

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL



ARTICLES OF ASSOCIATION OF ASSOCIATION OF UNIVERSITY ENGINEERS

COMPANY NAME

1. The Company's name is "Association of University Engineers" ('the Company').

OBJECTS AND POWERS

2. The objects of the Company are:-

(a) to promote, foster and develop the knowledge of University Estates Engineers and other Estates professionals;

(b) to facilitate the advancement of Estates Management and Building Engineering disciplines within universities and other institutions funded by any of the following: Higher Education Funding Council for Wales, the Scottish Funding Council for Scotland or in England funded by the 'Office for Students' and 'Research England' plus the non-UUK Northern Ireland universities funded by the Department for Employment and Learning (Northern Ireland), and to support The Association of University Directors of Estates ('AUDE') which is the prime body representing the estates function within the Higher Education sector ('HE');

(c) to provide a means by which the views, contributions and professional knowledge of its members can be communicated to AUDE, HEFCE and other appropriate HE bodies;

(d) to provide the means for the interchange of information between University Engineers and other Estates professionals on technical and managerial aspects of the built environment within University and HE sector Estates; and

(e) through the above activities to provide an avenue through which Engineers and other Estates professionals can receive accredited Continuing Professional Development.

3. In order to achieve any of the objects listed above the Company may:

(a) raise funds by any means, including raising subscriptions from members, obtaining donations and grants from any persons or organisations and the holding of money-raising events of any kind;

(b) open and operate one or more bank accounts;

(c) invest any of the Company's money that is not immediately required in such investments, securities or property as the Directors think fit (but subject to any conditions or consents that may be imposed by law);

(d) acquire any land or buildings (whether freehold, leasehold or on licence) and any rights over or connected with any property; construct, maintain, improve, develop and alter any such land or buildings; sell, grant leases or licences over, dispose of, mortgage or turn to account any such land or buildings;

(e) subject to the provisions of these Articles, employ full-time and part-time officers and employees and contract for services to be provided by any person, or organisation; and pay wages, salaries and fees for any services rendered to the Company and make reasonable provision for paying pensions, superannuation, sickness, redundancy and other benefits and make reasonable provision for the welfare of officers and employees and their relatives and dependants;

(f) engage solicitors, accountants and other professional advisers to advise and act for the Company and pay the fees and expenses of any such persons;

(g) co-operate with any other organisation having objects similar to or compatible with those of the Company, and support any such organisation (including by making grants or loans), provided that organisation is not formed or established for the purposes of profit and provided its constitution prohibits the distribution of its income and property to at least as great an extent as is imposed on the Company by these Articles;

(h) do all such other things which are lawful and necessary or expedient for the promotion of the Company's objects.

NO DISTRIBUTION OF ASSETS

4. The Company's income and property may be used only for the promotion of its objects and no part of the income or property may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any member or members of the Company.

Nothing in this clause shall prevent:

(a) the payment in good faith of reasonable and proper remuneration to any director, member, officer or employee of the Company for any services rendered to the Company, or the reimbursement of reasonable and proper out-of-pocket expenses incurred by any such person, subject to any Rules relating thereto;

(b) the payment in good faith of interest at a reasonable and proper rate on any money lent to the Company by any member, officer or employee, or by any person, company or organisation with which any member, officer or employee is connected;

(c) the payment in good faith of reasonable and proper rent for premises demised or let to the Company by any member, officer or employee, or by any person, company or organisation with which any member, officer or employee is connected;

(d) any reasonable and proper payment made in good faith to another company in which a Director has an interest, in which case the Director shall not (only by reason of such interest) be bound to account for any share of the profits s/he may receive in respect of such payment.

LIMITED LIABILITY

5. The liability of the members is limited.

MEMBERS' GUARANTEE

6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while s/he is a member or within one year after s/he ceases to be a member, for payment of the Company's debts and liabilities contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories themselves.

DISTRIBUTION OF ASSETS ON WINDING UP

7. If, when the Company is wound up or dissolved, there remains any property whatsoever after all the debts and liabilities have been satisfied, that property may not be paid to or distributed among the members of the Company, but shall be given or transferred to one or more organisations which have objects which are similar to or compatible with the objects of the Company, and which prohibit the distribution of income or property to at least as great an extent as is imposed on the Company by these Articles. The organisation(s) concerned shall be decided by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such decision, then to some charitable object.

MEMBERS

8. (a) The subscribers to the memorandum of association are the first members of the Company.

(b) Membership is open to all persons and organisations which:

(i) fulfil such criteria for membership as is set out in these Articles and any Rules relating thereto; and

(ii) support the objects of the Company;

but no person may be admitted as a member of the Company unless approved by the Directors.

(c) A person who wishes to become a member must deliver to the Company an application form containing such information as the Directors require.

CLASSES OF MEMBERS AND CESSATION OF MEMBERSHIP

9. (a) The Company shall have three classes of members, namely Full Members, Associate Members and Honorary Members. A member which is an organisation shall be entitled to nominate a representative who may exercise the rights of the member in relation to the Company subject to any Rules relating thereto and provided that such representative would be eligible in their personal capacity to become a Full Member of the company per the criteria set down at sub-article 9(b)(i) below.

(b) Where a member is an individual, the following membership criteria shall apply:

(i) Full Membership shall be open to suitably qualified engineers responsible for the installation, operation, maintenance or design of engineering services and directly employed within a university or Higher Education Funded Council institution; or in certain situations, where there has been a merger between a University and a College, full membership shall be open to suitably qualified engineers, provided that the University has the majority control of the merged institution. Applicants for Full Membership shall be expected to hold a minimum professional qualification of Eng. Tech. approved by the Engineering Council. Where an applicant for Full Membership does not meet such criteria the success of their application shall be determined at the discretion of the Directors, and in making such decision the Directors shall have regard to the qualifications and experience of the applicant;

(ii) Associate Membership shall be open to other members of University Estates functions and employees of Research Institutions and Further Education Colleges. An individual may become an Associate Member on the recommendation of the Regional Chairperson. Associate Members shall have the right to participate in all meetings and to avail themselves of all of the services of the Company usually available to Full Members but shall not by virtue of such membership be entitled to attend, vote or speak at general meetings of the Company or to vote on written resolutions of the Company. Associate Members shall not be eligible for election to the position of Director of the Company; and

(iii) Honorary Membership shall be open to Full and Associate Members who have retired from service or who are otherwise deemed eligible to become Honorary Members. Honorary Members shall not be liable to pay a subscription fee and shall not by virtue of such membership be entitled to attend, vote or speak at general meetings of the Company or to vote on written resolutions of the Company. Honorary Members shall have such restrictions placed on their access to the services of the Company as may from time to time be set out in Rules relating thereto.

(c) A member may at any time resign from membership of the Company by giving written notice. Membership is not transferable to any other person or organisation.

(d) Membership of the Company (with the exception of Honorary Membership) shall cease when, in the opinion of the Directors, that member is adjudged to have left the HE Sector.

REGIONAL GROUPS

10. (a) In carrying out its activities the Company shall, subject to any rules set out in such regard, operate and administer a Regional Group structure under which members shall form Regional Groups which shall meet from time to time and no less frequently than once per calendar year.

(b) Each Regional Group shall be responsible for its own activities provided that such activities are pursuant and/or conducive to the objects of the Company. Full Members, Associate Members and guests of members shall be entitled to attend meetings of the Regional Group to which they have been allocated or in the case of a guest of a member, meetings of the Regional Group to which that member has been allocated.

(c) Each Regional Group shall elect a Regional Chairperson and Deputy Regional Chairperson from within its membership, provided that no candidate shall be eligible for election to either such position unless he or she is a Full Member of the Company. The Regional Chairperson shall by virtue of holding such office be a Director of the Company for the full length of their term of office and the Deputy Regional Chairperson shall by virtue of holding such office be a Director of the Company for the second year of his or her term of office.

(d) The term of office of a Regional Chairperson shall be two years from the date of their election, and on the expiry of such period the Regional Chairperson shall resign. Upon such resignation the Deputy Regional Chairperson shall, if he or she is willing to act in such capacity, assume the role of Regional Chairperson which has been vacated as a consequence of such resignation and shall resign their office as Deputy Regional Chairperson, and a new Deputy Regional Chairperson shall be elected from within the membership of the relevant Regional Group on the same basis as described at sub-article (c) above. If the incumbent Deputy Regional Chairperson is not willing to assume the role of Regional Chairperson as described herein then they shall resign and a new Deputy Regional Chairperson and Regional Chairperson shall be elected. In such circumstances the outgoing Regional Chairperson shall be eligible for re-election.

SUBSCRIPTIONS

11. (a) The Directors may make Rules for the payment of joining fees and/or subscriptions by members. The Rules may specify the amount of the fees or subscriptions, the method of payment and collection and all other arrangements. The Rules may be altered from time to time by the general meeting. If there are different classes of members, the Rules may specify that different amounts of fees or subscriptions and different arrangements for their collection apply to different classes.

(b) every member must pay to the Company any fees or subscriptions which are payable under the Rules.

(c) If a member fails to pay a fee or subscription within three months after it became due s/he is then no longer a member of the Company. On payment of all arrears of fees or subscriptions which became due while s/he was a member s/he may (subject to any Rules of the Company) apply to be re-admitted as a member.

ANNUAL GENERAL MEETINGS

12. (a) The Directors must call Annual General Meetings in accordance with these articles. The following provisions shall apply to all Annual General Meetings unless the members resolve otherwise.

(b) Subject to (a) above, the first Annual General Meeting must be held within eighteen months after the date of incorporation of the Company.

(c) Subject to (a) above, in every calendar year after the year of the first Annual General Meeting, the Company must hold an Annual General Meeting and not more than fifteen months may elapse between the date of one Annual General Meeting and the date of the next.

BUSINESS OF ANNUAL GENERAL MEETINGS

13. (a) The usual business of an Annual General Meeting is:

(i) the consideration of the accounts, balance sheets, reports of the Directors and, if the Company has auditors, the auditors' report;

(ii) the election of Officers and the Honorary Member Representative in place of those, if any, who are retiring, and the re-appointment, where appropriate, of co-opted Directors;

(iii) unless the Company is exempt from any legal requirement to have auditors, the appointment of auditors and the fixing of their remuneration (if any); and

(iv) any other business included in the notice calling the meeting.

EXTRAORDINARY GENERAL MEETINGS

14. (a) All general meetings other than Annual General Meetings are called Extraordinary General Meetings:

(b) The Directors may call Extraordinary General Meetings whenever they think fit.

MEMBERS' RIGHT TO REQUISITION MEETINGS

15. The Directors must convene an Extraordinary General Meeting if one is requisitioned by members in accordance with the provisions of the Act.

NOTICE OF GENERAL MEETINGS

16. (a) Subject to the provisions for meetings being held on short notice in paragraphs (b) and (c) below not less than 14 clear days' notice is required to call an Annual General Meeting or an Extraordinary General Meeting.
- (b) an Annual General Meeting may be called on short notice (that is notice of less than 14 clear days) if this is agreed in writing by all the members who are entitled to attend and vote at the meeting.
- (c) an Extraordinary General Meeting may be called on short notice if this is agreed in writing by ninety percent of the members who are entitled to attend and vote at the meeting.
17. (a) A notice calling a general meeting must be in writing and must specify the date, time and place of the meeting, the general nature of the business to be transacted and whether the meeting is an Annual General Meeting or an Extraordinary General Meeting.
- (b) If any special or extraordinary resolution is to be proposed, the exact wording of that resolution must be stated in the notice.
- (c) The notice must be given to all the members who are entitled to attend the meeting and to the Directors and the auditors (if any).

QUORUM AND PARTICIPATION AT GENERAL MEETINGS

18. (a) No business may be transacted at any general meeting unless a quorum is present. The quorum is thirty persons, including at least two Officers, who are entitled to attend and speak and vote.
- (b) The persons who are entitled to attend and speak and vote are:
- (i) any member who has voting rights;
 - (ii) any representative of a corporate or organisational member which has voting rights; and
 - (iii) any proxy for any such member.

A member, corporate representative or proxy who is not entitled to vote on the business to be transacted does not count as part of the quorum while that business is being transacted.

(c) 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.

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

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

(ii) 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.

(e) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(f) 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.

(g) 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.

19. If a quorum is not present within half an hour after the time for the start of the meeting, or if during a meeting a quorum ceases to be present, the meeting must be adjourned to such reasonable time and place as the Directors decide.

CHAIRING THE MEETING

20. The Executive Chairperson shall chair any general meeting at which s/he is present. If the Company does not have an Executive Chairperson, or if the Executive Chairperson is absent, then the Vice Chairperson shall chair the meeting. If the Company does not have an Executive Chairperson or a Vice Chairperson, or if both the Executive Chairperson and the Vice Chairperson are absent, the Directors shall nominate a Director to chair the meeting. If no Director is present within fifteen minutes after the time for the start of the meeting, or if no Director is willing to act, the members present shall elect one of their number to chair the meeting.

ADJOURNMENT

21. A general meeting may be adjourned by an ordinary resolution. No business may be transacted at an adjourned meeting except business which might properly have been transacted at the original meeting. If a meeting is adjourned for fourteen days or more, at least seven days' notice of the adjourned meeting must be given. Otherwise no notice of an adjourned meeting need be given. Notice of an adjourned meeting must be given in the same manner and contain the same information as the notice of any other general meeting.

VOTING

22. (a) A resolution put to a vote at a meeting shall be decided on a show of hands unless a poll is duly demanded.

(b) A poll may be demanded by the chairperson or by any two voting members. A demand by a proxy is as valid as a demand by the member who appointed the proxy. The demand for a poll must be made not later than the declaration of the result of the vote on a show of hands and in any case before the next item of business takes place.

(c) If a poll is demanded, it must be taken in accordance with any Rules made by the Company in accordance with these articles or, if there are no Rules which apply, in such manner as the chairperson directs.

23. A poll demanded on the election of a chairperson or on a question of adjournment must be taken straight away. A poll demanded on any other question must be taken either straight away or at such time and place as the chairperson directs, provided this is not more than thirty days after the poll is demanded.

24. No notice need be given of a poll not taken straight away if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven days' notice must be given specifying the time and place at which the poll is to be taken.

CHAIRPERSON'S CASTING VOTE

25. For the avoidance of doubt, the person chairing the meeting shall not have a second or casting vote on any resolution at a general meeting.

WRITTEN RESOLUTIONS

26. A resolution in writing passed in accordance with the Act is as valid and effective as if it had been passed at a general meeting.

VOTING RIGHTS

27. Subject to article 9, every member of the Company shall have one vote on any resolution of the members.

28. No objection as to the qualification of any voter may be raised except at the meeting at which that vote is tendered. The chairperson's decision as to any objection is final.

PROXIES

29. (a) Every member who is entitled to attend and vote at a meeting of the Company may, by notice in writing, appoint a proxy to attend on her/his behalf. A proxy need not be a member of the Company.

(b) The notice appointing a proxy must be signed by the member appointing the proxy and may be in any usual or common form. It may be presented to the Company at its registered office or to the chairperson of the meeting at any time up to the start of the general meeting for which the appointment is made. The member appointing the proxy may withdraw the appointment.

OFFICERS AND DIRECTORS

30. (a) The Officers of the Company shall be the Executive Chairperson, Vice Chairperson, Honorary Secretary and Honorary Treasurer, whereby:

(i) the Executive Chairperson (and in her/his absence the Vice Chairperson) shall chair meetings of the Directors. The Executive Chairperson shall bear responsibility for reporting to the AUDE and Higher Education Estates Association Forum (HEEAF) Executive as required. Unless they are unable to do so, the Chairperson shall be required to serve as a Past Chairperson for a period of 12 months following their retirement from the office of Executive Chairperson;

(ii) the Vice Chairperson shall chair meetings of the Directors in circumstances where the Executive Chairperson is absent or unable to participate. The Vice Chairperson shall on the retirement of the incumbent Executive Chairperson be appointed to the office of Executive Chairperson and such appointment shall be subject to ratification by the Company at the next Annual General Meeting;

(iii) the Honorary Secretary shall by virtue of their holding such office be the Company Secretary and shall carry out all duties relating thereto; and

(iv) the Honorary Treasurer shall administer the finances of the Company and with the approval of the Directors shall appoint the Company's accountant(s) and/or, as may be required, the Company's auditor(s).

(b) The term of office of an Officer shall be two years from the date on which they assume office.

(c) The Officers and the Honorary Member Representative shall by virtue of their holding such office be Directors of the Company.

(d) The Board of Directors shall consist of the Officers, the Regional Chairpersons, such Deputy Regional Chairpersons as are in their second year of office, the Honorary Member Representative and such other Directors as are co-opted by the Directors or re-appointed by the members subsequent to such co-option under the provisions of these Articles.

(e) There shall be not less than four Directors but unless otherwise decided by ordinary resolution the number of Directors shall not be subject to any maximum.

APPOINTMENT AND RETIREMENT OF OFFICERS AND DIRECTORS

Appointment of Officers and Honorary Member Representative by General Meeting

31. Subject to the paragraphs below, the Company may by ordinary resolution appoint a person who is willing to act to be an Officer or Honorary Member Representative to fill a vacancy or to replace an Officer or Honorary Member Representative who is retiring from or otherwise vacating such office at a general meeting.

32. No person may be appointed or reappointed an Officer or Honorary Member Representative at any general meeting unless:

(a) s/he is recommended by the Directors; or

(b) not less than fourteen clear days before the date of the meeting a written nomination signed by a voting member and a notice in writing signed by the proposed Officer or Honorary Member Representative has been given to the Company.

33. Not less than seven clear days before the date of the meeting notice must be given to all who are entitled to notice of the meeting of every person who is recommended by the Directors or nominated in accordance with the above provisions for appointment or reappointment as an Officer or Honorary Member Representative at the meeting.

Co-option to the Board by the Directors

34. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number set as the maximum number of Directors. A Director so appointed may hold office only until the next Annual General Meeting but may be re-appointed by ordinary resolution at that Annual General Meeting. If not reappointed at that Annual General Meeting, he or she shall cease to be a Director at the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

35. The Company may by ordinary resolution remove any Director before the expiration of her/his period of office.

36. A person ceases to be a Director if:

(a) s/he ceases to be a Director by virtue of any provision of the Companies Act or becomes prohibited by law from being a director of a company; or

(b) s/he becomes bankrupt or makes any arrangement or composition with her/his creditors generally; or

(c) s/he resigns by notice to the Company; or

(d) s/he has been absent from meetings of the Directors for more than six consecutive months and the Directors resolve that s/he ceases to be a Director.

POWERS OF DIRECTORS

37. The business of the Company shall be managed by the Directors who may exercise all the powers of the Company, subject only to the provisions of the Companies Act, the Articles, to any Rules made in accordance with these articles and to any directions given by special resolution of the general meeting.

38. No alteration of these Articles and no Rule or direction shall invalidate any prior act of the Directors which would have been valid if that alteration or Rule had not been made or that direction had not been given.

DELEGATION OF POWERS

39. The Directors may delegate to any one or more Directors the transaction of any business or the performance of any act required to be transacted or performed and must ensure that all their acts and proceedings are fully and promptly reported to them.

APPOINTMENT OF MANAGERS AND AGENTS

40. (a) The Directors may appoint managers and other employees and decide on their powers, duties and terms of service.

(b) Subject to the provisions of these Articles, no Director may be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

(c) The Directors may appoint any person to be the agent of the Company for any purpose and subject to any conditions imposed by them. The delegation may be in writing or by power of attorney. The delegation may permit the agent to delegate all or any of her/his powers.

DIRECTORS' EXPENSES

41. The Directors may be paid all actual travelling, accommodation and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings of the Company or otherwise in connection with the discharge of their duties.

MEETINGS OF THE DIRECTORS

42. (a) Subject to the provisions of the articles and any Rules, the Directors may regulate their meetings and procedures as they think fit.

(b) A meeting of the Directors must be held at least four times per calendar year.

Calling Meetings

43. Any Director may call a meeting of the Directors.

Voting

44. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall not have a second or casting vote.

Quorum

45. No business may be transacted at a meeting of the Directors unless a quorum is present. The quorum is six Directors, including at least one Officer.

46. If at any time the number of Directors is less than the minimum number, the continuing Directors may continue to act, but if the number of Directors is less than the number fixed as the quorum, the continuing Directors (even if there is only one) may act for the purpose of filling vacancies or of calling a general meeting, but for no other purpose.

Executive Chairperson

48. The Executive Chairperson presides at every meeting of Directors at which s/he is present. If s/he is not present within five minutes after the time for the start of the meeting, the Vice Chairperson shall chair the meeting. If the Vice Chairperson is also not present, the Directors present may appoint one of their number to chair the meeting.

Validity of Directors Acts

49. All acts done by a meeting of the Directors, or of a committee of the Directors, or by a person acting as a Director shall, notwithstanding that it is later discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

WRITTEN RESOLUTIONS

50. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Directors is as valid and effectual as if it had been passed at a meeting duly convened and held and may consist of several identical documents each signed by one or more Directors.

CONFLICTS OF INTEREST

51. (a) A Director may not vote at a meeting of the Directors or of a committee of the Directors on any resolution concerning a matter in which s/he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and if s/he does vote her/his vote must not be counted.

b) For the purposes of this article, an interest of a person who is, for any purpose of the Companies Act connected with a Director shall be treated as an interest of the Director.

52. A Director must not be counted in the quorum present at a meeting in relation to a resolution on which s/he is not entitled to vote.

53. If a question arises at a meeting of the Directors or of a committee of the Directors as to the right of a Director to vote, the chairperson's decision is final.

HONORARY SECRETARY

54. Where in accordance with the provisions of these Articles the Company appoints an Honorary Secretary, that individual shall by virtue of such office also be appointed as Company Secretary at law, at such reasonable remuneration (if any) and subject to such conditions as the Company deems appropriate, and the restriction set out in article 40(b) above shall not apply to a Director who is appointed to the office of Honorary Secretary provided that such exception shall apply only for the duration of that Director's period of office as Honorary Secretary (and any subsequent such periods of office) and only in respect of such remuneration as may be payable in relation to the office of Honorary Secretary.

AUDITORS

55. The Directors must ensure that the Company complies with the requirements of the Companies Act and any other statutory provision which applies to the Company with regard to the appointment of auditors and all provisions relating to the auditors' functions in relation to the Company.

MINUTES

56. The Directors must ensure that minutes are made:

(a) of all appointments of Directors and Officers; and

(b) of all general meetings and meetings of the Directors, including the names of the Directors present.

THE COMPANY SEAL

57. The Directors may decide from time to time whether the Company shall have a seal. If the Company has a seal it may be used only with the authority of the Directors. The Directors must decide who is to sign any document issued under seal. Unless the Directors decide otherwise a document issued under seal must be signed by a Director and by the secretary or by any two Directors.

ACCOUNTS

58. The Company must keep such accounting records as are required by the Companies Act and any other statutory provisions which affect the Company. No member (as such) has any right to inspect any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the general meeting.

NOTICES

59. (a) Any notice required to be given to or by the Company or any member or Director (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communications to an address supplied for that purpose by the person to whom the notice is required to be given.

(b) The company may give any notice to a member or Director either personally or by sending it by post to the member or Director at his registered address, or by leaving it at that address, or by giving it using electronic communications to an address supplied for that purpose by the member.

(c) A member or Director present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

(d) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators or in accordance with any reasonable and standard practice shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 24 hours after the time it was sent, unless the Company receives notice of the fact that the electronic communication has not been delivered.

(e) For the purposes of this article, "electronic communication" includes a communication by electronic mail (email), facsimile transmission (fax) or by posting the communication on a website to which the member or Director has access, if this is so agreed by the member or Director concerned, or by any other means agreed by the Company and the member or Director concerned.

INDEMNITY

60. (a) Subject to paragraph (b), a Director may be indemnified out of the Company's assets against:

(i) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;

(ii) any liability incurred by that director 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

(iii) any other liability incurred by that director as an officer of the Company.

(b) 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.

INSURANCE

61. (a) The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

(b) In this article:

(i) a "relevant Director" means any Director or former Director of the Company; and

(ii) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company.

RULES

62. (a) The Directors may from time to time make Rules for the proper conduct and management of the Company and all other matters which may properly be made the subject of such Rules.

(b) Without prejudice to the generality of the above, the Rules may include Rules for the conduct of members, the use of the Company's assets and facilities, the procedures at general meetings and meetings of the Directors, and the admission, suspension, expulsion and general regulation of members.

(c) No Rule shall be inconsistent with these Articles of the Company or any provision of law.

INTERPRETATION

63. In these Articles:

"the Act" and "the Companies Act" mean the Companies Act 2006 including any statutory amendment or re-enactment of it when in force.

"the Articles" means these articles of association of the Company.

"AUDE" means The Association of University Directors of Estates;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given (or deemed to be given) and the day for which it is given or on which it is to take effect.

"Deputy Regional Chairperson" shall have the meaning ascribed to it in Article 10;

"Engineering Council" means The Engineering Council, the regulatory body for the UK engineering profession;

"executed" includes any mode of execution.

"Executive Chairperson" shall have the meaning ascribed to it at Article 30;

"Honorary Member Representative" means the individual responsible for representing the interests of the membership at board level and who is elected to such position by the Company pursuant to the provisions of these articles;

"Honorary Secretary" shall have the meaning ascribed to it at Article 30;

"Honorary Treasurer" shall have the meaning ascribed to it at Article 30;

"office" means the registered office of the Company;

"Officer" shall have the meaning ascribed to it at Article 30;

"Past Chairperson" means the position usually held by an individual for the period of twelve months subsequent to their cessation of office as Executive Chairperson;

"Regional Chairperson" shall have the meaning ascribed to it at Article 10;

"Regional Group" shall have the meaning ascribed to it at Article 10;

"Rules" means any Rules made by the general meeting in accordance with these articles.

"the seal" means the common seal of the Company.

"secretary" means the company secretary or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Companies Act but excluding any statutory modification thereof not in force when these regulations became binding on the Company.
