

Company Number: 4931031

Charity Number: 1101607

COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
THE HIGHER EDUCATION ACADEMY
(which include, by virtue of s28 Companies Act 2006, provisions
previously contained in the Memorandum of Association)**

Incorporated 14 October 2003

As amended by

- 1 - Special Resolution passed on 16 August 2007**
- 2 - Special Resolution passed on 3 November 2008**
- 3 – Special Resolution passed on 6 February 2012**



COMPANIES ACTS 1985 TO 2006

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**MEMORANDUM OF ASSOCIATION
OF
THE HIGHER EDUCATION ACADEMY**

- 1 The name of the Company is "THE HIGHER EDUCATION ACADEMY" (hereinafter called "the Academy")
- 2 The registered office of the Academy is to be situated in England and Wales
- 3 The object for which the Academy is established is to promote higher education for the public benefit by
 - (1) providing strategic advice and co-ordination to the higher education sector, government, funding bodies and others on policies and practices that will impact upon and enhance the student learning experience,
 - (2) supporting and advancing curriculum and pedagogic development across the whole spectrum of higher education activity, and
 - (3) facilitating the professional development and increasing the professional standing of all staff in higher education
- 4 The powers of the Academy which may be exercised in furtherance of the object, but not otherwise, shall be
 - (1) to acquire the whole or any part or parts of the respective undertakings of the charities known as the Higher Education Staff Development Agency and the Institute for Learning and Teaching in Higher Education and the unincorporated body known as the Learning and Teaching Support Network and to discharge any of their respective functions insofar as the same may be charitable at law,
 - (2) to influence and help develop policy by providing strategic advice and guidance,
 - (3) to support and develop good practice and communities of practice,
 - (4) to accredit initial and continuing professional development, both institutional and individual, and to set professional standards,
 - (5) to stimulate research into learning, teaching and assessment,
 - (6) to conduct or have conducted foresight analyses, research and evaluation to inform its activities,
 - (7) to deliver or have delivered training and development and to support staff development for all who contribute to the student learning experience,

- (8) to undertake commissioned work on learning and teaching and staff development for stakeholders and customers,
- (9) to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, reports, periodicals, magazines, books, leaflets or other documents or materials stored electronically, optically or magnetically,
- (10) to hold conferences, exhibitions, meetings, lectures, classes, seminars and courses either alone or with others,
- (11) to foster and undertake research into any aspect of the object of the Academy and its work and to disseminate the results of any such research,
- (12) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for the object of the Academy and (subject to such consents as may be required by law) to sell, lease or otherwise dispose of or mortgage any such real or personal estate,
- (13) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Academy, in the shape of donations, subscriptions or otherwise,
- (14) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts,
- (15) subject to such consents as may be required by law, to lend, borrow or raise money for the object of the Academy on such terms and on such security as may be thought fit PROVIDED THAT the Academy shall not undertake any permanent trading activities in raising funds for the object of the Academy,
- (16) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for the object of the Academy,
- (17) to invest the moneys of the Academy not immediately required for its object in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided,
- (18) to delegate the management of investments to a Financial Expert but only on terms that
 - (18 1) the investment policy is set down in writing for the Financial Expert by the Board,
 - (18 2) every transaction is reported promptly to the Board,
 - (18 3) the performance of the investments is reviewed regularly with the Board,
 - (18 4) the Board is entitled to cancel the delegation arrangements at any time,
 - (18 5) the investment policy and the delegation arrangement are reviewed at least once a year,
 - (18 6) all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board on receipt, and

- (18 7) the Financial Expert must not do anything outside the powers of the Board
- (19) to place any moneys of the Academy not immediately required for its purposes on deposit with a bank approved by the Board of the Academy,
 - (20) to make any charitable donations either in cash or assets for the furtherance of the object of the Academy,
 - (21) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the object of the Academy,
 - (22) to employ, engage, pay, or provide such persons whose services may be deemed expedient in order to carry out or promote the object of the Academy, in particular to supervise, organise, carry on the work of and advise the Academy,
 - (23) to provide indemnity insurance for the Board or any other officer of the Academy in relation to any such liability as is mentioned in clause 5(1) of this Memorandum of Association, but subject to the restrictions specified in clause 5(2),
 - (24) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to that of the Academy and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Academy by this Memorandum of Association,
 - (25) to establish subsidiary companies to assist or act as agents of the Academy,
 - (26) to pay out of the funds of the Academy the costs, charges and expenses of and incidental to the formation and registration of the Academy,
 - (27) to make applications for consent under bye-laws or regulations and other like applications,
 - (28) to establish where necessary regional offices (whether autonomous or not), and
 - (29) to do all such other lawful things as shall further the object of the Academy,

PROVIDED THAT:

- (a) in the case the Academy shall take or hold any property which may be subject to any trusts, the Academy shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts,
- (b) the Academy's object shall not extend to the regulation of relations between workers and employers or organisations or workers and organisations of employers, and
- (c) in case the Academy shall take or hold any property subject to the jurisdiction of the Charity Commission, the Academy shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law

5 (1) The liabilities referred to in clause 4(22) above are

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Academy,
 - (b) the liability to make a contribution to the Academy's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)
- (2) (a) The following liabilities are excluded from clause 5(1)(a)
- (i) fines,
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Board member or other officer,
 - (iii) liabilities to the Academy that result from conduct that the Board member or other officer knew or must be assumed to have known was not in the best interests of the Academy or about which the person concerned did not care whether it was in the best interests of the Academy or not
- (b) There is excluded from clause 5(1)(b) any liability to make such a contribution where the basis of the Board member's liability is his or her knowledge prior to the insolvent liquidation of the Academy (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Academy would avoid going into insolvent liquidation

6 The income and property of the Academy shall be applied solely towards the promotion of its object as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly by way of dividend, bonus or otherwise howsoever by way of profit, or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to its members or to any of them and no member of the Board of the Academy shall be appointed to any office of the Academy paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Academy provided that nothing herein shall prevent any payment in good faith by the Academy

- (1) of reasonable and proper remuneration to any member, officer or employee of the Academy (not being a member of its Board save under sub-clause (5) of this clause) for any services rendered to the Academy,
- (2) of interest on money lent by any member of the Academy or of its Board at any rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by the Academy's bankers or 3% whichever is greater,
- (3) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board of the Academy may be a member holding not more than a one hundredth part of the capital of that company,
- (4) to a member of its Board of reasonable out of pocket expenses, and

- (5) of reasonable and proper remuneration or charges to any member of the Board of the Academy who possesses specialist skills, knowledge or experience required by the Academy for its proper administration, provided that
 - (a) at no time shall a majority of Board members benefit under this provision, and
 - (b) a Board member shall withdraw from any meeting whilst his or her own instruction or remuneration, or that of his or her organisation, is being discussed
- 7 No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which will cause the Academy to cease to be a charity in law or which would have the effect that the Academy shall cease to be a company to which section 60 of the Act applies
- 8 The liability of the members is limited
- 9 Every member of the Academy undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Academy if it should be wound up while he or she is a member or within one year after he or she ceased to be a member, for payment of the Academy's debts and liabilities contracted before he or she 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 among themselves
- 10 If upon the winding up or dissolution of the Academy 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 Academy, but shall be transferred to some other charitable institution* (whether or not a member of the Academy) having objects similar to the object of the Academy and which prohibits the distribution of its or their income and property amongst its or their members to the same extent as under Clause 6, such institution or institutions to be determined by the members of the Academy at or before the time of dissolution or, in default, applied for such charitable purposes* as determined by the Charity Commission, OSCR and the NI Charity Commission * "Charitable institution" shall mean an institution or a purpose which is regarded as charitable under English, Scottish and Northern Irish law and "charitable purposes" shall mean purposes which are regarded as charitable under English, Scottish and Northern Irish law

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

NAME AND ADDRESSES OF SUBSCRIBERS

UNIVERSITIES UK
Woburn House
20 Tavistock Square
London WC1H 9HQ

Diana Warwick
duly authorised

Dated 2 October 2003
Witness Celia Pollock
Address 14 Brampton Road
Croydon CR0 6JN

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

NAME AND ADDRESSES OF SUBSCRIBERS

STANDING CONFERENCE
OF PRINCIPALS
Woburn House
20 Tavistock Square
London WC1H 9HB

Patricia Ambrose
duly authorised

Dated 1 October 2003
Witness Steve Philips
Address 3 Church Road
Fleet
Hants GU51 3RU

COMPANIES ACTS 1985 TO 2006

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

**ARTICLES OF ASSOCIATION
of
THE HIGHER EDUCATION ACADEMY**

GENERAL

1 In these Articles the following words shall have the following meanings

Word	Meaning
"the Academy"	the above named company
"the Act"	the Companies Act 2006 and any modification, replacement or re-enactment of it for the time being in force
"these Articles"	these Articles of Association, and the regulations of the Academy from time to time in force
"the Auditors"	the Auditors for the time being of the Academy
"the Board"	the board of directors for the time being of the Academy
"the Chair"	the Chair of the Board appointed under these Articles
"the Charity Commission"	the Charity Commission for England and Wales
"the Chief Executive"	the Chief Executive for the time being of the Academy
"clear days"	in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given or on which it is to take effect
"DELNI"	Department for Employment and Learning, Northern Ireland or its successor
"director"	a director of the Academy who, for the purposes of charity law, shall be a charity trustee
"eligible director"	a director who is eligible to vote at a Board meeting
"Financial Expert"	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
"General Meeting"	a general meeting of the Academy held in accordance with these Articles
"Governance and Nominations Committee"	the governance and nominations committee established by the Board (if any)
"GuildHE"	GuildHE or its successor

"HEFCE"	Higher Education Funding Council for England or its successor
"HEFCW"	Higher Education Funding Council for Wales or its successor
"HEI"	a higher education institution directly in receipt of funding from HEFCE, SFC, HEFCW or DELNI
"LFHE"	Leadership Foundation for Higher Education or its successor
"month"	calendar month
"NI Charity Commission"	The Charity Commission for Northern Ireland
"the Office"	the registered office of the Academy
"OSCR"	the Office of the Scottish Charity Regulator
"QAA"	Quality Assurance Agency for Higher Education or its successor
"SFC"	Scottish Funding Council or its successor
"the Seal"	the common seal of the Academy
"the Secretary"	the Secretary of the Academy (if any) from time to time
"the United Kingdom"	Great Britain and Northern Ireland
"UUK"	Universities UK or its successor
"writing"	written, printed or lithographed, or partly one and partly another, and other models of representing or producing words in a visible form

And references to an Article shall be to an article of these Articles

Words importing the singular number only shall include the plural number, and vice versa

Words importing one gender only shall include all genders

Words importing persons shall include organisations

Subject as aforesaid, any words or expressions defined in the Act, shall if not inconsistent with the subject or context, bear the same meanings in these Articles

- 2 The provisions of the Act shall be observed by the Academy and every member of the Academy shall either sign a written consent to become a member or sign the Register of Members on becoming a member
- 3 The Academy is established for the object expressed in the Memorandum of Association

MEMBERSHIP

- 4 The first members of the Academy shall be
 - (i) UUK, and
 - (ii) GuildHE

- 5 No other person shall be admitted as a member of the Academy unless he or she is approved by the members of the Academy in general meeting. Nominations for membership of the Academy either may be made by any member of the Academy after consultation with the Board or may be made by a majority of the Board.
- 6 Every person who wishes to become a member shall deliver to the Academy an application for membership in such form as the Board require to be executed by him or her.

DETERMINATION OF MEMBERSHIP

- 7 Any member of the Academy may resign his or her membership at any time by giving notice in writing to the Secretary addressed to him or her at the Office.

GENERAL MEETINGS

- 8 The Academy shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 9 All general meetings other than Annual General Meetings shall be called General Meetings.
- 10 The Board may whenever they think fit convene a General Meeting, and General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.
- 11 Not less than fourteen clear days' written notice of every general meeting specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in the manner set out in these Articles to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Academy, but with the consent of all the members having the right to attend and vote at that meeting, or of such proportion of them as is prescribed by the Act, a General Meeting may be convened by such notice as those members may think fit.
- 12 The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice of it shall not invalidate any resolution passed, or proceeding had, at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 13 All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the profit and loss account and balance sheet, and the reports of the Board and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

- 14 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in these Articles, two members or one third of the total number of members, whichever is the higher figure, present personally or by proxy or, in the case of corporate member, by its duly authorised representative, shall be a quorum.
- 15 If within an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present shall be a quorum.
- 16 Subject to the provisions of the Act, a resolution in writing is as effective as a resolution actually passed at a General Meeting duly convened and held and shall be treated as being passed when it is agreed to by the number of members who would be required to pass it at a General Meeting.
- 17 The Chair of the Board or in his or her absence some other director nominated by the Board shall preside as chair of the meeting, but if neither the Chair of the Board nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chair and, if there is only one director present and willing to act, he or she shall be chair. If no director is willing to act as chair, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair of the meeting.
- 18 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
- 19 Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Otherwise, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjournment meeting.
- 20 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chair or by at least one member present in person or by proxy, and unless a poll be so demanded a declaration by the chair of the meeting that a resolution has been carried, or carried unanimously or by particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Academy shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

- 21 Subject to the provisions of Article 20 of these Articles, if a poll is demanded in the manner set out in these Articles, it shall be taken at such time and place, and in such manner, as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 22 No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment
- 23 In the case of an equality of votes, whether on a show of hands or on a poll, the resolution shall be deemed not to have been passed The chair shall not have a second or casting vote
- 24 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded

VOTES OF MEMBERS

- 25 Subject as hereinafter provided, each member shall have one vote
- 26 Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting
- 27 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive
- 28 A corporation shall vote by its duly authorised representative appointed as provided by the Act
- 29 Votes may be given either personally or by proxy A proxy need not be a member of the Academy
- 30 The instrument appointing a proxy shall be in writing and must be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution
- 31 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used

- 32 An instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

"The Higher Education Academy"

"I/we _____ of _____ a member of the Academy hereby
appoint _____ of _____ and failing him/her,
_____ of _____ as my/our proxy to vote for me/us on my/our
behalf at the [Annual] General Meeting of the Academy to be held on
20 _____ and at any adjournment of it

Signed

Dated _____ 20 _____

This form is to be used * in favour of/against the resolution Unless otherwise instructed the proxy will vote as he or she thinks fit"

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

THE BOARD

- 33 Until otherwise determined by an ordinary resolution at a General Meeting, the number of directors shall be not less than 12 nor more than 14

- 34 Unless otherwise determined by ordinary resolution at a General Meeting, membership of the Board shall be constituted as follows

- (i) 4 persons to be appointed by UUK and GuildHE jointly by notice in writing to the Secretary, one of whom shall be appointed from time to time by the Board as Chair of the Board,
 - (ii) 2 persons to be appointed by DELNI, HEFCE, HEFCW and SFC jointly by notice in writing to the Secretary,
 - (iii) Up to 6 persons with the relevant skills, expertise and professional experience to successfully govern the Academy, as determined by the Board, and
 - (iv) up to 2 persons to be co-opted to the Board by the Board, which should include representation of the student voice ("the co-opted directors")
- 35 The directors in office on the date on which these Articles are adopted shall be the individuals named below who were appointed or last reappointed on the date next to their name,

Professor R G Burgess

Mr R Barlow

Ms R Bunting

Mr A Carey

Professor A J Chapman

Mr G Donnelly

Professor J Kay

Professor P Lutzeier

reappointed on 2 November 2011

appointed on 7 February 2011

appointed on 2 November 2011

appointed on 18 November 2009

appointed 23 March 2009

reappointed 2 November 2011

appointed 18 November 2009

appointed 2 November 2011

Professor M Mannion	appointed 7 February 2011
Professor D Nutbeam	appointed 2 November 2011
Mr A Porter	appointed 30 June 2010
Mr J Rich	appointed 7 February 2011
Mr R Thirunamachandran	appointed 30 September 2010

- 36 Members of the Board must be 16 years or over at the date of their appointment
- 37 At each Annual General Meeting of the Academy one third of the directors for the time being or if their number is not three or a multiple of three, then the number nearest to one third shall retire from office. This Article shall not apply to the co-opted directors who shall service in office for such period as is determined by the Board
- 38 The members of the Board to retire pursuant to Article 37 shall be those who have been longer or longest in office since their last appointment or reappointment. As between members of equal seniority, the members to retire shall, in the absence of agreement, be selected from among them by lot. A retiring member of the Board shall be eligible for re-appointment in accordance with Article 39
- 39 Subject to Article 41, members of the Board retiring by rotation under Article 37 may be reappointed by the body which appointed them under Article 34
- 40 Any member of the Board may be removed from office by the body which appointed him or her under Article 34 by notice in writing to the Secretary before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Academy and such member of the Board and the body which appointed him or her shall be entitled to appoint any person in his or her stead, but any person so appointed shall remain in his or her office so long only as the director in whose place he or she is appointed would have held office if he or she had not been removed but may be reappointed, if eligible, in accordance with Article 39
- 41 No member of the Board shall serve in office for more than nine consecutive years

POWERS OF THE BOARD

- 42 The business of the Academy shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Academy as they think fit, and may exercise all such powers of the Academy, and do on behalf of the Academy all such acts as may be exercised and done by the Academy, and as are not by the Act or by these Articles required to be exercised or done by the Academy in General Meeting, subject nevertheless to any such regulations, being not inconsistent with any such regulations or provisions, as may be prescribed by the Academy in General Meeting, but no regulation made by the Academy in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made

- 43 The members for the time being of the Board may act notwithstanding any vacancy in their body

PROCEEDINGS OF THE BOARD

- 44 The Board shall meet together at least four times a year (and more frequently as they may from time to time think fit) for the dispatch of business, and may adjourn and otherwise regulate their meetings as they think fit. A quorum shall be six directors
- 45 Questions arising at any meeting of the Board shall be decided by a majority of votes, each director present having one vote. In case of an equality of votes the chair of the meeting shall have a second or casting vote
- 46 Any two members of the Board or the Chair may, and on the request of any two members of the Board, the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting
- 47 The Board, in consultation with UUK & GuildHE, shall appoint the Chair of the Board from amongst the directors appointed under Article 34(i) following a recommendation from the Governance and Nominations Committee or from any other committee established by the Board for that purpose. The Chair of the Board shall serve in office for a term of up to three terms and subject to Article 41, may be reappointed to the office of Chair if and for so long as he or she shall remain a director
- 48 The Chair of the Board shall be entitled to preside at all meetings of the Board at which he or she shall be present. If at any meeting the Chair of the Board is not present within ten minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be chair of the meeting
- 49 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Board generally
- 50 All acts bona fide done by any meeting of the Board or by any person acting as a member of the Board, shall, notwithstanding it is afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board
- 51 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Academy and of the Board and of any committee established pursuant to Article 55 of these Articles, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chair of such meeting, or by the

chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated

- 52 A resolution of the Board may be taken by the majority of the directors at a meeting or by a resolution in writing agreed to by a majority of the eligible directors for the time being or of any committee of the directors entitled to receive notice of a meeting of the Board or of any such committee of the Board (as the case may be) (provided that a decision cannot be taken by written resolution if the eligible directors would not have formed a quorum at a Board meeting) The resolution may consist of more than one document in the like form each signed by or otherwise agreed to by one or more than one person For the avoidance of doubt, a director may indicate his or her agreement to a resolution by email or fax
- 53 A member of the Board shall be treated as present at a meeting of the Board notwithstanding that he or she is not physically present if he or she is in communication with the meeting by telephone or other telecommunication link and, for the purpose of these Articles, meetings of the Board shall include meetings held by telephone or any other form of telecommunication link provided that
- (i) all members of the Board have received notice of the meeting and the means of communication to be employed at the meeting, and
 - (ii) the telephone or telecommunication link is so arranged that it is possible for each member of the Board to hear and be heard by each other person participating in the meeting and the terms "meeting" and "meet" shall be construed accordingly

COMMITTEES

- 54 The Board may delegate any of their functions to committees, other than those functions referred to in Article 56 Such committees shall consist of such persons as the Board think fit, so long as one or more of such persons is a Board member Any committee so formed shall, in exercise of the powers so delegated, conform to all regulations imposed upon it by the Board The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board The acts and proceedings of such committees shall be reported fully to the Board
- 55 One such committee which shall be established by the Board shall be known as the Audit Committee which will hold at least one meeting annually and, subject always to Article 54, will have the following terms of reference
- (i) to advise the Board on the appointment of the Auditors and to monitor the performance and effectiveness of the appointed Auditors,

- (ii) to satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness,
- (iii) to ensure compliance with Turnbull standards,
- (iv) to consider draft annual accounts for recommendation to the Board, and
- (v) to report as appropriate to the Board but in any event at least annually

56 The Board shall not delegate any of the following matters to a committee

- (i) the approval of the annual estimates of income and expenditure,
- (ii) the approval of the annual business plan and the key objectives of the Academy,
- (iii) ensuring the solvency of the Academy and the safeguarding of its assets,
- (iv) ensuring the continued charitable status of the Academy, and
- (v) the appointment or dismissal of the Chief Executive

DISQUALIFICATION OF DIRECTORS

57 The office of a director shall be vacated if

- (i) he or she dies or becomes subject to a bankruptcy order or he or she makes any arrangement or composition with his or her creditors,
- (ii) he or she is suffering from mental disorder or mental incapacity and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental health or mental capacity or an order is made in relation to his or her personal welfare or property and affairs under legislation relating to mental health or mental capacity,
- (iii) in the case of a corporate trustee, a resolution is passed or an order is made for its winding up or it is placed in liquidation, or an administrator or a liquidator is appointed, or ceases to exist,
- (iv) by notice in writing to the Academy he or she resigns his or her office,
- (v) he or she is disqualified from acting as a trustee under any statute or ceases to hold office by virtue of any provision of the Act or is prohibited by law from holding office,
- (vi) he or she is disqualified in accordance with any rules, regulations or codes in force from time to time and applicable to the Board,

- (vii) he or she is removed by the body which appointed him or her,
- (viii) he or she has been convicted of any criminal offence, except where the maximum sentence for that offence is a fine, or
- (ix) he or she absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the directors and they pass a resolution that he or she has by reason of such absence vacated office

CONFLICTS OF INTEREST

58 Whenever a director has a direct or indirect interest in a matter to be discussed at a meeting of the Board or a committee of the Board, he or she must

- (i) declare that interest in accordance with the Act and declare it before the meeting or at the meeting before discussion begins on the matter,
- (ii) be absent from the meeting for that item unless expressly invited to remain in order to provide information,
- (iii) not be counted in the quorum for that part of the meeting, and
- (iv) be absent during any vote and have no vote on the matter (whether in a meeting or by written resolution)

and provided that the requirements of these Articles are fully met, a director's duty to avoid conflicts of interest under the Act is disapplied, in accordance with the provisions of the Act

INSTITUTIONAL SUBSCRIBERS

59 All HEIs, and such other education institutions as the Board consider appropriate, shall be entitled to become institutional subscribers of the Academy on payment of the annual institutional subscription. Such subscription shall be set each year by the Board in consultation with UUK, GuildHE, HEFCE, SFC, HEFCW and DELNI. A meeting of the institutional subscribers shall be held at least once a year.

CHIEF EXECUTIVE AND SENIOR POST HOLDERS

60 A Chief Executive shall be appointed by the Board for such term, at such remuneration and (subject to Articles 61 to 63) upon such conditions as they shall think fit and any Chief Executive so appointed may be removed by the Board.

61 The Board may entrust to and confer upon the Chief Executive such of the executive powers exercisable under these Articles by the Board as they may think fit and may confer those powers for such time, and to be exercised for such object and purposes, and upon such terms and conditions, and with such restrictions, as they may consider expedient, and they may revoke, withdraw,

alter or vary all or any of those powers PROVIDED THAT all acts of the Chief Executive shall be reported in due course to the Board

62 The Chief Executive shall engage all persons to be employed under him or her (other than senior post holders, as designated from time to time by the Board, whose engagement shall be the responsibility of the Board) and shall be responsible for them and for the senior post holders engaged by the Board

63 The Chief Executive may, at the direction of the Board, be entitled to receive notice of and to attend and speak, but not vote, at General Meetings of the Academy, meetings of the Board, and all meetings of any committee of the Board The Chief Executive shall always absent himself or herself from all discussions concerning his or her performance or remuneration The Chief Executive may be accompanied by such senior staff of the Academy as Board shall consider appropriate

SECRETARY

64 The Secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as the Board shall think fit and any Secretary so appointed may be removed by the Board The provisions of the Act shall apply

OBSERVERS

65 Each of the following bodies (and such other bodies as the Board may from time to time decide) shall be entitled to receive notice of and to appoint an observer to attend all meetings of the Board and all meetings of any committee of the Board

- (i) UUK,
- (ii) GuildHE,
- (iii) HEFCE,
- (iv) SFC,
- (v) HEFCW,
- (vi) DELNI,
- (vii) QAA, and
- (viii) LFHE

66 The name of each observer shall be notified to the Secretary in advance of the meeting

EXECUTION OF DOCUMENTS

- 67 The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board or one member of the Board and either the Chief Executive or the Secretary and the said members or member and Chief Executive or Secretary (whichever is the case) shall sign every instrument to which the Seal be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Academy, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed. Otherwise, documents may be executed, for and on behalf of the Academy, in accordance with the Act

ACCOUNTS

- 68 The Board shall cause accounting records to be kept in accordance with the requirements of the Act
- 69 The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall be open to the inspection of the members of the Academy, of any approved organisation for so long as it is an approved organisation, of the officers of the Academy, of the Auditors and of the Charity Commission
- 70 At the Annual General Meeting in each year, the Board shall in accordance with the provisions of the Act lay before the Academy a profit and loss account for the period since the last preceding accounting reference date together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and of the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached to it or to accompany the same shall, not less than fourteen clear days before the date of the meeting at which they are to be laid, be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meetings in accordance with the Act in the manner in which notices are directed to be served under these Articles. The report of the Board and the Auditors' report shall be laid before the Academy in General Meeting as required by the Act

AUDIT

- 71 In accordance with the provisions of the Act, once at least in every year the accounts of the Academy shall be examined and the correctness of the profit and loss account and balance sheet ascertained by the Auditors
- 72 The Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

NOTICES

- 73 The Academy may deliver a notice or other document to a member

- (i) by delivering it by hand to the address recorded for the member on the Register of Members,
 - (ii) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the member on the Register of Members,
 - (iii) by fax to a fax number notified by the member in writing,
 - (iv) by electronic mail to an address notified by the member in writing, or
 - (v) by a website the address of which shall be notified to the member in writing
- 74 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the member
- 75 If a notice or document is sent by post or other delivery service not referred to below, it is treated as being delivered
- (i) 24 hours after it was posted, if first class post was used, or
 - (ii) 72 hours after it was posted or given to delivery agents, if first class post was not used,
- provided it can be proved conclusively that the envelope containing the notice or document was properly addressed and put into the post system or given to delivery agents with postage or delivery paid
- 76 If a notice or document is sent by fax, it is treated as being delivered at the time it was sent
- 77 If a notice or document is sent by electronic mail, it is treated as being delivered at the time it was sent
- 78 If a notice or document is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website

INDEMNITY

- 79 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer of the Academy shall be indemnified out of the assets of the Academy against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or

her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Academy

DISSOLUTION

- 80 If upon the winding up or dissolution of the Academy 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 Academy, but shall be transferred to some other charitable institution* (whether or not a member of the Academy) having objects similar to the object of the Academy and which prohibits the distribution of its or their income and property amongst its or their members to the same extent as under Clause 6, such institution or institutions to be determined by the members of the Academy at or before the time of dissolution or, in default, for such charitable purposes* as determined by the Charity Commission, OSCR and the NI Charity Commission * "Charitable institution" shall mean an institution or a purpose which is regarded as charitable under English, Scottish and Northern Irish law and "charitable purposes" shall mean purposes which are regarded as charitable under English, Scottish and Northern Irish law

NAME AND ADDRESSES OF SUBSCRIBERS

UNIVERSITIES UK
Woburn House
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London WC1H 9HQ

Diana Warwick.....
duly authorised

Dated 2 October 2003
Witness Celia Pollock
Address 14 Brampton Road
Croydon CR0 6JN

NAME AND ADDRESSES OF SUBSCRIBERS

STANDING CONFERENCE
OF PRINCIPALS

Woburn House
20 Tavistock Square
London WC1H 9HB

Patricia Ambrose.....
duly authorised

Dated 1 October 2003
Witness Steve Philips
Address 3 Church Road
Fleet
Hants GU51 3RU