

OS CC01

Return by an overseas company of an alteration to constitutional documents



Companies House

☒ **What this form is for**
You may use this form to show an
alteration to constitutional
documents of an overseas company.

☐ **What this form is NOT for**
You cannot use this form to show
any other changes to an overseas
company.

SATURDAY



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11/04/2020

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COMPANIES HOUSE

1 Overseas company details

Company number F C 0 0 8 9 5 5

Company name in full
or alternative name as
registered in the UK RICHMOND, THE AMERICAN INTERNATIONAL
UNIVERSITY IN LONDON, INC.

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Alteration of the constitutional document(s)

Details of change Update to the Constitution and By-Laws

3 Date of alteration to the constitutional document(s)

The company gives notice¹ that the constitutional document(s) for this
company were altered on the date below.

Date of alteration ^d2 ^d6 ^m0 ^m3 ^y2 ^y0 ^y2 ^y0

Copies of the following documents have been attached.

- A new certified copy of the constitution of the company, as altered.
- A certified translation, if applicable.

¹ This notice must be delivered to
the Registrar within 21 days of the
notice of alteration being received
in the UK in due course of post (if
dispatched with due diligence).

4 UK establishments

A return must be delivered in respect of any alteration to the company
particulars by each UK establishment. If, however, a company has more than one
UK establishment, it may deliver only one form in respect of all those
UK establishments, provided it completes the table below.

UK establishment name

Registration number

5 Signature

I am signing this form on behalf of the overseas company.²

Signature

Signature

X *H Dabryne ple*

X

² This form may be signed by:
Director, Secretary,
Permanent representative.

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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 **THOMAS POLLITT**

Company name **EVERSHEDS SUTHERLAND**

(INTERNATIONAL) LLP

Address **115 COLMORE ROW**

Post town **BIRMINGHAM**

County/Region

Postcode **B 3 3 A L**

Country **UK**

DX

Telephone **+44 121 232 1639**



Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number as registered in the UK match the information held on the public Register.
- ☐ You have entered details of the alteration to the constitutional documents in Section 2.
- ☐ You have entered the date of alteration to the constitutional document(s) in Section 3.
- ☐ You have completed Section 4, if applicable.
- ☐ You have submitted the new constitutional documents of the company (with a certified translation, if appropriate) with this form.
- ☐ 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:

England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

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).

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



RICHMOND

THE AMERICAN INTERNATIONAL

UNIVERSITY

IN LONDON

GOVERNANCE DOCUMENTS

Approved 26 March 2020

Certified to be a true copy of the original seen by me:

Signed:

A handwritten signature in black ink, appearing to read 'P. Deans', written over a horizontal line.

Phil Deans, Officer and Trustee

Date: 3 April 2020

*Address: Richmond, The American International University in London
Queen's Road
Richmond-upon-Thames
Surrey*

*Tel: TW10 6JP
0208 332 8300*



SECTION 1: BY-LAWS

1. Introduction

- 1.1 Richmond, The American International University in London, Inc. ("University") is incorporated as a not-for-profit 501(c)(3) institution of higher education in the State of Delaware, USA.
- 1.2 The purposes for which Richmond, The American International University in London, Inc. (The "University") is formed to advance education for the public benefit by establishing and operating one or more leading independent institutions of higher education in liberal arts including by:
 - a) educating persons by providing them with the knowledge and support to think critically, the freedom to challenge assumptions and the skills to work with others.
 - b) establishing and operating such programs, international studies centers, special schools and courses of study, student exchanges, scholarship funds, alumni organizations, and other activities as are usual and appropriate for an institution of higher learning.
 - c) performing other activities permitted to corporations under the General Corporation Law of the State of Delaware, to the extent such activities are permitted by organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), including the making of distributions to organizations that qualify as exempt organizations under Section (501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- 1.3 The University is a non-profit institution. In the event of dissolution or liquidation of the University for any reason, all its assets of every kind and description in excess of its liabilities shall be distributed to an organization that at the time qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue code of 1986.
- 1.4 The University is accredited in the USA by the Middle States Commission on Higher Education. The University also has United Kingdom taught degree awarding

powers. The University also has the power to offer dual degrees.

- 1.5 The University's main campuses are located in London in the UK. It operates a Richmond International Academic and Soccer Academy in Leeds. It shall be able to open and close campuses and study centres as required anywhere in the World.
- 1.6 The University submits to the relevant law as it applies to England and to the exclusive jurisdiction of the courts of England and Wales in proceedings relating to the provision of English higher education and to contracts with students and third parties (e.g. in respect of any validation or franchise (sub- contractual) arrangements) in respect of the use of its English higher education rights (including degree awarding powers). The University submits to the jurisdiction of the federal and state courts of the United States and to the relevant United States federal laws, Delaware and other state laws, and to U.S. accreditation standards as applicable to the University's provision of American higher education, to its American operations, and/or to its contracts with students and third parties in respect of the use of its American higher education rights.

2. Vision and Mission

- 2.1 The University vision is to be a leading liberal arts university. The University's mission is to educate and inform future generations by providing them with the knowledge and support to think critically, the freedom to challenge assumptions and the skills to work with others.

3. Freedom of thought and expression

- 3.1 It is the purpose of the University to discuss, critique, debate and educate in an open and positive manner. In particular academic staff and students of the University have freedom within the law to hold and express opinions, question and test established ideas or received wisdom, to develop and advance new ideas or innovative proposals and present controversial or unpopular opinions without putting themselves at risk of losing their jobs, or any privileges or rights which they may enjoy at the University, by virtue of such ideas, proposals or opinions.

4. Board of Trustees and Constitution

- 4.1 **Constitution.** The Constitution of the Board of Trustees is the governing instrument of that body and forms part of the By-Laws. To the extent that any matter involving the Trustees is not covered in the Constitution, reference shall be made to the By-Laws. In the event of any conflict between these By-Laws and the Constitution then these By-Laws shall prevail.

- 4.2 **Officers.** The Officers of the Board of Trustees shall be as set out in the Constitution of the Board of Trustees. All Officers of the Board of Trustees must be Trustees, except for the Secretary. The Officers of the Board of Trustees shall be Officers under the laws of the State of Delaware.
- 4.3 **Powers and Duties of Trustees.** The Board of Trustees shall be responsible for all affairs and property of the University not vested in some other body by law, the Bylaws, or the Constitution of the Board of Trustees. Except as otherwise set forth, the Board of Trustees may exercise all the powers of the University and carry out all lawful acts and things consistent with law, the Certificate of Incorporation, the Bylaws, and the Constitution of the Board of Trustees.
- 4.4 **Number of Trustees and Tenure.** The number of members of the Board of Trustees and their term of office shall be as set out in the Constitution of the Board of Trustees. Any vacancies occurring in the Board of Trustees may be filled as set out in its Constitution.
- 4.5 **Ceasing to be a Trustee.** Any member of the Board of Trustees shall cease to be a Trustee as follows:
- (a) if the Trustee becomes bankrupt or makes any arrangement or composition with his or her creditors generally (in which case the Trustee shall automatically cease to be a Trustee); or
 - (b) if he or she ceases to be eligible to be a Trustee by virtue of any provision of law or he or she becomes prohibited by law from being a charity trustee (in which case the Trustee shall automatically cease to be a Trustee); or
 - (c) he or she is, or may be, suffering from mental disorder
 - (d) if the Trustee resigns his or her office by notice in writing to the University; or
 - (e) if the Trustee is directly or indirectly interested in any contract with the University and fails to declare the nature of his or her interest in manner required by these By-Laws; or
 - (f) if the Trustee accepts any office of profit (otherwise than as a member of staff at the University) at the University;
 - (g) if he or she shall be absent without permission of the Trustees from all meetings of the Board of Trustees held during a period of 6 months and the Trustees resolve that his or her office be vacated; or
 - (h) if that Trustee shall breach any code of conduct for Trustees approved by the Trustees from time to time and the Trustees resolve that his or her office be vacated; or

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- (i) if that Trustee brings him or herself or the University into disrepute or the Trustees consider in their discretion that he or she may do so and the Board of Trustees resolve that his or her office be vacated.

Where the Board of Trustees can exercise discretion to remove a Trustee then they may do so by a majority vote of the Board of Trustees at any regular or extraordinary meeting of the Board.

- 4.6 **Quorum and Action.** A quorum of the Board of Trustees shall be as set out in its Constitution. At any meeting at which a quorum is present, the affirmative vote of a majority of the Trustees present shall empower the Board of Trustees to act on any matter, except where a two-thirds majority of the entire Board of Trustees is required to amend the Constitution or the By-Laws.

- 4.7 **Committees.** The Board of Trustees, through a resolution adopted by a majority of the Board of Trustees members present, shall designate from its members or other individuals to serve on committees of the Board of Trustees, with such powers and authority as may be provided to such committees. The Board of Trustees shall procure that each Committee has terms of reference.

5. Officers of the University

- 5.1 **Officers.** The Officers of the University shall be the President and Vice-Chancellor, the Provost (Deputy Vice-Chancellor Academic), Finance Director and such others as the Board of Trustees shall designate from time to time and so that the titles of such officers can be specified by the Board of Trustees from time to time. Officers of the University shall hold office at the discretion of the Board of Trustees. The President and Vice-Chancellor, as Chief Executive Officer, may appoint or remove other academic and administrative employees consistent with the needs of the University.
- 5.2 **Appointment, Tenure and Removal of Officers.** The Board of Trustees shall appoint the Officers of the University. In addition, the Trustees shall appoint the Officers of the Board of Trustees. Any Officer, either of the Board or of the University, may be removed and/or replaced in accordance with any contract between such person and the University at any time by a majority vote of those present at a regular or a special meeting of the Board of Trustees called for that purpose.
- 5.3 **Powers and Duties.** The President and Vice-Chancellor and other Officers of the University shall have assigned to them such powers and duties as are specified in the By-Laws and in their respective contracts of employment or engagement.

6. Academic, Administrative and Student Structures

- 6.1 **Academic and Administrative Structure.** The University's academic and administrative committee structure shall be determined by the Board of Trustees from time to time after consultation with the President and Vice-Chancellor and, in the case of the academic structure, the Academic Committee.
- 6.2 **Student Government.** *There shall be a Student Government to promote the interests and welfare of students.*

7. Appointments

- 7.1 **Appointment of Teaching Staff.** The Provost (Deputy Vice-Chancellor Academic) (or other person approved by the Board of Trustees from time to time) shall have overall responsibility for the appointment of teaching and research staff, under arrangements specified and approved by the President and Vice-Chancellor. The Provost (Deputy Vice-Chancellor Academic) must submit recommendations on all appointments to the President for review and approval consistent with the academic needs and budgetary situation of the University.
- 7.2 **Appointment of Non-teaching Staff.** The President and Vice-Chancellor shall have overall responsibility for the appointment of non-academic staff, however he/she may delegate this responsibility as and where appropriate.
- 7.3 **Suspension.** The President and Vice-Chancellor is empowered to suspend any member of staff for any breaches of conduct or duty which are regarded by the University as gross misconduct and may lead to dismissal without notice in each case in accordance with the University's disciplinary rules and procedures ("Procedures") as set out from time to time in the University's employment handbook ("Employment Handbook").
- 7.4 **Dismissal.** The President and Vice-Chancellor is empowered to dismiss any member of staff in accordance with the Procedures as set out from time to time in the Employment Handbook.

8. Finances

- 8.1 **Finances.** Annual budgets of the University shall be prepared by the Finance Director under the direction of the President and Vice-Chancellor and submitted to the Board of Trustees for review and approval. The President and Vice-Chancellor shall be empowered to expend funds on behalf of the University (and to delegate power to expend) in accordance with such rules as the Trustees may establish.
- 8.2 **Financial Year.** The financial year of the University shall close annually on 30 June
- 8.3 **Payments.** All cheques, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the University shall be signed by such persons, agent or agents of the University, and in such manner as shall be determined from time to time by the Board of Trustees and by reference

to the University's Financial Regulations approved by the Board of Trustees from time to time.

9. Miscellaneous

9.1 **Seal.** The Board of Trustees shall provide a seal stating the University name and State of incorporation, which shall be in the charge of and shall be used as authorised by the Board of Trustees in accordance with regulations approved by the Board of Trustees from time to time.

9.2 **Execution of Documents.** A document is validly executed by signature if it is signed by at least two Trustees.

9.3 **Notice and Waiver of Notice.** Any notice of meetings required to be given under the By-Laws, the Constitution of the Board of Trustees, or the terms of reference of the any committees of the Board of Trustees, or by law, may be waived in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein. Attendance at a meeting shall constitute a waiver of notice of the meeting.

9.4 **Notices.** All notices shall be printed or written, and shall be delivered personally, or by, e-mail, or mail, and if emailed deemed delivered on the day the email is sent and if by mail shall be deemed to be delivered 2 business days after the day after it is deposited in the mail, postage prepaid, addressed to the person entitled to receive the same at her/his address as it appears in the records of the University.

9.5 **Action by Written Resolution.** A resolution in writing (including by email) agreed by a simple majority (or in the case of a resolution to amend the By-Laws and the Constitution of the Board of Trustees by a majority of not less than two-thirds) of the members who would have been entitled to vote upon it had it been proposed at a meeting of the Board of Trustees shall be effective.

9.6 **Amendments.** The By-Laws and the Constitution of the Board of Trustees may be altered, amended or repealed by a two-thirds majority decision of the Board of Trustees.



SECTION 2 CONSTITUTION OF THE BOARD OF TRUSTEES

1. Composition of the Board

1.1 The Board of Trustees shall consist of:

- (a) Not less than four nor more than eight persons appointed by the Board of Trustees in accordance with this Constitution ("Independent Trustees");
- (b) the President and Vice-Chancellor for the time being of the University in an ex officio capacity; and
- (c) the Provost for the time being of the University in an ex officio capacity.

1.2 The Officers of the Board of Trustees shall be the Chairman, the Vice Chairman (both of whom shall be drawn from the Independent Trustees) and the Secretary (who need not be a Trustee) and such other Officers of the Board of Trustees as the Trustees shall determine (who need not be a Trustee). In addition to the Secretary the Board of Trustees shall be entitled to appoint a Clerk (who need not be a Trustee) to assist them in the administration and proper operation of the Board of Trustees.

1.3 All Trustees shall be appointed by the Board following such nomination and selection process as it may determine from time to time. All Trustees appointed shall meet the "fit and proper" test of a governor of a UK higher education institution as imposed by the Office for Students from time to time.

1.4 No Trustee shall be entitled to appoint any alternate.

1.5 Independent Trustees shall be appointed for a term of three years. A retiring Independent Trustee shall be eligible for re-appointment for up to two further terms each of three years.

2. Appointment of Members of the Board

2.1 Prospective Trustee members of the Board of Trustees shall be considered for appointment by the Board. Diversity of experience and a balanced skill set will be of paramount importance when determining the right composition of the Board.

3. Meetings

3.1 There shall be a minimum of four regular meetings of the Board of Trustees annually, one of which will focus on strategic planning.

- 3.2 The agenda and papers for Board and Committee meetings shall be circulated to members not later than one week before the meeting and shall include minutes of the previous meeting.
- 3.3 The agenda for Board meetings shall normally include a report from the President and Vice-Chancellor, Provost and other Officers of the University.
- 3.4 Any one or more members of the Board of Trustees or a Committee thereof may participate in a meeting of the Board or Committee meeting by means of telephone or video conference. Participation by such means shall constitute presence in person at a meeting and shall be recorded as such.

4. Extraordinary Meetings

An Extraordinary meeting of the Board may be called by the Chairman of the Board of Trustees or in his or her absence the Vice Chairman. The notice and purpose for an Extraordinary Meeting shall be circulated not later than two days before the meeting.

5. Removal

Any member of the Board shall cease to be a Trustee as specified in the By-Laws.

6. Vacancies

Any vacancies arising on the Board of Trustees shall be filled in accordance with section 1 above to ensure that the minimum number of required Independent Trustees is maintained.

7. Quorum

The quorum for any Board meeting shall be a simple majority of all Board of Trustees members including a majority of Independent Trustees. At any meeting of the Board or its Committees at which a quorum is present, the affirmative vote of a majority of the Trustees present shall empower the Board of Trustees or Committee to act on any matter, except where a two-thirds majority of the entire Board of Trustees is required to amend the Constitution or the By-Laws. In the event of a quorum not being present the meeting may continue but may only make recommendations, not decisions.

8. Responsibilities of the Board

The Board of Trustees has primary and final responsibility for defining and ensuring compliance with the mission, values and objectives of the University and for its institutional policies, financial oversight and planning. In addition, Trustees are expected to represent and interpret the University to the public. In the discharge of its responsibilities the Board shall concern itself especially with the following:

- 8.1 The selection, annual assessment, remuneration and terms of employment of the *President and Vice-Chancellor of the University*;
- 8.2 The final approval of the selection, appointment and release (taking into account the recommendation of the President and Vice-Chancellor) of the Provost (Deputy Vice- Chancellor Academic) of the University;

- 8.3 Approval of the Chairs of the Committees of the Board of Trustees;
- 8.4 Approval of candidates for degrees and honorary awards;
- 8.5 Approval of the Annual Budget of the University including proposed capital expenditures, debt financing arrangements and significant contracts;
- 8.6 Approval of a rolling five-year Strategic Plan for the University which highlights key objectives and priorities including estimates of income, expenditures and cash flow;
- 8.7 Appointment of Auditors;
- 8.8 Setting of University fees in a manner consistent with the need broadly to balance the University's planned expenditures with its projected total income;
- 8.9 Approval of the purchase, lease or sale of major capital assets as well as significant renovations;
- 8.10 Monitoring of relations with outside authorities, in particular the accreditation bodies, Middle States Commission on Higher Education ("MSCHE") and the US Department of Education ("DoE") or other educational institutions as well as the UK Office for Students ("OfS"), the Quality Assurance Agency for Higher Education ("QAA"), and the Department for Education ("DfE"); and other bodies as required from time to time;
- 8.12 Trustees will review their Board's overall performance on an annual basis;
- 8.13 Consistent with the usual obligations of membership on the board of a US non-profit university, Trustees are asked to assist the University in its fundraising efforts;
- 8.14 Trustees will normally be entitled to have their expenses to attend Board of Trustees meetings paid in accordance with policies approved by the Board of Trustees from time to time;
- 8.15 Any other function considered by the Board necessary for it to fulfil its overall responsibilities;
- 8.16 Keeping at all times all communications both written and verbal and all information received as confidential in accordance with policies approved by the Board of Trustees from time to time.

9. Term, Authority and Responsibilities of the President and Vice-Chancellor of the University

- 9.1 The President and Vice-Chancellor is the head of the University's executive. His or her authority is vested through the Board of Trustees and includes responsibilities for all University educational and managerial matters. The President and Vice-Chancellor is responsible for leading the University, implementing all Board policies, keeping the Board informed on appropriate matters, consulting with the Board in a timely

manner on matters appropriate to its policy-making and fiduciary functions and serving as the University's key spokesperson.

- 9.2 He or she has the authority to execute all documents on behalf of the University and the Board of Trustees consistent with Board policies from time to time and the best interests of the University.

10. Terms and Responsibilities of the Chairman and Vice Chairman

- 10.1 The Chairman and Vice Chairman shall be elected by the Board from amongst the Independent Trustees for a term of office as approved by the Board not exceeding 3 years, such term to be renewable for up to two further terms of up to 3 years subject always to the expiry of their term of office as an Independent Trustee.

- 10.2 The Chairman or Vice Chairman shall preside at all Board and ad hoc meetings and have the right to vote on all questions unless a conflict of interest is declared. The Chairman shall have other duties as the Board may prescribe from time to time.

- 10.3 In the absence of the Chairman, the Vice Chairman shall perform the duties of the office of the Chairman. He or she may have other powers and duties as the Board may from time to time prescribe.

11. The Treasurer

- 11.1 There may be a Treasurer who, if appointed by the Board of Trustees, shall be an Officer of the Board of Trustees.

- 11.2 If appointed, the Treasurer shall:

- (a) ensure that all Trustees regularly receive appropriate and comprehensive financial statements from the University's administration that include comparisons of revenues and expenditures with the approved annual budget and with the preceding fiscal year for the same time periods;
- (b) ensure that financial reports are provided to all Trustees in a timely manner for review and discussion as appropriate; and
- (c) consult with the University's Finance Director, Board-approved Auditor and the Audit Committee of the Board as necessary.

12. The Secretary

- 12.1 The Secretary shall be appointed by the Board of Trustees.

- 12.2 The Secretary shall ensure that the Board of Trustees is acting in accordance with the Constitution, the University's Certificate of Incorporation and Corporate By-Laws, and that Constitutional amendments are acted upon promptly when proposed; that meetings are properly scheduled and Trustees notified and that necessary legal and tax returns are filed and other official records are properly maintained and filed with the appropriate authorities. The Secretary shall perform other duties as prescribed
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from time to time by the Board and shall be assisted in all duties by a Clerk based in the UK.

13. Committees of the Board of Trustees

13.1 The Board of Trustees may establish such committees as it may determine as necessary from time to time for the proper discharge of its responsibilities under this Constitution. The following shall be standing committees of the Board of Trustees:

13.2 Academic Committee

There shall be an Academic Committee of the Board of Trustees. The purpose of the Academic Committee is to provide academic oversight of the University, by keeping under review and evaluating the extent to which the University a) has an appropriate educational mission and academic objectives, and is achieving these; and b) is meeting *external statutory and other regulatory requirements and expectations in respect of its academic activities*, including any determined by competent authorities in both the UK and USA.

The composition of the Academic Committee shall be set out in terms of reference as determined from time to time by the Board of Trustees provided that there shall always be a current student of the University as a member of such committee.

13.2 Audit Committee

There shall be an Audit Committee of the Board which oversees the internal and external audit processes which provides assurance to the Trustees and has delegated authority to approve the internal audit plan. As part of committee's remit of risk management control, the Audit Committee may also consider and review the University's statutory and regulatory requirements and obligations, including but not limited to health and safety, estates and facilities, and such other areas of risk deemed appropriate by the Board of Trustees.

14. Honorary Roles

The Trustees may choose to appoint as honorary roles persons with titles approved by the Board of Trustees (for example a Chancellor of the University). Such persons will have such functions as the Board may approve from time to time.

15. Indemnification

15.1 Each Trustee and Officer of the University shall be indemnified against all expenses actually and necessarily incurred by such Trustee or Officer in connection with the defence of any action, suit, or proceeding to which he or she has been made a party by reason of being or having been a Trustee or Officer. The University shall cover such expenses except in relation to matters in which the Trustee or Officer shall be adjudicated in such action, suit or proceeding to be liable for gross negligence or wilful

misconduct in the performance of duty. The University shall also maintain appropriate Trustee and Officer liability and indemnity insurance.

16. Conflict of Interest

16.1 Trustees, including honorary Trustees and Officers of the University shall be familiar with and adhere to the Conflict of Interest Policy of the University as approved by the Board of Trustees from time to time. Trustees shall declare annually and otherwise as they arise any interests that could give rise to a conflict and the Secretary shall maintain a register of any such declarations.

16.2 Subject to Clause 16.3, any Trustee who becomes a 'Conflicted Trustee' (meaning a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a connected person is receiving or stands to receive a benefit from the University or has some separate interest or duty in a matter to be decided) in relation to any matter must:

- (a) declare the nature and extent of his or her interest before discussion begins on the matter;
- (b) withdraw from the meeting for that item after providing any information requested by the Trustees;
- (c) not be counted in the quorum for that part of the meeting; and
- (d) be absent during the vote and have no vote on the matter.

16.3 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 University 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:

- (a) continue to participate in discussions leading to the making of a decision and/or to vote, or
- (b) disclose to a third party information confidential to the University, or
- (c) take any other action not otherwise authorised.

17. Amendment of the Constitution

17.1 This Constitution may be amended by a two-thirds majority decision of the Board of Trustees.