



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

**MEMORANDUM OF ASSOCIATION
OF
NATIONAL LAND BASED COLLEGE**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of subscriber

Authentication by each subscriber

Abingdon and Witney College
Askham Bryan College
Bedford College
Bridgwater College
Capel Manor College
Coleg Cambria
College of West Anglia
Cornwall College
East Durham College
Easton and Otley College
Guildford College
Hadlow College
Harper Adams University
Hartpury College
Hereford and Ludlow College
Kingston Maurward College
Moulton College
Myerscough College
Northumberland College
Nottingham Trent University
Plumpton College
Royal Agricultural University
Reaseheath College
Sparsholt College
Scotland's Rural College
University of Lincoln
Warwickshire College
Writtle College

Dated: 11 June 2015

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11 June 2015



Articles of Association of National Land based College

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PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

NATIONAL LAND BASED COLLEGE

1. **PRELIMINARY**

The model articles of association for private companies limited by guarantee contained in Schedule 2 to The Companies (Model Articles) Regulations 2008 in force at the time of adoption of these Articles shall not apply to the Company and these Articles alone shall constitute the regulations of the Company.

2. **COMPANY DETAILS**

2.1 The Company's name is National Land based College (and in this document it is called "**the Company**").

2.2 The Company's registered office is to be situated in England and Wales.

3. **DEFINITIONS AND INTERPRETATION**

3.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
"Board"	the board of Directors of the Company from time to time
"Company"	the company intended to be regulated by these Articles
"Company Officer"	Accountable any person appointed as the accountable officer of the Company from time to time in accordance with Department of Business, Innovation & Skills guidelines from time to time

"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"Commission"	the Charity Commission for England and Wales
"Companies Act 2006"	the Companies Act 2006 (as amended from time to time)
"Directors"	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of Directors of the Company. If the Company becomes a registered charity, the Directors are Company trustees as defined by section 177 of the Charities Act 2011
"electronic address"	any address or number used for the purposes of sending or receiving documents or information by electronic means
"electronic form" "electronic means"	and have the meaning given in section 1168 of the Companies Act 2006
"executed"	includes any mode of execution
"hard copy form"	has the meaning given in section 1168 of the Companies Act 2006
"Member Director"	a director of the Company appointed pursuant to Article 15.1.2
"Members"	those persons who shall be admitted as members from time to time in accordance with these Articles and who shall be members of the Company for the purposes of the Statutes and "Membership" shall be construed accordingly
"Ofsted"	the Office for Standards in Education, Children's Services and Skills (or any successor or replacement body from time to time)
"ordinary resolution"	has the meaning given in section 282 of the Companies Act 2006
"office"	the registered office of the Company

"QAA"	The Quality Assurance Agency for Higher Education (or any successor or replacement body from time to time)
"seal"	the common seal of the Company (if any)
"secretary"	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
"special resolution"	has the meaning given in section 283 of the Companies Act 2006
"the Statutes"	the Companies Acts as defined in section 2 of the Companies Act 2006 and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force relating to companies and affecting the Company
"United Kingdom"	Great Britain and Northern Ireland.
"in writing"	hard copy form or to the extent agreed by the recipient (or deemed to be agreed by virtue of a provision of the Statutes) electronic form or website communication
"Year"	A calendar year running from 1 January to 31 December

- 3.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Statutes but excluding any statutory modification thereof not in force when these Articles become binding on the Company.
- 3.3 References to any Statute or statutory provision in these Articles include, unless the context otherwise requires, a reference to that Statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant Statute or statutory provision.
- 3.4 Where the word **"address"** appears in these Articles it is deemed to include postal address and electronic address and **"registered address"** shall be construed accordingly.

4. **OBJECTS**

- 4.1 The Company's object(s) ("**the Objects**") are the advancement of education and research for the public benefit and (without prejudice to the generality of the foregoing) in furtherance thereof for the benefit of land based industries:
- 4.1.1 the creation and/or dissemination of innovation;
 - 4.1.2 the development, co-ordination and delivery of continuing professional development activities;
 - 4.1.3 the promotion and facilitation of knowledge exchange activities;
 - 4.1.4 the development and maintenance of a register or registers of land based industries professionals;
 - 4.1.5 the development and provision of accreditation services for awards and qualifications;
 - 4.1.6 the offering of courses and programmes leading to awards and qualifications of the Company and/or others;
 - 4.1.7 the provision of services of all types to education and training providers; and
 - 4.1.8 to apply for and maintain official recognition from the Government of its status as a National College in accordance with the criteria which may be set from time to time by Government (provided that the Directors consider that such status is in the best interest of the Company and its Objects).

5. **POWERS**

- 5.1 In furtherance of the above Objects but not further or for any other purpose the Company shall have the following powers ("**the Powers**"):
- 5.1.1 to borrow and raise money in such manner and on such security as the board of Directors may think fit;
 - 5.1.2 to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the board of Directors may think fit and provided also that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects;
 - 5.1.3 to lend and advance money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance

- of contracts and obligations by, any person or company subject to such conditions or consents as may from time to time be required or imposed by law;
- 5.1.4 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable, or mercantile instruments;
 - 5.1.5 to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;
 - 5.1.6 to invest the moneys of the Company not immediately required for the furtherance of its Objects in or upon such investments, securities or property as the board of Directors may think fit, subject to such conditions and such consents as may for the time being be imposed or required by law;
 - 5.1.7 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the board of Directors may think necessary for the promotion of the Company's Objects;
 - 5.1.8 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its Objects;
 - 5.1.9 subject to Article 6 to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company. The Company may employ or remunerate a member of its board of Directors only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that Article;
 - 5.1.10 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their spouses, civil partners and other dependants;
 - 5.1.11 to purchase and maintain, for the benefit of any Director or officer of the Company, indemnity insurance to cover their liability:
 - 5.1.11.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Company; and/or
 - 5.1.11.2 to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986;

save that any such insurance in the case of Article 5.1.11.1 shall not extend to any liability of a Director:

- 5.1.11.3 resulting from conduct which the Directors knew, or must be assumed to have known, was not in the best interests of the Company, or where the Directors did not care whether such conduct was in the best interests of the Company or not;
 - 5.1.11.4 to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors;
 - 5.1.11.5 to pay a fine;
 - 5.1.11.6 to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of that Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation;
- 5.1.12 subject to the provisions of, and so far as may be permitted by, the Statutes, to fund the expenditure of every Director or other officer of the Company incurred or to be incurred:
- 5.1.12.1 in defending any criminal or civil proceedings; or
 - 5.1.12.2 in connection with any application under sections 661(3), 661(4) or 1157 of the Companies Act 2006.
- 5.1.13 to subscribe to, become a member of, or amalgamate or co-operate with any other organisation, institution, society or body formed for any of the purposes included in the Objects;
- 5.1.14 to establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated by the board of Directors to further any of the Objects of the Company;
- 5.1.15 to acquire, merge with or to enter into any Membership or joint venture arrangement with any other Company formed for any of the Objects;
- 5.1.16 to do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate;

- 5.1.17 to pay all or any expenses incurred in connection with the promotion, formation, incorporation and registration of the Company;
- 5.1.18 to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may to the board of Directors seem conducive to the attainment of the Company's Objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the board of Directors may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions;
- 5.1.19 to do all such other lawful things as are necessary for the attainment of the above Objects or any of them;

and so that:

- 5.1.19.1 where the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- 5.1.19.2 none of the Objects or Powers shall be restrictively construed but the widest interpretation shall be given to each such Object or Power, and none of such Objects or Powers shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other Objects or Powers or inference from the name of the Company;
- 5.1.19.3 none of the Objects therein specified shall be deemed subsidiary or ancillary to any of the Objects specified in any other such sub-clause, and the Company shall have full power to exercise each and every one of the Objects.

6. **APPLICATION OF INCOME AND PROPERTY**

- 6.1 The income and property of the Company shall be applied solely towards the promotion of the Objects. Any income or property of the Company derived from a particular kind of activity or Object shall be applied solely towards the promotion of such activity or Object. None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Company or other person so as to enrich any Member of the Company.

- 6.2 Subject to Article 6.1 but not otherwise the Company may carry out the following transactions if: (i) it is in the best interests of the Company; (ii) the Directors follow the procedure and observe the conditions set out in Article 6.3:
- 6.2.1 pay Directors for acting as Directors;
 - 6.2.2 pay reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
 - 6.2.3 pay interest on money lent by any Member of the Company or of its board of Directors at a reasonable and proper rate per annum;
 - 6.2.4 pay reasonable and proper rent for premises demised or let by any Member of the Company or of its Directors;
 - 6.2.5 the payment to any Director for reasonable out-of-pocket expenses;
 - 6.2.6 the payment of a premium in respect of any indemnity insurance to cover the liability of the Directors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the Directors knew, or must be assumed to have known, was not in the best interests of the Company, or where the Directors did not care whether such conduct was in the best interests of the Company or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors.
- 6.3 The Company and its Directors may only rely upon the authority provided by Article 6.2. if each of the following conditions is satisfied:
- 6.3.1 the remuneration or other sums paid to the Director or Member do not exceed an amount that is reasonable in all the circumstances;
 - 6.3.2 the Director is absent from the part of any meeting at which there is discussion of:
 - 6.3.2.1 his or her employment or remuneration, or in respect of any contract or matter relating to a Member in which the Director has an interest or connection or any other matter concerning a contract; or
 - 6.3.2.2 his or her performance in the employment, or his or her performance of the contract.

6.3.3 the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting;

6.3.4 the reason for their decision is recorded by the Directors in the minute book.

7. **LIMITED LIABILITY**

7.1 The liability of the Members is limited.

7.2 Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a Member, or within one year after he or it ceases to be a Member, for payment of the Company's debts and liabilities contracted before he or it 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.

8. **MEMBERS OF THE COMPANY**

8.1 Every person who wishes to become a Member shall deliver to the Company an application for Membership in such form as the Directors require to be executed by it agreeing to be bound by these Articles.

8.2 Unless otherwise determined by the Board (approved by at least 75% of the Directors) all Members shall be and remain a "designated specialist provider" (as defined by the Education Funding Agency and Skills Funding Body (or any successor thereto) and/or be a member of Landex Limited.

8.3 Subject to Articles 8.1 and 8.2 all new Members admitted after the incorporation of the Company shall be admitted only following approval by the Board by at least 75% of the Directors.

8.4 The terms and conditions of Membership shall be determined by the Directors under Article 32 hereof.

8.5 Membership is not transferable nor shall it be encumbered by a Member and will terminate if the Member:

8.5.1 resigns by notice in writing; or

8.5.2 ceases to exist or operate; or

8.5.3 becomes bankrupt or insolvent or makes any arrangement or composition with its creditors generally; or

8.5.4 ceases to meet the criteria for membership; or

8.5.5 acts in a way which in the opinion of the Board acting by at least 75% of the Directors brings itself and/or the Company in to disrepute; or

- 8.5.6 in the opinion of the Board acting by at least 75% of the Directors does not engage with the activities of the Company including the Company operating as a National College (as defined by the UK Government from time to time); or
- 8.5.7 has an outcome from either an Ofsted or QAA inspection which determines the Member to be offering low quality education services or low quality outcomes and which the Board acting by at least 75% of the Directors determines; or
- 8.5.8 under procedures approved by the Members from time to time.

9. **GENERAL MEETINGS OF MEMBERS**

- 9.1 The Company may, if determined by the Directors, hold an annual general meeting in accordance with the Statutes in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Any such annual general meeting shall be held at such time and place as the Directors shall appoint. All meetings other than annual general meetings shall be called general meetings.
- 9.2 The Directors or any two Members may call general meetings at any time.

10. **NOTICE OF GENERAL MEETINGS OF MEMBERS**

- 10.1 An annual general meeting and all other general meetings shall be called by at least 14 clear days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted, in case of special business.
- 10.2 All business shall be deemed special that is transacted at a general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the profit and loss account, balance sheet, and the reports of the Directors and auditors, and the appointment of, and the fixing of the remuneration, of the auditors.
- 10.3 Subject to the provisions of these Articles notice of and other communications relating to a general meeting shall be given to all Members, to all Directors and to the auditors.
- 10.4 Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with section 307 of the Companies Act 2006.
- 10.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

- 10.6 Every notice convening a general meeting shall be given in accordance with section 308 of the Companies Act 2006 that is, in hard copy form, electronic form or by means of a website.
- 10.7 The Company may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Statutes.

11. **PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS**

- 11.1 No business shall be transacted at any general meeting unless a quorum of Members is present. Members holding at least 50% of the votes eligible to be cast at a general meeting and entitled to vote upon the business to be transacted, each being a Member, shall be a quorum save that, if and for so long as the Company has only one or two persons as a Member, that one or two Member(s) present in person shall be a quorum. If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefore the Member or Members present in person and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 11.2 The Chair of the Directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall appoint the Vice Chair (if any), or if not elect one of their number to be chairperson of the meeting.
- 11.3 If at any meeting no Director is willing to act as chairperson or if no Director is present within 15 minutes after the time appointed for holding the general meeting, the Members present shall choose one of their number to be chairperson of the meeting.
- 11.4 A Director shall, notwithstanding that he or she is not a Member, be entitled to attend and speak at any general meeting.
- 11.5 The chairperson 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 the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary

to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

11.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.

11.7 A declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

12. **VOTES OF MEMBERS**

12.1 On a show of hands every Member present in person shall have one vote.

12.2 No Member shall be entitled to vote at any general meeting unless all moneys presently payable by it, him or her to the Company pursuant to any rules or by-laws made by the Directors under Article 32 or otherwise have been paid.

12.3 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 chairperson whose decision shall be final and conclusive.

13. **WRITTEN RESOLUTIONS OF MEMBERS**

13.1 A written resolution, proposed in accordance with section 288(3) of the Companies Act 2006, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.

13.2 For the purposes of this Article 13 "circulation date" is the day on which copies of the written resolution are sent or submitted to Members or, if copies are sent or submitted on different days, the first of those days.

14. **NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution the number of Directors shall not be subject to any maximum but shall not be less than sixteen.

15. **APPOINTMENT AND RETIREMENT OF DIRECTORS**

15.1 Unless otherwise determined in general meeting, the Board shall be constituted as follows:

15.1.1 the Chair appointed under **Article 15.3**;

- 15.1.2 up to fourteen non- executive directors appointed by the Members under a procedure and for term(s) of office approved by the Members from time to time (of which at least fifty per cent shall be Vice Chancellor, Principal or equivalent of a Member);
 - 15.1.3 at least one independent non-executive director appointed by the Board under **Article 15.3** for such term of office as approved by the Board from time to time;
 - 15.1.4 in the event that the Company is funded by the UK Government to the extent that the Company is required by the UK Government to have an accountable officer the Company Accountable Officer.
- 15.2 Subject to Article 15.1.5 the Directors shall appoint a person to act as the Company Accountable Officer of the Company (who shall be a Director) for such term, at such remuneration (subject to **Article 20**) and upon such conditions as the Directors may determine and the person so appointed may be removed by the Directors. The functions of the Company Accountable Officer shall be to be responsible for any grant funding received by the Company from the Department of Business, Innovation & Skills and carry out the instructions of the Directors and administer their policies. The Accountable Officer shall be appointed by the Board pursuant to **Articles 15.4** and **20**.
- 15.3 In making appointments as Chair, independent non-executive directors and as Company Accountable Officer to the Board:
- 15.3.1 the Board and Members shall follow an open and transparent selection process run by the Board in accordance with selection criteria, including as to required skillsets and any geographical criteria, approved by the Board from time to time; and
 - 15.3.2 regard shall be had to the desirability of promoting diversity among the Board from time to time in terms of age, gender, ethnicity and disability.
- 15.4 Notwithstanding the requirements of **Article 15.3**, no appointment to the Board shall be challenged on grounds of imbalance.
- 15.5 The persons holding such positions in the Company approved by the Board from time to time shall be entitled to receive notice of, attend and speak at such meetings of the Board and committees of the Board as approved by the Board from time to time as observers in each case, but shall not be entitled to vote or be or treated as directors of the Company.

- 15.6 The Directors shall not be subject to retirement by rotation.
- 15.7 In appointing directors under Articles 15.1.2 and 15.1.3 the Board and the Members shall have regard to ensuring that the Board has a balanced skillset suitable for the activities of the Company.

16. **POWERS OF DIRECTORS**

- 16.1 Subject to the provisions of the Statutes and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article 16 shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 16.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

17. **DELEGATION OF DIRECTORS' POWERS**

The Directors may delegate any of their powers to any committee consisting of one or more Directors and such other persons (if any) not being Directors co-opted on to such committee as the Directors think fit. Any such delegation may be made subject to any conditions the Directors may impose and may be collateral to their own powers and may be revoked or altered. Subject to any such conditions the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

18. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

The office of a Director shall be vacated if:

- 18.1 he or she ceases to be a Director by virtue of any provision of the Statutes or these Articles or he or she becomes prohibited by law from being a Director; or
- 18.2 he or she ceases to hold the relevant office by virtue of which he or she was appointed as a Director in accordance with Article 15; or
- 18.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 18.4 he or she is, or may be, suffering from mental disorder and either:

- 18.4.1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983; or
- 18.4.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- 18.5 he or she resigns his or her office by notice to the Company; or
- 18.6 if the Company be registered as a charity that such person is not eligible to be the trustee of a charity; or
- 18.7 he or she shall for more than 6 consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his or her office be vacated.

19. **ALTERNATE DIRECTORS**

- 19.1 No Director shall be entitled to appoint an alternate Director.

20. **DIRECTORS' REMUNERATION**

- 20.1 The Directors (including the Chair) shall not be paid any remuneration unless authorised under **Article 6.2** or **15.2** and, if the Company is a registered charity, by the Charity Commission.

21. **PROCEEDINGS OF THE DIRECTORS**

- 21.1 Subject to the provisions of these Articles, the Directors may regulate their meetings, as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. Questions arising at a meeting shall be decided by consensus led by the Chair. In the absence of consensus, the Chair will determine in discussion with the Directors the process for reaching agreement or deciding a matter. If the Chair considers that a matter shall be determined by voting, each Director shall have one vote. In the case of an equality of votes, the Chair shall not have a casting vote. Notice of every meeting of the Directors shall be given to each Director, including Directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service.
- 21.2 Any Director may participate in a meeting of the Directors or a committee constituted pursuant to **Article 17** of which he or she is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting

and, subject to these Articles and the Statutes, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairperson of the meeting then is.

- 21.3 The quorum for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number, shall be eight or such lower number of directors as shall be in office from time to time (including at least four Directors appointed under Article 15.1.2 being Vice Chancellors, Principals or equivalent).
- 21.4 Notwithstanding any vacancies in their number, the continuing Directors or where there is only one, the sole continuing Director, may continue to act but, if the number of Directors is less than the number fixed as the quorum they (or in the case of a sole Director he/she), may act only for the purpose of filling vacancies, or of calling a general meeting.
- 21.5 The Chair shall be entitled to chair all meetings of the Board at which he or she is present. If at any Board meeting the Chair is not present within fifteen minutes after the time appointed for holding the meeting or is not willing to preside, the Directors present shall choose the vice Chair (if any) or if not one of their number to be chair of the meeting.
- 21.6 All acts done by any meeting of the Directors or of a committee constituted pursuant to **Article 17**, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- 21.7 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee constituted pursuant to **Article 17** shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more Directors or members of the committee (as the case may be).

22. **DECLARATION OF DIRECTORS' INTERESTS**

- 22.1 A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between

his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest)

23. **DIRECTOR'S CONFLICT OF INTERESTS**

23.1 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision these Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

23.1.1 the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that organisation or person;

23.1.2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;

23.1.3 the unconflicted Directors consider it is in the interest of the Company to authorise the conflict of interest in the circumstances applying.

23.2 For the purpose of this Article a Director shall be deemed not to be interested in any contract or arrangement or any matter arising thereout if his or her interest therein arises solely by virtue of that Director being a member, Director, chief executive, officer or representative of a Member or a member of a company in which he or she holds not more than one per cent of the capital.

23.3 There shall be a Register of Directors' Interests maintained by the Secretary. The board of Directors shall make procedures for the declaration of interests from time to time. The Register shall be made available for inspection on request by any Director, any Member or any member of the public.

23.4 The Directors may be repaid by the Company travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the board of Directors or any committee of the board of Directors or any general meetings of the Company or in rendering any other service in their capacity as Directors, but shall not be entitled to any remuneration for their services as Directors, subject to **Article 20**.

24. **AUDITORS' APPOINTMENT AND RE-APPOINTMENT**

24.1 The Company must appoint Auditors if:

24.1.1 it is required to do so under the Companies Act 2006;

24.1.2 it is required to do so by virtue of any contractual or other obligation, including grant funding; or

24.1.3 any body regulating the Company from time to time deems this to be a requirement.

24.2 Auditors cease to hold office at the end of the next period for appointing auditors unless and until they are re-appointed.

25. **CHIEF EXECUTIVE AND SECRETARY**

25.1 The Company acting through the Board shall appoint a chief executive of the Company for such term, at such remuneration and upon such conditions as they may think fit; and any person so appointed may be removed by them as chief executive of the Company. He/she shall have such rights, responsibilities and duties as are approved by the Board from time to time. The Board shall be entitled to delegate to such chief executive such functions as it sees fit from time to time consistent with the legal and other responsibilities of the Board.

The chief executive shall not be eligible to be a Director but shall be entitled to attend the Board meetings subject to the right of the Board by resolution from time to time to require the chief executive to not attend whole or parts of any Board meeting.

25.2 Subject to the provisions of the Statutes, and unless otherwise agreed by the Board a secretary. The secretary shall be the chief executive unless otherwise agreed by the Board. If not the chief executive then the secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit. If the secretary be the chief executive then the terms of his/her appointment shall form part of the terms and conditions applying to the chief executive role. Any secretary so appointed may be removed by them. No Director may hold office as secretary.

25.3 A provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the secretary.

26. **MINUTES**

The Directors shall cause minutes to be made in books kept for the purposes:

26.1 of recording the names and addresses of all Members; and

26.2 of all appointments of officers made by the Directors; and

26.3 of all proceedings at meetings of the Company and of the Directors and of committees constituted pursuant to **Article 12** including the names of Directors, Members and Members (as appropriate) present at each such meeting.

27. **THE SEAL**

If the Company has a seal it shall only be used with the authority of the Directors or of a committee constituted pursuant to **Article 17** which is comprised entirely of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one Director whose signature shall be attested in the presence of a witness or by one Director and the secretary or by two Directors.

28. **ACCOUNTS AND ANNUAL REPORT**

28.1 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company.

28.2 The Directors must prepare accounts and keep accounting records as required by the Statutes.

28.3 The Directors shall if the Company is a registered charity comply with the requirements of the Charities Act 2011 with regard to statement of accounts, preparation of an annual report, preparation of an annual return and their transmission to the Commission.

28.4 The Directors shall if the Company is a registered charity notify the Commission of any changes to the Company's entry on the Control Register of Charities.

29. **NOTICES**

29.1 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Directors) shall be in writing and shall be sent to an address for the time being notified for that purpose to the person giving the notice.

29.2 The Company may give any notice to a Member either personally or by sending it by first class post in a prepaid envelope addressed to the Member at its registered address or by leaving it at that address or by giving it in electronic form to an address for the time being notified to the Company by the Member. A Member who gives to the Company an address either within or outside the United Kingdom at which notices may be given to it, him or her, or an address to which notices may be sent in electronic form, shall be entitled to have notices given to it, him or her at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.

- 29.3 A Member present in person, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 29.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted or, in the case of a notice contained in electronic form, at the expiration of 24 hours after the time it was sent.
- 29.5 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all Members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

30. **DISSOLUTION**

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed among the Members of the Company, unless the Company be a charity in which case such property shall be given or transferred to some other institution or institutions having objects similar to the Objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of **Article 6**, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

31. **INDEMNITIES FOR DIRECTORS**

Subject to the provisions of, and so far as may be permitted by, the Statutes and if the Company is a registered charity under the Charities Act 2011 but without prejudice to any indemnity to which the person concerned may be otherwise entitled, every Director, auditor, or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties or the exercise of his or her powers or otherwise in

relation to or in connection with his or her duties, powers or office, including any liability which may attach to him or her in respect of any negligence, default, breach of duty or breach of trust in relation to anything done by him or her as a Director, auditor or other officer of the Company.

32. **RULES OR BYE-LAWS**

32.1 The Directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of Membership or Membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye-laws regulate:

32.1.1 the admission and classification of a Member or Members of the Company, and the rights and privileges of such Member or Members, and the conditions of Membership and the terms on which a Member or Members may resign or have their Membership terminated and the entrance fees, subscriptions and other fees or payments to be made by a Member or Members;

32.1.2 the conduct of a Member or Members of the Company in relation to one another, and to the Company's servants;

32.1.3 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;

32.1.4 the procedure at general meetings and meetings of the Directors and committees constituted pursuant to Article 17 in so far as such procedure is not regulated by these Articles;

32.1.5 and, generally, all such matters as are commonly the subject matter of such rules,

provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in these Articles,

32.2 The Company shall have power to alter or repeal the rules or bye-laws referred to in Article 32.1 and to make additions thereto. The Directors shall adopt such means as they deem sufficient to bring to the notice of a Member or Members (as the case may be) all such rules or bye-laws made pursuant to this Article 32 which, so long as they shall be in force, shall be binding on all Members.

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

33.1 Where the Statutes permit the Company to send documents or notices to its Members in electronic form or by means of a website, the documents will be validly sent provided the Company complies with the requirements of the Statutes.

33.2 Subject to any requirement of the Statutes only such documents and notices as are specified by the Company may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.