

Company No.: 04448389

THE AGA KHAN UNIVERSITY (INTERNATIONAL) IN THE UNITED KINGDOM
(the "Company")

SPECIAL RESOLUTIONS OF THE COMPANY

PASSED ON 2 JULY 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were duly passed as written resolutions:

SPECIAL RESOLUTIONS

- (1) That the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association.
- (2) That the attached Articles be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Signed



Director/Secretary

Date

2 July 2018

MONDAY



R79S0WWØ
RC2 09/07/2018 #1
COMPANIES HOUSE

The Companies Act 2006
Company Limited by Guarantee
and not having a Share Capital

Company Number: 04448389
Charity Number:

Articles of Association
of
The Aga Khan University (International)
in the United Kingdom

Incorporated on 27 May 2002
Adopted by written resolution passed on

THE COMPANIES ACT 2006

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

**ARTICLES OF ASSOCIATION
OF**

**THE AGA KHAN UNIVERSITY (INTERNATIONAL)
IN THE UNITED KINGDOM**

1. PRELIMINARY

Any model articles of association for private companies contained in the Schedules to The Companies (Model Articles) Regulations 2008) or otherwise in force from time to time shall not apply to the Charity and these Articles shall be the regulations of the Charity.

2. INTERPRETATION

2.1. In these Articles the following expressions have the following meanings unless inconsistent with the context

"the Act"	the Companies Act 2006
"these Articles"	the Charity's Articles of Association as amended from time to time
"Authorised Representative"	an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to a Trustee
"Chairman"	the chairman of the Governing Body from time to time appointed in accordance with Article 18.1.1
"Charities Act"	The Charities Act 2011
"the Charity"	the company regulated by these Articles with company number 04448389
"the Charter"	the Aga Khan University Order 1983, Pakistan, President's Order No. 3 of 1983 Government of

"Commission"	Pakistan The Charity Commission of England and Wales
"Conflict"	means a situation in which a Trustee has or can have a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Charity
"Conflicted Trustee"	means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity
"Connected Person"	means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any Material Benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee's only connection is an interest consisting of no more than 1% of the voting rights
"electronic means"	has the meaning given in section 1168 of the Act
"Financial Expert"	an individual, company or firm who is an authorised person or an exempt person within the meaning of the Financial Services and Markets Act 2000 (as amended from time to time)
"General Meeting"	a general meeting of the Charity
"Governing Body"	the board of Trustees of the Charity from time to time
"Ismaili Imam"	A legal entity having its seat in Lisbon, Portugal, registered with Registo Nacional de Pessoas Colectivas (National Registry of Legal Entities) in Portugal under number 510 783 490.
"Material Benefit"	a benefit which may not be financial but has a monetary value, other than a benefit whose value is reimbursed to the Charity
"Member" and "Membership"	refer to the membership of the Charity
"Month"	calendar month
"the Objects"	the objects of the Charity as defined in Article 5 of these Articles
"the Statutes"	the Companies Acts as defined in section 2 of the Act and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force in England and Wales relating to companies and affecting the Charity

“the Trustees” the directors for the time being of the Charity or (as the context shall require) any of them acting as the Governing Body and “Trustee” shall be construed accordingly

- 2.2. Expressions defined in the Act have the same meaning
- 2.3. References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

The name of the Charity is The Aga Khan University (International) in the United Kingdom

The registered office of the Charity is to be in England and Wales

The objects of the Charity shall be, for the public benefit, the advancement of education by the means of the promotion and dissemination of knowledge and research, including through the provision of instruction, training and teaching in any branches of learning and through any available media (the “**Objects**”).

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 6.4. to enter into arrangements with the University, any other educational institution and/or any entities as may be established by the Charity on such terms as the Trustees shall think fit, including with respect to the assurance of quality of the contents of the courses and/or services offered by the Charity, determination of the qualifications and experience required of the faculty members, their selection and recruitment as well as their academic ranks
- 6.5. to establish or acquire, alone or with others, directly or indirectly through other entities, other educational operations or institutions, and to acquire, carry on or manage any subsidiary, including affiliated or other universities, schools, museums or other educational establishments, in connection with the Objects
- 6.6. to provide for the board, residence and accommodation of all or any students, teachers and other staff
- 6.7. to award prizes, bursaries and scholarships to students or intending students for proficiency in their work, to provide scholarships for the benefit of students who undertake any special course of instruction or research work, and to provide means for training student teachers and students
- 6.8. to co-operate with other bodies including, without limitation to the generality of the foregoing, entities within the Aga Khan Development Network and institutions of the Ismaili Imamat
- 6.9. to support, administer or set up charities
- 6.10. to assist, aid, sponsor, support or make donations to educational, cultural, religious, and heritage organisations or institutions and/or causes or programmes within the UK or elsewhere
- 6.11. to raise funds (whether by trading or otherwise) and accept donations (in cash or kind), subscriptions, grants of money, securities, gifts, bequests, property, in each case of any kind, or to undertake and accept the management or transfer of any endowment, trust, fund or donation not inconsistent with the Objects of the Charity
- 6.12. to borrow money, incur financial obligations and give security for any actual, future or contingent obligations upon such terms as may from time to time be agreed by the Charity (but only in accordance with the restrictions imposed by the Charities Act)
- 6.13. to acquire or hire property of any kind
- 6.14. to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act)
- 6.15. to make grants or loans of money and to give guarantees (and where payment is made to an official of a charity the receipt of that official shall be a complete discharge to the Charity and the Trustees)
- 6.16. to set aside funds for special purposes or as reserves against future expenditure
- 6.17. to deposit or invest funds in any manner in accordance with charity law
- 6.18. to delegate the management of investments in accordance with charity law
- 6.19. to arrange for investments or other property of the Charity to be held in the name of a nominee under the direction of the Governing Body or of a Financial Expert acting under their instructions and to pay any reasonable fee required
- 6.20. to insure the property of the Charity and property in the custody of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when

required

- 6.21. in accordance with, and subject to the conditions in, section 189 of the Charities Act to provide indemnity insurance for the Trustees against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty and to insure the Trustees against costs of a successful defence to a criminal prosecution brought against them as directors
- 6.22. to employ or take on secondment paid or unpaid agents, staff or advisers which shall include, without limitation, the power to recruit, appoint, promote, grade, suspend, dismiss and otherwise deal with members of teaching and academic staff and to remunerate Trustees and Members but only in accordance with Articles 7, 8, 9 and 21 and subject to the quality assurance standards and procedures of the University
- 6.23. to equip, furnish and fit up and maintain any university, school rooms and other buildings for any of the purposes of the Charity
- 6.24. to enter into contracts to provide services to or on behalf of other persons or to obtain services from other persons
- 6.25. to establish branches and/or subsidiary companies to assist or act as agents for the Charity
- 6.26. to pay the costs of forming the Charity and registering it as a company and as a charity; and
- 6.27. to do anything else within the law which promotes, helps to promote or is conducive or incidental to the promotion of the Objects

7. BENEFITS TO MEMBERS AND TRUSTEES

- 7.1. The property and funds of the Charity do not belong to the Members or Trustees and shall be applied solely towards promoting the Objects and no part of the property and funds of the Charity shall be paid directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Charity Provided that nothing shall prevent payments or other benefits given in good faith to Trustees, Members or Connected Persons in accordance with Articles 7, 8 and 9
 - 7.2. Members who are not Trustees or Connected Persons may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied
 - 7.3. Members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity
 - 7.4. Members (including Trustees) may be paid a reasonable rent or hiring or licence fee for property let, hired or licenced to the Charity
 - 7.5. Members who are beneficiaries may receive charitable benefits in that capacity on the same terms as any other beneficiary of the Charity
8. A Trustee must not receive any payment of money or other Material Benefit whether directly or indirectly and whether by way of dividend bonus, or otherwise by way of profit from the Charity except
- 8.1. in the case of a Trustee who benefits as permitted by Articles 6.21, 7 and 9

- 8.2. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in relation to the Charity
 - 8.3. an indemnity in respect of any liabilities properly incurred in the course of acting as a Trustee of the Charity (including the costs of a successful defence to criminal proceedings) under Article 21
 - 8.4. payment to any company in which a Trustee or a Connected Person has no more than a one percent shareholding; and
 - 8.5. in exceptional cases, other payments or benefits but only with the written consent of the Commission in advance where required under the Charities Act and the approval or affirmation of the Members where required under the Act
9. A Trustee or Connected Person may enter into a contract with the Charity as permitted by s.185 of the Charities Act to supply goods or services to the Charity in return for a payment or other Material Benefit but only if
- 9.1. no more than a minority of the Trustees are the subject of an arrangement permitted under this Article in any financial year
 - 9.2. the contract is in writing and states the maximum to be paid by the Charity
 - 9.3. the goods or services are actually required by the Charity, and the Trustees decide that it is in the best interests of the Charity to enter into such a contract
 - 9.4. the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services; and
 - 9.5. the Trustee has complied with the procedure set out in Article 17

10. **LIMITED LIABILITY**

The liability of Members is limited

11. **GUARANTEE**

Every Member promises, if the Charity is dissolved while he, she or it remains a Member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a Member

12. **MEMBERSHIP**

- 12.1. The number of Members of the Charity shall be a minimum of two Members
- 12.2. The Charity must maintain a register of Members
- 12.3. Membership is terminated if the Member concerned gives written notice of resignation to the Company
- 12.4. Membership of the Charity is not transferable
- 12.5. Members shall exercise their powers in the way in which they consider in good faith is in the best interests of the Charity

13. GENERAL MEETINGS OF MEMBERS

- 13.1. The Governing Body may call General Meetings at any time
- 13.2. Members are entitled to attend General Meetings personally, by proxy or (in the case of a Member organisation) by an Authorised Representative. General Meetings are called on at least 14 Clear Days written notice specifying the business to be discussed
- 13.3. There is a quorum at a General Meeting if the number of Members, proxies or Authorised Representatives personally present is at least two Members
- 13.4. The Chairman (or in the absence of the Chairman some other Member elected by those present) presides at a General Meeting
- 13.5. Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 13.6. Except for the University, which has a second or casting vote, every Member present in person (or by proxy or Authorised Representative) has one vote on each issue
- 13.7. A written resolution signed by all those entitled to vote at a General Meeting is as valid as a resolution actually passed at a General Meeting

14. THE GOVERNING BODY

- 14.1. The Governing Body when complete consists of a minimum of three Trustees. The Board shall manage the business and exercise all and any powers of the Charity which are not required to be exercised by the Members
- 14.2. Trustees shall be appointed by ordinary resolution of the Members
- 14.3. The Trustees shall not be subject to retirement by rotation
- 14.4. The appointment of a Trustee terminates if the other Trustees consider that he or she
 - 14.4.1. is disqualified under the Act or the Charities Act or becomes prohibited by law from acting as a director or charity trustee
 - 14.4.2. becomes bankrupt or makes arrangements or compositions with creditors generally;
 - 14.4.3. is incapable, whether mentally or physically, of managing his or her own affairs, or
 - 14.4.4. resigns by written notice to the Chairman (but only if at least two Trustees will remain in office)
 - 14.4.5. is removed from office by written decision of the Aga Khan University, provided it considers in good faith that course of action is in the best interests of the Charity
- 14.5. A technical defect in the appointment of a Trustee of which the Governing Body is unaware at the time does not invalidate a decision taken at a meeting

15. PROCEEDINGS OF THE GOVERNING BODY

- 15.1. Subject to the provisions of these Articles, the Trustees may regulate their meetings as they think fit. A Trustee may call a meeting of the Governing Body. Notice of a meeting of the Governing Body shall be given to each Trustee
- 15.2. A quorum at a meeting of the Governing Body is two Trustees save that when any Trustee attending a meeting is conflicted for any reason, the quorum shall be reduced to one if necessary to allow a meeting to proceed

- 15.3. A meeting of the Governing Body may be held either in person or by suitable electronic means agreed by the Governing Body in which all participants may communicate with all the other participants
- 15.4. The Chairman (or in the absence of the Chairman some other Trustee chosen by the Trustees present) presides at each meeting
- 15.5. Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees (other than any Conflicted Trustee who has not been authorised to vote under Article 17) is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 15.6. Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 15.7. A procedural defect of which the Governing Body is unaware at the time does not invalidate a decision taken at a meeting
- 15.8. Any Trustee may participate in a meeting of the Governing Body or a committee constituted pursuant to these Articles of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is

16. TRUSTEES CONFLICTS OF INTEREST

- 16.1. Subject to Article 16.2, any Trustee who becomes a Conflicted Trustee in relation to any matter shall
 - 16.1.1. declare the nature and extent of his or her interest before discussion begins on the matter
 - 16.1.2. withdraw from the meeting for that item after providing any information requested by the other Trustees
 - 16.1.3. not be counted in the quorum for that part of the meeting; and
 - 16.1.4. remain absent during the vote and have no vote on the matter
- 16.2. When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to
 - 16.2.1. continue to participate in discussions relating to the making of a decision and/or to vote
 - 16.2.2. disclose to a third party information confidential to the Charity, or
 - 16.2.3. take any other action not otherwise authorised, or to refrain from taking any step required to remove the conflict which, in either case, does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or Material Benefit
- 16.3. A Conflicted Trustee who obtains (other than through his or her position as Trustee) information that is confidential to a third party, shall not be in breach of his or her duties to the Charity if he or she

declares the conflict in accordance with this Article 17 and then withholds such confidential information from the Charity

- 16.4. A Trustee shall not be considered to have a conflict of interest solely by reason of any connection he or she may have to the Aga Khan Development Network or the institutions of the Ismaili Imam
- 16.5. For any transaction or arrangement authorised under Articles 6.21, 7, 8, 9, 17 and 21 the Trustee's duty under the Act to avoid a conflict of interest with the Charity shall be disapplied provided the relevant provisions of this Article 17 have been followed

17. POWERS OF GOVERNING BODY

- 17.1. The Governing Body has the following powers in the administration of the Charity in its capacity as a board of charity trustees:
 - 17.1.1. to appoint a Chairman from among the Trustees
 - 17.1.2. to appoint honorary officers who need not be Members nor Trustees
 - 17.1.3. to delegate any of its functions to committees consisting of one or more individuals appointed by it (but at least one member of every committee shall be a Trustee and all proceedings of committees shall be reported promptly to the Governing Body)
 - 17.1.4. to make rules consistent with these Articles and the Act to govern proceedings at General Meetings, meetings of the Governing Body Trustees and any meetings of committees and to govern the administration of the Company and the use of its seal (if any)
 - 17.1.5. to establish procedures to assist the resolution of disputes within the Charity
 - 17.1.6. to exercise any powers of the Charity which are not reserved to the Members
 - 17.1.7. to receive donations

18. RECORDS AND ACCOUNTS

- 18.1. The Governing Body shall comply with the requirements of the Act and the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 18.1.1. Annual reports
 - 18.1.2. Annual returns and
 - 18.1.3. Annual statements of account
- 18.2. The Governing Body shall keep proper records of
 - 18.2.1. All proceedings at General Meetings
 - 18.2.2. All proceedings at meetings of the Governing Body
 - 18.2.3. All reports of committees
- 18.3. All of the records listed in Articles 19.1 and 19.2 shall be available to the Members of the Charity on request
- 18.4. Accounting records relating to the Charity shall be made available for inspection by any Trustee and to Members at any reasonable time during normal office hours

19. NOTICES

- 19.1. Notices under these Articles may be sent by hand, or by post or by suitable electronic means
- 19.2. The only address at which a Member is entitled to receive notices is the address shown in the register of Members
- 19.3. Any notice given in accordance with these Articles is to be treated for all purposes as having been received
 - 19.3.1. 48 hours after being sent by electronic means or delivered by hand to the relevant address
 - 19.3.2. four Clear Days after being sent by first class post to that address, if address within the UK or 10 Clear Days if outside the UK
 - 19.3.3. six Clear Days after being sent by second class or 15 Clear Days if overseas post to that address
 - 19.3.4. on being handed to the Member (or in the case of a member organisation, its Authorised Representative) personally or
 - 19.3.5. if earlier as soon as the Member acknowledges actual receipt
- 19.4. A technical defect in the giving of notice of which the Governing Body is unaware at the time does not invalidate decisions taken at a meeting

20. DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE

- 20.1. Where the Statutes permit the Charity to send documents or notices to its Members in electronic form or by means of a website, the documents will be validly sent provided the Charity complies with the requirements of the Statutes
- 20.2. Subject to any requirement of the Statutes only such documents and notices as are specified by the Charity may be sent to the Charity in electronic form to the address specified by the Charity for that purpose and such documents or notices sent to the Charity are sufficiently authenticated if the identity of the sender is confirmed in the way the Charity has specified

21. INDEMNITY

- 21.1. Subject to the provisions of the Act and the Charity Act every Trustee or other officer of the Charity shall be (and any auditor of the Charity may be) indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the Charity

22. DISSOLUTION

If upon the winding-up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity but shall be transferred to any charitable institution or institutions having charitable purposes the same as or similar to the Objects or applied for exclusively charitable purposes the same as or similar to the Objects or in such other manner consistent with charitable status as the Commission approves in writing in advance

CC03

Statement of compliance where amendment of
articles restricted



Companies House


☒ **What this form is for**
You may use this form to state that
the restrictions to change articles
have been observed.

☐ **What this form is NOT for**
You cannot use this form for
notifying a change of articles that
are not restricted.

MONDAY

RC2 *R79SOWWW*
09/07/2018
COMPANIES HOUSE

#5

1	Company details	
Company number	0 4 4 4 8 3 8 9	→ Filling in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *
Company name in full	The Aga Khan University (International) in the United Kingdom	
2	Statement of compliance ¹	
	The above company certifies that the amendment has been made in accordance with the company's articles and, where relevant, any applicable order of a court or other authority.	1 Please note: This form must accompany the document making or evidencing the amendment.
3	Signature	
Signature	I am signing this form on behalf of the company.	2 Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership. 3 Person authorised Under either section 270 or 274 of the Companies Act 2006.
	<div>Signature</div> <div><input checked="" type="checkbox"/>  <input checked="" type="checkbox"/></div> <div>SAIMA ALI COMPANY SECRETARY</div>	
	This form may be signed by: Director ² , Secretary, Person authorised ³ , Liquidator, Administrator, Administrative receiver, Receiver, Receiver manager, Charity Commission receiver and manager, CIC manager, Judicial factor.	

CC03

Statement of compliance where amendment of articles restricted



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You are also sending with this form the document making or evidencing the amendment.
- ☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk