years).
56. Subject to the provisions of Article 57, the chair of the Management Committee may be elected to serve one further term of office as may be determined by ordinary resolution of the members of the Company (provided that such further term shall not exceed four years).
57. No chair of the Management Committee may serve more than two terms of office.
58. The Management Committee may delegate any of their powers to committees consisting of such members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee and shall report all acts and proceedings to the Management Committee as soon as is reasonably practicable.
59. A committee may elect a chair of its meetings; if no such chair is elected, or if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chair of the meeting.
60. A committee may meet and adjourn as it thinks proper.
61. Questions arising from any business conducted by the Management Committee or of any Committee shall be determined by a majority of votes of the members, and in the case of an equality of votes the chair shall have a second or casting vote.
62. All acts done by any business conducted by the Management Committee or of a committee of the Management Committee, or by any person acting as a member of the Management Committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, 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 member of the Management Committee.
63. A resolution in writing, signed by the Chair and approved by the majority of members of the Management Committee, shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.
64. Subject to Section 13(5) of the Act, the secretary shall be appointed by the Management Committee for such term, at such remuneration and upon such conditions as the Management Committee may think fit; and any secretary so appointed may be removed by it; provided always that no member of the Management Committee or of the Company may occupy the salaried position of secretary.
65. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Management Committee and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Management Committee and as, or in place of, the secretary.

ACCOUNTS

66. The Management Committee shall cause accounting records to be kept in accordance with the provisions of the Act.
67. The Management Committee must prepare for each financial year accounts as required by the Companies Act. 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. These financial statements will be sent to the Members of the company in writing or electronic form.

AUDIT

68. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

69. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, (or if he has no registered address within the United Kingdom to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him), or using electronic communications to such address (if any) as may for the time being be notified for that purpose to the person sending the notice or other document by or on behalf of the person to whom the notice or document is sent. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by an electronic communication, it shall be deemed to have been given on the day following that on which the electronic communication was sent. The Management Committee may from time to time specify the form and manner in which a notice may be given by or to the Company by electronic communications and may prescribe such procedures as it thinks fit for verifying the authenticity or integrity of any such electronic communication. A notice may be given to the Company by electronic communication only if it is given to an address specified for the receipt of electronic communications of that type and in accordance with the requirements specified by the Management Committee.

70. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) Every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- (b) Every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) The auditor for the time being of the Company; and
- (d) Each member of the Management Committee.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

71. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

72. The Management Committee may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and *management of the Company and for the purposes of prescribing classes of and conditions of membership*, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:

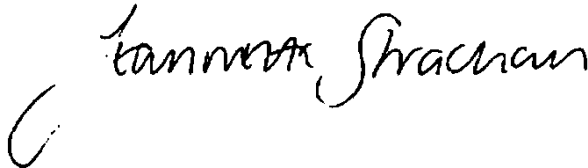
- (i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
- (ii) The conduct of members of the Company in relation to one another, and to the Company's servants.
- (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
- (iv) The procedures at general meetings and meetings of the Management Committee and Committees of the Management Committee in so far as such procedure is not regulated by these presents.
- (v) And, generally, all such matters as are commonly the subject matter of Company rules.

The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Management Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

INDEMNITY

73. In the execution of his duties and the exercise of his rights in relation to the affairs of the Company (and without prejudice to any indemnity to which he may otherwise be entitled) every member of the Management Committee shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by him and arising by reason of any improper investment made by or for the Company in good faith (so long as he shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the member of the Management Committee who is sought to be made liable. This clause shall only have effect insofar as it is not avoided by any provision of the Act.

Names and addresses of Subscribers



Jeannette Strachan
University of Hull
Hull, HU6 7RX

Dated 27/09/2019

Witness to the above signatures:



Lisa Wilde