

COMPANY NUMBER 08887451

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
YORKSHIRE AND HUMBER PARTNERS ACADEMIC HEALTH SCIENCE NETWORK LIMITED

Circulation date: 17th March 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), we the undersigned eligible member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date hereby pass the following resolution as a written resolution and agree that if duly passed, it shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

SPECIAL RESOLUTION

That the regulations contained in the printed document attached to these proposed written resolutions be and the same are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

AGREEMENT

The person named below, a person entitled to vote on the above resolution on the circulation date hereby irrevocably agrees to the above resolution



Sir Andrew Cash
For and on behalf of Sheffield Teaching Hospitals NHS Foundation Trust

Date: 19 MARCH 2015

Note

An ordinary resolution will be passed once members representing a simple majority of the total voting rights of eligible members signify their agreement to it. A special resolution will be passed once members representing 75% of the total voting rights of eligible members signify their agreement to it. In each case, the requisite percentage must be achieved within the period of 28 days beginning on the circulation date specified above.

If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -

THURSDAY



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COMPANIES HOUSE

- 1 by hand: delivering the signed copy to The Directors at the Company's registered office (address noted above),
- 2 by post: returning the signed copy by post to The Directors at the Company's registered office (address noted above); or
- 3 by email: by attaching a scanned copy of the signed document to an email and sending it to [email address] Please enter "Written resolution dated 2015" in the email subject box

Company Number:

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES

OF ASSOCIATION

Yorkshire and Humber Partners Academic Health Science Network Limited

Incorporated on

11th February 2014

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

Yorkshire and Humber Partners Academic Health Science Network Limited

1 PRELIMINARY

- 1 1 The model articles of association for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No 3229) (the "Model Articles") shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "Articles")
- 1 2 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
- 1 3 Model Articles 2, 7(2), 9(2), 14, 19(5), 22(1) and 30(4) do not apply to the Company
- 1 4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles
- 1 5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa, references to one gender include all genders and references to persons include bodies corporate and unincorporated associations

2 DEFINED TERMS

- 2 1 Model Article 1 shall be varied by the inclusion of the following definitions

"appointor" has the meaning given in Article 12 1,

"secretary" means the secretary of the Company, if any, appointed in accordance with Article 11 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary, and

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered

3 THE COMPANY'S OBJECTS

- 3 1 The objects for which the Company is established are -
 - 3 1 1 to create and harness a strong, purposeful partnership between patients, health services, industry and academia in the healthcare sector,
 - 3 1 2 to create significant improvements in the health of the population by reducing service variability and improving patient experience in the healthcare system,

3 1 3 to ensure that new innovative products and services that have the potential to transform lives become part of routine clinical practice, and

3 1 4 to provide economic growth for the Yorkshire and Humber region, economic growth nationally and internationally supporting inward investment projects and industry that support the healthcare sector

(the "Objects")

3 2 The Company has the power to do anything within the law that may promote or help to promote the Objects or any of them in any part of the world and to do all such other lawful things which may be considered incidental or conducive to the attainment of the Objects or any of them

3 3 In interpreting this article 3, the Objects are not to be interpreted narrowly The widest possible interpretation shall be given to them and none of the Objects shall be treated as subordinate or incidental to any of them

3 4 The Objects of the Company as set out in article 3 1 above may only be amended with the consent of all members of the Company by written resolution

4 LIABILITY OF MEMBERS

4 1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for

4 1 1 payment of the Company's debts and liabilities contracted before he ceases to be a member,

4 1 2 payment of the costs, charges and expenses of winding up, and

4 1 3 adjustment of the rights of the contributories among themselves

5 NOT FOR DISTRIBUTION

Subject to Article 6, the income and property of the Company shall be applied solely towards the promotion of its Objects and no portion of it shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company However, nothing in this article 5 shall prevent any payment in good faith by the Company -

5 1 of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company,

5 2 of the usual professional and other charges for business transacted and acts done by any director (being a lawyer, accountant or other person engaged in a profession or business) or by any partner of his or any company of which he may be a member when instructed by the other directors or such persons so to act in that capacity on behalf of the Company (but at no time shall a majority of directors benefit under this provision and a director shall withdraw from any meeting at which his appointment or remuneration, or that of his partner, is under discussion),

5 3 of financial assistance of any kind to any person carrying out any consultancy services in furtherance of the Objects, notwithstanding that such person is a director or a member of the Company,

- 5 4 of interest on money lent by any member of the Company or a director at a rate per annum not exceeding 2.75% above the base lending rate prescribed from time to time by the Company's bankers,
- 5 5 of reasonable and proper rent for premises demised or let to the Company by any member or any director of the Company,
- 5 6 of fees, remuneration or other benefits in money or money's worth to any company of which a director of the Company may also be a member,
- 5 7 to any director of the Company of reasonable out-of-pocket expenses as authorised by these articles, and
- 5 8 of the payment of any premium in respect of any insurance as authorised by these articles

6 **WINDING UP**

On the winding up or dissolution of the Company, any assets or property that remains available to be distributed or paid to the members shall not be paid or distributed to such members but shall be transferred to NHS England or such other body to be determined by the members at the time of winding up or dissolution which has as its aim the improvement of health outcomes for people throughout England

7 **MEMBERS**

- 7 1 The subscriber to the memorandum of association of the Company and the persons invited under the provisions of article 7.2 below shall be members of the Company but, in addition to the matters referred to in regulation 21 of the Model Articles, no person shall be admitted to membership of the Company unless he has signed and delivered to the Company an application for membership containing -

- 7.1.1 an agreement by him to be bound by the provisions of the articles of the Company, and

- 7.1.2 such other particulars as the directors may from time to time determine

Upon acceptance by the directors of such application for membership the name of the applicant shall be entered in the register of members

- 7 2 The directors may from time to time declare that a person shall be invited to be a member of the Company
- 7 3 The directors may decline to accept any application for membership and need not give reasons for doing so
- 7 4 The directors may prescribe criteria for membership of the Company but shall not be obliged to accept persons fulfilling those criteria as members
- 7 5 The directors may establish different classes of members and set out their respective rights and obligations
- 7 6 A member may withdraw from membership of the Company by giving notice to the Company in writing, and upon receipt by the Company of such notice, that member's membership is terminated immediately
- 7 7 In addition to the matters set out in regulation 22(3) of the Model Articles, a person shall automatically cease to be a member if -

- 7 7 1 he becomes bankrupt,
 - 7 7 2 an order is made against him in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity,
 - 7 7 3 any sum contracted by him or the person who nominated him to be paid to the Company has not been paid at the expiry of nine months after the due date, or
 - 7 7 4 in the case of a corporate member, a resolution is passed or an order is made for its winding up or it is placed in liquidation
- 7 8 The directors may terminate the membership of any member without his consent by giving him notice in writing if -
- 7 8 1 not less than 75% of the directors shall resolve that the continuance of the membership of such person will in their opinion be prejudicial to the interests of the Company No such resolution shall have effect unless the member in question has been given not less than 21 clear days' written notice of and has the right to be heard in his defence, or
 - 7 8 2 such member has failed to observe the terms of these Articles
- 7 9 If a person ceases to be a member under articles 7 7 or 7 8 that person shall be notified in writing by the secretary, if there is one, and if there is no secretary, by any director, to that effect and shall not be eligible for re-admission as a member unless the directors agree otherwise

8 PROCEEDINGS OF DIRECTORS

- 8 1 The maximum and minimum number of directors may be determined from time to time by ordinary resolution Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one Whenever the minimum number of directors is one, the general rule about decision-making by the directors does not apply, and the sole director may take decisions without regard to any of the provisions of the Articles (including Model Article 1 1(2)) relating to directors' decision-making
- 8 2 Subject to Articles 5 2 and 8 3, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes
- 8 3 If the directors propose to exercise their power under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes
- 8 4 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office -
 - 8 4 1 may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,
 - 8 4 2 may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested, and

- 8 4 3 is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest

9 **UNANIMOUS DECISIONS**

- 9 1 Model Article 8(2) is amended by the deletion of the words "copies of which have been signed by each eligible director" and the substitution of the following "where each eligible director has signed one or more copies of it" in its place Model Article 8(2) shall be read accordingly

10 **TERMINATION OF DIRECTOR'S APPOINTMENT**

- 10 1 In addition to the events terminating a director's appointment set out in Model Article 18, a person ceases to be a director as soon as that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office

11 **SECRETARY**

- 11 1 The directors may appoint a secretary to the Company for such period, for such remuneration and upon such conditions as they think fit, and any secretary so appointed by the directors may be removed by them

12 **ALTERNATE DIRECTORS**

- 12 1 Any director (the "appointor") may appoint as an alternate any other director, or any other person approved by a decision of the directors, to -

(a) exercise that director's powers, and

(b) carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor

- 12 2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors The notice must -

12 2 1 identify the proposed alternate, and

12 2 2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of his appointor

- 12 3 An alternate director has the same rights to participate in any directors' meeting or decision of the directors reached in accordance with Model Article 8, as the alternate's appointor

- 12 4 Except as these Articles specify otherwise, alternate directors -

12 4 1 are deemed for all purposes to be directors,

12 4 2 are liable for their own acts or omissions,

12 4 3 are subject to the same restrictions as their appointors, and

12 4 4 are not deemed to be agents of or for their appointors

12 5 A person who is an alternate director but not a director -

12 5 1 may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and

12 5 2 may sign or otherwise signify his agreement in writing to a written resolution in accordance with Model Article 8 (but only if that person's appointor has not signed or otherwise signified his agreement to such written resolution)

No alternate may be counted as more than one director for such purposes

12 6 An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the remuneration payable to that alternate's appointor as the appointor may direct by notice in writing made to the Company

12 7 Model Article 20 is modified by the deletion of each of the references to "directors" and the replacement of each such reference with "directors and/or any alternate directors"

12 8 An alternate director's appointment as an alternate terminates -

12 8 1 when his appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,

12 8 2 on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor would result in the termination of the appointor's office as director,

12 8 3 on the death of his appointor, or

12 8 4 when his appointor's appointment as a director terminates

13 WRITTEN RESOLUTION OF MEMBERS

13 1 Subject to Article 13 2, a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company

13 2 The following may not be passed as a written resolution and may only be passed at a general meeting -

13 2 1 a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office, and

13 2 2 a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office

13 3 On a written resolution every member has one vote

14 NOTICE OF GENERAL MEETINGS

14 1 Every notice convening a general meeting of the Company must comply with the provisions of -

14 1 1 section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting, and

14 1 2 section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies

14 2 Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company

15 **QUORUM AT GENERAL MEETINGS**

15 1 If and for so long as the Company has one member only who is entitled to vote on the business to be transacted at a general meeting, that member present at the meeting in person or by proxy or, in the event that the member is a corporation, by corporate representative, is a quorum

15 2 If and for so long as the Company has two or more members entitled to vote on the business to be transacted at a general meeting, two of such members, each of whom is present at the meeting in person or by proxy or, in the event that any member present is a corporation, by corporate representative, are a quorum

15 3 Model Article 27(1) is modified by the addition of a second sentence as follows -

"If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved "

16 **VOTING AT GENERAL MEETINGS**

16 1 On a vote on a resolution at a general meeting on a show of hands or on a poll, every member present in person, by proxy or (being a corporation) by corporate representative has one vote

16 2 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs

17 **DELIVERY OF PROXY VOTES**

17 1 Model Article 31(1) is modified, such that a "proxy notice" (as defined in Model Article 31(1)) and any authentication of it demanded by the directors must be received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote, and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid

18 **COMMUNICATIONS**

18 1 Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website

18 2 A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company

18 3 If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting

- 18 4 If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied
- 18 5 If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website
- 18 6 For the purposes of this Article 18, no account shall be taken of any part of a day that is not a working day

19 **COMPANY SEALS**

- 19 1 Model Article 35(1) is modified, such that any common seal of the Company may be used by the authority of the directors or any committee of directors
- 19 2 Model Article 35(3) is modified by the deletion of all words which follow the "," after the word "document" and their replacement with "the document must also be signed by -
- 19 2 1 one authorised person in the presence of a witness who attests the signature, or
- 19 2 2 two authorised persons"

20 **RULES**

- 20 1 Subject to article 20 5, the directors may make such rules as they consider necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership In particular, and without prejudice to the generality of the foregoing, the directors may make rules regulating -
- 20 1 1 the admission and classification of members of the Company, and the rights and privileges of such members, the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,
- 20 1 2 the conduct of members of the Company in relation to one another, and to the Company's officers and employees,
- 20 1 3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,
- 20 1 4 the procedure at general meetings and meetings of the directors and committees of the Company (in so far as such procedure is not governed by these Articles), and
- 20 1 5 any and all other matters as are commonly the subject matter of company rules
- 20 2 The directors must adopt such means as they consider sufficient to bring to the notice of members of the Company all rules made under this Article
- 20 3 Any rules made by the directors under this Article will be valid and binding as against all members of the Company for so long as such rules are in force

- 20 4 The Company may by a special resolution passed either at a general meeting or by written resolution of the members alter or repeal any rules made by the directors in accordance with this Article
- 20 5 Nothing in this Article permits the directors of the Company to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by members of the Company or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies