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auril
Association for University
Research and Industry Links

AC/AGM/09/01

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of

THE ASSOCIATION FOR UNIVERSITY RESEARCH AND INDUSTRY LINKS (the Company)

Will be held at the

Bristol Marriott Hotel City Centre, Old Market, 2 Lower Castle Street, Bristol, BS13AD,
On

Thursday 8th October 2009, at 4.00 pm

To transact the following business:

1. Minutes of the AGM, held at 1.30 pm, on 18th December 2008, at BTG Offices, Fleet Place, Limeburner Lane, London.
2. To pass the following as Special Resolutions:

Alteration of Memorandum of Association

THAT the Company's memorandum of association be altered by deleting clauses 2, 3, 4, 5, 6, 7 and 8.

Alteration of articles of association

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

3. To receive and approve the Accounts for the period ended 31 March 2009 (which will be considered by the Directors at the Council Meeting on 7 October 2009, and available at the AGM).
4. To re-appoint the Auditors: - T Murphy & Co. Chartered Accountants
5. To discuss fees and membership services and communications
6. Any other business.

By order of the Board

Linda Baines
Company Secretary

Association for University Research and Industry Links
Rutherford Appleton Laboratory, Harwell Science and Innovation Campus, Didcot OX11 0QX
Contact: Tel: 028 9097 2589 Fax: 028 9097 2570 Email: auril@qub.ac.uk
Company limited by guarantee. Registered in England and Wales No 3819687. Registered office as above

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Please ignore this if you are an associate member. Associate members do not have the right to vote at the meeting.

Appointment of proxies

1. Members of the Company who are entitled to vote at general meetings are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the meeting and a proxy form accompanies this notice. They can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent a member who does have the right to vote. Details of how to appoint the chair of the meeting or another person as a proxy using the proxy form are set out in the notes to the proxy form. If a member who has the right to vote at the meeting wishes its proxy to speak on its behalf at the meeting it needs to appoint its own choice of proxy (not the chair of the meeting) and to give your instructions directly its proxy.
3. If a member does not give its proxy an indication of how to vote on any resolution, its proxy will vote or abstain from voting at his or her discretion and will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Appointment of proxy using hard copy proxy form

4. The notes to the proxy form explain how to direct a proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed by a member who has the right to vote at the meeting;
- sent or delivered to the Company at Queens University Belfast, Lanyon North, Belfast BT7 1NN; and
- received by the Company no later than 12 Noon, Thursday 1 October 2009.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Changing proxy instructions

5. To change proxy instructions a member must submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Philip Graham, Executive Director, Queens University Belfast, Lanyon North, Belfast BT7 1NN

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

6.. In order to revoke a proxy instruction a member who has the right to vote at the meeting must inform the Company using one of the following methods:

- By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Queens University Belfast, Lanyon North, Belfast BT7 1NN. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- By sending an e-mail to auril@qub.ac.uk The email must be from the email account of the nominated representatives which will be checked against our records of paid members.

In either case, the revocation notice must be received by the Company no later than 12 Noon, 1 October 2009.

If a member attempts to revoke its proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, the proxy appointment will remain valid.

Appointment of a proxy does not preclude the member representative from attending the meeting and voting in person. If a member who has the right to vote at the meeting has appointed a proxy and its member representative attends the meeting, the proxy appointment will automatically be terminated.

Communication

7. Except as provided above, members who have general queries about the meeting should contact Philip Graham, Executive Director, Queens University Belfast, Lanyon North, Belfast BT7 1NN, p.graham@qub.ac.uk (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of annual general meeting; or any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated

THE ASSOCIATION FOR UNIVERSITY RESEARCH AND INDUSTRY LINKS (the Company)
Annual General Meeting 2009
Proxy Form

[NAME AND ADDRESS OF MEMBER]

Before completing this form, please read the explanatory notes below

We, being a member of the Company entitled to vote at the Annual General Meeting of the Company, appoint the chair of the meeting or (see note 3)

--

as our proxy to attend, speak and vote on our behalf at the Annual General Meeting of the Company to be held on Thursday 8th October 2009, at 4.00 pm and at any adjournment of the meeting.

We direct our proxy to vote on the following resolutions as we have indicated by marking the appropriate box with an 'X'. If no indication is given, our proxy will vote or abstain from voting at his or her discretion and we authorise our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

RESOLUTIONS	For	Against
1. THAT the Company's memorandum of association be altered by deleting clauses 2,3,4,5,6,7 and 8		
2. THAT the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.		

Signature	Date
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Notes to the proxy form

1. Members of the Company who are entitled to vote at general meetings are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at a general meeting of the Company. They can only appoint a proxy using the procedures set out in these notes.
2. Submission of a proxy form does not preclude your member representative from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

3. A proxy does not need to be a member of the Company but must attend the meeting to represent a member who does have the right to vote. To appoint as your proxy a person other than the Chair of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish you proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. To appoint a proxy using this form, the form must be:
 - completed and signed by a member who has the right to vote at the meeting;
 - sent or delivered to the Company at [Queens University Belfast, Lanyon North, Belfast BT7 1NN, and
 - received by the Company no later than 12 Noon, 1 October 2009.
6. In the case of a member which is a company, this form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF
THE ASSOCIATION FOR UNIVERSITY RESEARCH AND IINDUSTRY LINKS
(Adopted By Special Resolution on 8 October 2009)

INDEX TO THE ARTICLES

PART 1

INTERPRETATION, OBJECTS, NOT FOR PROFIT STATUS AND LIMITATION OF LIABILITY

1. Defined terms
2. Objects, not for profit status and liability of members

PART 2

THE COUNCIL

THE COUNCIL'S POWERS AND RESPONSIBILITIES

3. The council's general authority
4. Members' reserve power
5. The council may delegate
6. Committees

DECISION-MAKING BY THE COUNCIL

7. The council to take decisions collectively
8. Unanimous decisions
9. Calling council meetings
10. Participation in council meetings
11. Quorum for council meetings
12. Chairing of council meetings
13. Casting vote
14. Conflicts of interest
15. Records of decisions to be kept
16. The council's discretion to make further rules

APPOINTMENT OF COUNCIL MEMBERS

17. Appointment of council members
18. Termination of a council member's appointment
19. Council members' remuneration
20. Council members' expenses

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

- 21. Eligibility and applications for membership
- 22. Termination of membership

ORGANISATION OF GENERAL MEETINGS

- 23. Attendance and speaking at general meetings
- 24. Quorum for general meetings
- 25. Chairing general meetings
- 26. Council and non-members - attendance and speaking at general meetings
- 27. Adjournment

VOTING AT GENERAL MEETINGS

- 28. Voting: general
- 29. Errors and disputes
- 30. Poll votes
- 31. Content of proxy notices
- 32. Delivery of proxy notices
- 33. Amendments to resolutions

PART 4

ADMINISTRATIVE ARRANGEMENTS

- 34. Means of communication to be used
- 35. The company seal
- 36. No right to inspect accounts and other records
- 37. Provision for employees on cessation of business

OFFICERS' INDEMNITY AND INSURANCE

- 38. Indemnity
- 39. Insurance

OFFICERS

- 40. The chair
- 41. The vice-chair
- 42. The treasurer
- 43. The executive director
- 44. The company secretary

PART 1

INTERPRETATION, OBJECTS, NOT FOR PROFIT STATUS AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise:

an academic year means a period of 12 months beginning on 1 August in each year and ending on 31 July in the next year;

an additional named representative means a person who is nominated as an additional named representative by a member and for whom that member has paid any additional named representative subscription set by the council;

an associated institution has the meaning set out in paragraph (2) of article 21;

an associate member means an associated institution which is registered as a member of the company;

an associate representative means the person nominated by an associate member to be its associated representative;

the articles means the company's articles of association;

bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

the chair means the person who is appointed to be the chair in accordance with article 40;

the chair of the meeting means the person who is chairing the meeting in accordance with article 25;

the Companies Acts means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

the council means the members of the council, being the directors of the company, acting collectively;

a council member means a person appointed to be a council member in accordance with articles 17;

a director means a director of the company, and includes any person occupying the position of director, by whatever name he is called;

a document includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form has the meaning given in section 1168 of the Companies Act 2006;

an eligible institution has the meaning given in paragraph (1) of article 21;

the executive director means the person who is appointed to be the executive director in accordance with article 43;

a full member means an eligible institution which is registered as a member of the company;

a member has the meaning given in section 112 of the Companies Act 2006;

a member representative means the person nominated by a full member to be its member representative;

an NHS IP hub means a regional innovation organisation established by the United Kingdom National Health Service;

a nominated representative means a member representative or an associate representative;

the objects means the objects of the company set out in paragraph (1) of article 2;

an ordinary resolution has the meaning given in section 282 of the Companies Act 2006;

a public sector research organisation means a research organisation established and funded primarily by the government or by a government department of any country;

to participate, in relation to a council meeting, has the meaning given in article 10;

a proxy notice has the meaning given in article 31;

the secretary means the person (if any) who is appointed to be the secretary of the company in accordance with article 44;

a special resolution has the meaning given in section 283 of the Companies Act 2006;

a subsidiary has the meaning given in section 1159 of the Companies Act 2006;

the treasurer means the person who is appointed to be the treasurer of the company in accordance with article 42;

a university means a university or other institution which meets the criteria in (a), (b) or (c) below:

- (a) it is an institution which has been accepted by the company as a university (whether or not that institution's name includes the word 'university') but only so long as that institution is entitled to award first and higher degrees pursuant to section 76 of the Further and Higher Education Act 1992 or section 4 of the Further and Higher Education (Scotland) Act 1992;
- (b) it is an institution which meets both of the following criteria on or after 31 December 1992:
 - (i) with the consent of the Privy Council under section 77 of the Further and Higher Education Act 1992 or section 49 of the Further and Higher Education (Scotland) Act 1992, it has the word 'university' in its title or it is accepted that it is entitled to apply for, and be given, such consent under one of those sections; and
 - (ii) it has the power to award first and higher degrees pursuant to section 76 of the Further and Higher Education Act 1992 or section 4 of the Further and Higher Education (Scotland) Act 1992;
- (c) it is a university constituted in the Ireland under Section 4 Part 1 of the Universities Act 1997, (Ireland);

the vice-chair means the person who is appointed to be the vice-chair in accordance with article 41; and

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.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Objects, not for profit status and liability of members

2. (1) The company's objects are to support members in the development of mutually beneficial partnerships with industry and other sectors in the fields of research, technology and knowledge transfer, consultancy and related activities to enhance wealth creation and quality of life, and in particular:

- (a) to promote and provide facilities for discussion and consultation between representatives of university and public sector research institutions in the United Kingdom, the Republic of Ireland and elsewhere and other organisations, on any matters affecting or relevant to links with industry and other external bodies, relating to research or other services provided by the university and public sectors;
- (b) to keep its members and others informed on current issues and developments relevant to industry-related partnerships, research administration and knowledge transfer and exchange;
- (c) to promote professionalism and best practice in knowledge transfer and exchange;
- (d) to promote the company as a valuable resource in terms of information and expertise; and
- (e) where appropriate, to provide views to the Government of the United Kingdom, the Government of the Republic of Ireland, and appropriate stakeholders elsewhere and others on matters relating to members' interests.

(2) The income and capital of the Company must be applied only towards the promotion of the objects.

(3) No part of that income or capital may be paid or transferred, directly or indirectly, by way of dividend, bonus or in any other way that amounts to a distribution of profit or surplus to members. No council member may be appointed to

any office of the company paid by salary or fees. Nor may he receive any remuneration or other benefit in money or money's worth from the company. This paragraph does not prevent any payment in good faith by the company of:

- (a) reasonable and proper remuneration to any member, officer or servant of the company for any services rendered to the company and of expenses necessarily incurred in carrying out the duties of any member, officer or servant of the company;
- (b) interest on money lent by a member at a reasonable and proper rate per annum;
- (c) reasonable and proper expenses to any council member in accordance with article 20;
- (d) reasonable and proper rent for premises let by any member to the company; or
- (e) any premium in respect of indemnity insurance to cover the liability of council members in accordance with article 39.

(4) If, when the company is wound up or dissolved and all its debts and liabilities have been paid or satisfied, there is any property of the company still remaining, that surplus may not be paid to, transferred or distributed among, the members. Instead it must be given or transferred to one or more companies, organisations or institutions which:

- (a) exist for purposes similar to the objects;
- (b) prohibit the distribution of its or their income and property to at least the same extent as paragraph (2); and
- (c) are approved by the members on or before the winding up or dissolution of the company.

If the company cannot identify any such company, organisation or institution, the surplus may be paid or transferred to one or more charities.

(5) The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its

being wound up while he is a member or within one year after he ceases to be a member, for:

- (a) payment of the company's debts and liabilities contracted before he ceases to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

PART 2

THE COUNCIL

THE COUNCIL'S POWERS AND RESPONSIBILITIES

The Council's general authority

- 3. (1) Subject to the articles, the council is responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.
- (2) The council may decide what subscriptions are payable by each category of member and for any nominated representative or additional named representative.

Members' reserve power

- 4 (1) The full members may, by special resolution, direct the council to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the council has done before the passing of that resolution.

The Council may delegate

- 5. (1) Subject to the articles, the Council may delegate any of the powers which are conferred on it under the articles:
 - (a) to any person or committee;
 - (b) by any means (including by power of attorney);
 - (c) to any an extent;
 - (d) in relation to any matters or territories; and

- - (e) on any terms and conditions

as it thinks fit.

(2) If the council so specifies, any such delegation may authorise further delegation of the council's powers by any person to whom they are delegated.

- (3) The council may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

- 6. (1) Committees to which the council delegates any of its powers must follow procedures which are based, as far as they are applicable, on those provisions of the articles which govern the taking of decisions by the Council.

(2) The council may make rules of procedure for all or any committees, and those rules prevail over rules derived from the articles if they are not consistent with them.

(3) Except as set out in paragraph (4), members of any committee need not be council members.

- (4) All members of any committee to which any of the following matters is delegated must be council members:

- - (a) anything which the Companies Acts requires the council to do;
 - (b) any amendment to the articles;
 - (c) the termination of the membership of any member;
 - (d) the expulsion of any council member;
 - (e) the approval of the company's annual budgets, and the authorisation of the expenditure of any of company money, unless that expenditure is within such limit as the council decides is reasonably necessary for the proper performance of the functions of that committee.

DECISION-MAKING BY THE COUNCIL

Council to take decisions collectively

7. (1) The general rule about decision-making by the Council is that any decision of the council must be either a majority decision at a meeting or a decision taken in accordance with article 8.

(2) If:

(a) the company only has one council member; and

(b) no provision of the articles requires it to have more than one council member, the general rule does not apply, and the council member may take decisions without regard to any of the provisions of the articles relating to the council's decision-making.

Unanimous decisions

8. (1) A decision of the council is taken in accordance with this article when all eligible council members indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible council member or to which each eligible council member has otherwise indicated agreement in writing.

(3) References in this article to eligible council members are to council members who would have been entitled to vote on the matter had it been proposed as a resolution at a council meeting (but excluding any director whose vote is not to be counted in respect of the particular matter).

(4) A decision may not be taken in accordance with this article if the eligible council members would not have formed a quorum at such a meeting.

Calling council meetings

9. (1) The council must meet at least once in each term of each academic year.

(2) Any council member may call a council meeting by giving notice of the meeting to the other council members or by authorising the company secretary (if any) to give that notice.

(2) Notice of any council meeting must indicate:

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that council members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a council meeting must be given to each council member, but need not be in writing.

(4) Notice of a council meeting need not be given to council members who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where that notice is given after the meeting has been held, that does not affect the validity of the meeting, or the validity of any business conducted at it.

Participation in council meetings

10. (1) Subject to the articles, council members participate in a council meeting, or part of a council meeting, when:

(a) the meeting has been called and takes place in accordance with the articles; and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether council members are participating in a council meeting, it is irrelevant where any council member is or how they communicate with each other.

(3) If all the council members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for council meetings

11. (1) At a council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for council meetings may be fixed from time to time by a unanimous decision of the council, but it must never be less than five eligible council members, and unless otherwise fixed it is five.

(3) If the total number of council members for the time being is less than the quorum required, the council members must not take any decision except a decision:

- (a) to appoint further council members; or
- (b) to call a general meeting to enable the members to appoint further council members.

Chairing of council meetings

12. (1) The chair (or in his absence the vice-chair) will chair all meetings of the council in which he participates.

(2) If the chair or vice-chair is not participating in a council meeting within fifteen minutes after the time at which it was to start, the participating council members must appoint one of themselves to chair it.

Casting vote

13. (1) If the numbers of votes for and against a proposal are equal, the chair or other council member chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chair or other council member is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14. (1) If a proposed decision of the council is concerned with an actual or proposed transaction or arrangement with the company in which a council member is interested, that council member is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a council member who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when:

- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a council member from being counted as participating in the decision-making process;
- (b) the council member's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the council member's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes:

- (a) a guarantee given, or to be given, by or to a council member in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries; and
- (c) arrangements with an eligible institution or an associated institution of which he is a member, or with a company in which he holds beneficially not more than one hundredth part of the capital.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any council meeting or part of a council meeting.

(6) Subject to paragraph (7), if a question arises at a council meeting or of a committee of the council as to the right of a council member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any council member except the chair is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) arises in respect of the chair, the question is to be decided by a decision of the council members at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

15. The council must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous and every majority decision taken by the council.

Council's discretion to make further rules

16. Subject to the articles, the council may make any rule which it thinks fit about how it takes decisions, and about how those rules are to be recorded or communicated to council members.

APPOINTMENT OF COUNCIL MEMBERS

Appointment of council members (1) The members of the Council are:

- (a) the chair;
- (b) the vice-chair;
- (c) the person who was the chair during the last academic year;
- (d) the treasurer;
- (e) the Executive Director as an ex-officio member; and
- (d) not more than nine (or any increased number set by the council in accordance with paragraph (7)) elected council members who meet the criteria set out in paragraph (2) and who have been elected in accordance with paragraph (3) or appointed by the council under paragraph (5) or (6).

(2) Any person who is willing to act as a council member, who is permitted by law to do so, and who is: (a) employed by a full member; and (b) is that full member's member representative or an additional named representative of that full member authorised by that full member's member representative to stand for election may be elected as a council member under paragraph (3).

(3) In each academic year the full members will, by ballot and a single transferable vote, elect up to nine (or any increased number set by the council in accordance with paragraph (7)) elected council members to be on the council for the next two academic years in place of those elected council members who are retiring at the end of the then current academic year.

(4) Provided he continues to meet the criteria in paragraph (2), an elected council member is eligible for re-election.

(5) If an elected council member ceases to be a council member the council will appoint a person who meets the criteria in paragraph (2) to replace him for the remainder of his two year term.

(6) The council may appoint any person who meets the criteria in paragraph (2) to be a council member to fill any vacancy.

(7) The full members may increase or reduce the number of elected council members and may appoint anyone who meets the criteria in paragraph (2) to be an elected council member to fill any vacancy created by any increase in the number of elected council members.

Termination of council member's appointment

17. (1) A council member may withdraw from the council by giving not less than 30 days' notice to the company in writing.

(2) A person ceases to be a council member as soon as the earliest of the following occurs:

- (a) that person ceases to be an employee of a full member;
- (b) that person ceases to be the chair, the vice-chair or the treasurer and he does not hold another office which automatically makes him a council member and he is not elected to the council under article 17(3);
- (c) if he is a council member because he was the chair during the last academic year, he has served a year on the council after ceasing to be chair and he does not hold another office which automatically makes him a council member and he is not elected to the council under article 17(3);
- (d) if he is an elected council member, that person's two year term as an elected council member comes to an end and he is not re-elected and he does not hold an office which automatically makes him a council member;
- (e) if he is a person appointed by the council to replace an elected council member under article 17(5), the person in whose place he was appointed would have retired from the council at the end of his 2 year term;

- (f) if he is a person appointed by the council under article 17(6) or 17(7), the academic year in which he is appointed comes to an end;
- (g) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (h) a bankruptcy order is made against that person;
- (i) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (j) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (k) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (l) notification is received by the company from the council member that the council member is resigning from office, and such resignation has taken effect in accordance with its terms;
- (m) that person is absent, without permission of the council, from meetings of the council for more than twelve consecutive months and the council decides that he should cease to be a council member;
- (n) the full members decide that that person should cease to be a council member (despite any other provision of the articles or in any agreement between the company and that council member); or
- (o) the notice given under paragraph (1) expires.

Council members' remuneration

18. (1) No council member is entitled to any remuneration for his services as an officer of the company or as a council member.

(2) Council members may undertake any services for the company that the council may decide.

(3) Council members are entitled to such remuneration as the council determines for any service (except that of being a council member) which they undertake for the company.

(3) Subject to the articles, a council member's remuneration under paragraph (3) may:

(a) take any form; and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that council member.

Council members' expenses

19. The company may pay any reasonable expenses which the council members properly incur in connection with their attendance at:

(a) meetings of the council or committees of the council;

(b) general meetings

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Eligibility and applications for membership

20. (1) The following are eligible institutions:

(a) a university in the United Kingdom;

(b) a constituent institution or university college of the University of Wales;

- (c) a college or school of the University of Oxford, University of Cambridge or the University of London;
- (d) a university or college in the Republic of Ireland;
- (e) a public sector research organisation;
- (f) an NHS IP hub;
- (g) any other institution or organisation which the Council decides is an eligible institution.

(2) An associated institution is an organisation, body or company which is not an eligible institution but which the Council recognises has an interest in the objects of the company.

(3) No person may become a member of the company unless:

- (a) that person is an eligible institution as set out in paragraph (1) or an associated institution as set out in paragraph (2);
- (b) that person has completed an application for membership in a form approved by the council;
- (c) the council has approved that application.

(4) Each member will pay any subscription set by the council for that member or for any nominated representative or additional named representative.

Termination of membership

22. (1) A member may withdraw from membership of the company by giving not less than 7 days' notice to the company in writing.

(2) Membership is not transferable.

(3) A person's membership terminates as soon as:

- (a) the notice given under paragraph (1) expires;
- (b) that person ceases to exist;

(c) unless otherwise decided by the council, that person ceases to be an eligible institution; or

(d) that person ceases to be an associated institution.

(2) A person's membership will immediately terminate if the Council decides that that person should cease to be a member because it has not paid any subscription set by the council.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

23. (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when:

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The council may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

24. (1) One quarter of the full members, attending a meeting through their proxies or member representatives, will be a quorum.

(2) No business except the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

25. (1) The chair (or in his absence, the vice-chair) will chair general meetings if he is present and willing to do so.

(2) If there is no chair or vice-chair, or if the chair or vice-chair is unwilling to chair the meeting or is not present within fifteen minutes after the time at which the meeting was due to start, the full members present (by their members representatives or proxies) must appoint a council member or a member representative to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

Council and non-members - attendance and speaking at general meetings

26. (1) Council members may attend and speak at general meetings, whether or not they are member representatives.

(2) Associate representatives and additional named representatives may attend and speak at general meetings.

(3) The council may invite other representatives of any eligible institution or associate institution to attend and speak at any general meeting.

(4) The chair of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

27. (1) If the persons eligible to vote and attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.

(2) The chair of the meeting may adjourn a general meeting at which a quorum is present if:

- (a) the meeting consents to an adjournment; or
- (b) it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chair of the meeting must:

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the council; and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

28. (1) No person except a full member (acting through its member representative or its proxy) (or the chair of the meeting under paragraph 5) may vote on any resolution at a general meeting.

(2) Every full member (acting through its member representative or its proxy) will have one vote.

(3) An associate member does not have the right to vote at a general meeting.

(4) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

(5) If the numbers of votes for and against a proposal are equal, the chair of the meeting has a casting vote.

(6) But paragraph 5 does not apply if, in accordance with the articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

Errors and disputes

29. (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chair of the meeting whose decision is final.

Poll votes

30. (1) A poll on a resolution may be demanded:

- (a) in advance of the general meeting where it is to be put to the vote; or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by:

- (a) the chair of the meeting;
- (b) the council;

- (c) member representatives representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken; and
- (b) the chair of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chair of the meeting directs.

Content of proxy notices

31. (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:

- (a) states the name and address of the full member appointing the proxy;
- (b) identifies the person appointed to be that full member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the full member appointing the proxy, or is authenticated in such manner as the council may determine; and
- (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) 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.

(4) 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.

Delivery of proxy notices

32. (1) 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 company by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) 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.

(4) 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 appointor's behalf.

Amendments to resolutions

33. (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and

(b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

(a) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- (3) If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

34. (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 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 company.

(2) Subject to the articles, any notice or document to be sent or supplied to a council member in connection with the taking of decisions by the council may also be sent or supplied by the means by which that council member has asked to be sent or supplied with such notices or documents for the time being.

(3) A council member may agree with the company that notices or documents sent to that council member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

The company seal

35. (1) Any common seal may only be used by the authority of the council.

(2) The council may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the council, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is:

- (a) any council member;

- (b) the company secretary (if any); or
- (c) any person authorised by the council for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

36. Except as provided by law or authorised by the council or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

37. The council may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

OFFICERS' INDEMNITY AND INSURANCE

Indemnity

38. (1) Subject to paragraph (2), a relevant council member or a relevant officer of the company or of an associated company may be indemnified out of the company's assets against:
- (a) any liability incurred by that council member or officer in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;
 - (b) any liability incurred by that council member or officer in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and
 - (c) any other liability incurred by that council member or officer as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate;
- (b) **a relevant council member** means any council member or former council member of the company or of an associated company;
- (c) **a relevant officer** means any officer or former officer of the company or an associated company, including without limitation, the chair, the vice-chair, the treasurer, the executive director, and the secretary.

Insurance

39. (1) The council may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant council member or relevant officer in respect of any relevant loss.

(2) In this article:

- (a) **a relevant council member** means any council member or former council member of the company or of an associated company;
- (b) **a relevant officer** means any officer or former officer of the company or of an associated company, including without limitation, the chair, the vice-chair, the treasurer, the executive director, and the secretary;
- (c) **relevant loss** means any loss or liability which has been or may be incurred by a relevant council member or relevant officer in connection with that council member's or officer's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and
- (d) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

OFFICERS

The chair

40. (1) At the beginning of each academic year, unless the then chair remains chair under paragraph (5) or the then chair is re-appointed by the council for another academic year, the person who was the vice-chair during last academic year will become the chair of the council.
- (2) Except where a person is chair for more than one academic year under paragraph (5), each chair will hold office for one academic year or until he ceases to be chair in accordance with paragraph (7), but will be eligible for re-appointment for a further academic year. Any former chair will be eligible for appointment as chair if more than one year has passed since he was last chair.
- (3) If the office of chair is vacant for more than six months before the end of an academic year, the council must appoint a chair from the council members to serve for the remainder of that academic year.
- (4) If the office of chair is vacant for six months or less before the end of an academic year, the council may appoint a chair from the council members to serve for the remainder of that academic year or may leave the office of chair unfilled for the remainder of that academic year.
- (5) If the person whom the council appoints to be chair under paragraph (3) or (4) is the vice-chair at the time of that appointment, he will remain the chair for the next academic year and for a further academic year if the council re-appoints him for that further academic year.
- (6) The chair will cease to be the chair as soon as the first of the following occurs:
- (a) he ceases to be a member of council in accordance with article 18;
 - (b) he is removed by the council; or
 - (c) he gives at least 30 days' notice of his wish to retire from the chair to the company in writing and that notice expires.

The vice-chair

41. (1) Except in the circumstances set out in paragraph (4), the council must appoint a council member to be vice-chair of the company.

(2) A person who is appointed to be the vice-chair will remain in that office until he becomes chair under article 40(1) or until he ceases to be vice-chair under paragraph (5).

(3) If the office of vice-chair is vacant, the council must appoint a vice-chair from the council members to serve for the remainder of that academic year.

(4) Paragraph (3) does not apply if the vacancy occurs just before the appointment of the vice-chair for the next academic year is to take place, or just after it has taken place. In that case, if he is willing, the person who is appointed vice-chair for the next academic year will be the vice-chair for the remainder of the then current academic year.

(5) The vice-chair will cease to be the vice-chair as soon as the first of the following occurs:

- (a) he ceases to be a member of council in accordance with article 18;
- (b) he is removed by the council; or
- (c) he gives at least 30 days' notice of his wish to retire from the vice-chair to the company in writing and that notice expires.

The treasurer

42. (1) In July of every other year (or at such other time decided by the Council), the council will appoint a person to serve as treasurer for the next two academic years or until he ceases to be treasurer in accordance with paragraph (5).

(2) The person holding the office of treasurer will be eligible for re-appointment

(3) If the office of treasurer is vacant, the council must appoint a treasurer from the council members to serve for the remainder of that academic year.

(4) Paragraph (3) does not apply if the vacancy occurs just before the appointment of the treasurer for the next two academic years is to take place, or just after it has taken place. In that case, if he is willing, the person who is appointed treasurer for the next two academic years will be the vice-chair for the remainder of the then current academic year.

(4) The treasurer will cease to be the treasurer as soon as the first of the following occurs:

- (a) he ceases to be a member of council in accordance with article 18;
- (b) he is removed by the council; or
- (c) he gives at least 30days' notice of his wish to retire from the vice-chair to the company in writing and that notice expires.

The executive director

43. (1) The council may appoint an executive director on such terms as the council may decide. The council may also remove the executive director from office.

(2) The executive director is subject to the control and supervision of the Council. He is responsible for carrying out such duties as the council may delegate to him, including the day-to-day management and administration of the company and with the approval of the council, the hiring of staff.

The company secretary

44. The council may appoint a person to be the company secretary on such terms as the council may decide. The council may also remove the company secretary from office. The company secretary will be responsible for carrying out such duties as the council may delegate to him.