

Company No: 2517018

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

UNIVERSITIES UK

(Adopted by Special Resolution passed on 17th May 2013)

Incorporated the 29th day of June 1990

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GENERAL

1.

- (a) The Companies (Model Articles) Regulations 2006 shall not apply to the Company.
- (b) In these Articles unless the subject or context otherwise requires:
 - (i) all words importing the singular number only shall include the plural number and vice versa;
 - (ii) words importing the masculine gender only shall include the feminine gender and vice versa; and
 - (iii) words importing persons shall include corporations and unincorporated associations.
- (c) The words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context;

WORDS

MEANINGS

"Academic Year"

A year beginning on 1st August and ending on the next 31st July;

"Act"

The Companies Act 2006;

WORDS

MEANINGS

"Annual General Meeting"	The annual general meeting of the Company convened pursuant to the Statutes;
"these Articles"	These Articles of Association or any other articles of association from time to time adding to, replacing or amending these Articles;
"Associate Member"	A person who has fulfilled the conditions of associate membership of the Company as set out in Articles 16 to 19 (inclusive) and whose name is entered in the Register of Members;
"Associated Institution"	As defined in Article 17(2);
"Associated Institution Criteria"	The criteria set out in Article 17(2);
"Chief Executive"	The chief executive for the time being of the Company;
"Commission"	As defined in the Charities Act 2011;
"Company"	The above named Universities UK;
"Eligibility Criteria"	The criteria set out in Article 8(2);
"Eligible Institution"	As defined in Article 8(2);
"Full Member"	A person (other than an Associate Member) who has fulfilled the conditions of membership of the Company as set out in Articles 7 to 10 (inclusive) and whose name is entered in the Register of Members;
"General Meeting"	The Annual General Meeting or any meeting convened as a general meeting of the Company pursuant to the Statutes;

WORDS

MEANINGS

"in writing"

Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form;

"member"

A member of the Company (including for the avoidance of doubt a Full Member and an Associate Member) from time to time, unless the context requires otherwise;

"Membership Committee"

A committee of UK Board Members set up in accordance with Article 12;

"MemCom Members"

As defined in Article 12;

"Month"

A calendar month;

"National Body"

Each of the bodies established in accordance with Article 22;

"Office"

The registered office of the Company;

"Policy Network"

A network of Full Members set up in accordance with Article 28;

"Policy Network Chair"

The chair of a Policy Network elected as chair of that Policy Network for the time being by the Company pursuant to Article 29;

"President"

The president for the time being of the Company elected in accordance with Article 25;

"Register of Members"

The register of members kept in accordance with the Statutes;

"Seal"

The common seal of the Company;

WORDS

MEANINGS

"Statutes"

The Companies Act 2006 and every statutory modification or re-enactment thereof for the time being in force;

"Treasurer"

The treasurer for the time being of the Company;

"UK Board"

The board of directors of the Company, for the time being;

"UK Board Members"

The persons elected to be members of the UK Board in accordance with Articles 54 to 56 inclusive, being the directors of the Company for the purposes of the Statutes;

"United Kingdom"

United Kingdom of Great Britain and Northern Ireland;

"Vice-President"

A vice-president for the time being of the Company elected in accordance with Article 26; and

"Vice-Chancellor or Principal"

The vice-chancellor or principal of an Eligible Institution or other chief officer or the person who has primary responsibility for the academic and executive affairs of an Eligible Institution.

- (d) Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles and any bye-laws, rules or regulations made hereunder.

OBJECTS

1. The objects for which the Company is established are to promote, encourage and develop the university sector of higher education in the United Kingdom and thereby advance education

for the public benefit and in furtherance of the objects, but not otherwise, the Company shall have the following powers:

- (a) to promote and provide facilities for discussion and consultation between representatives of university institutions in the United Kingdom, on any matters affecting or relevant to the university sector of higher education in the United Kingdom;
- (b) to formulate policies on any matters affecting or relevant to the university sector of higher education in the United Kingdom;
- (c) to represent the university sector of higher education in the United Kingdom and to conduct dealings and to liaise with the Government, any local, national or other institutions, authorities, agencies, bodies or persons, wheresoever in the world situate;
- (d) to provide information, advice and assistance to universities within the United Kingdom, or any of their representatives, on any aspect of educational affairs, including administrative and financial matters relating to or connected with education; and
- (e) to take any steps (including without prejudice to the generality of the foregoing the issue, maintenance, financing and enforcement of legal proceedings) for the purpose of protecting the interest, reputation or good standing of the universities or the university sector of higher education in the United Kingdom or the integrity of any degree, diploma or other awards issued by universities in the United Kingdom.

And, in pursuance of the foregoing statement of the Company's objects, the Company shall have the following further powers:

- (1) to print, make and to publish or to assist in or promote the printing or making of any newspapers, periodicals, books, monographs, articles, leaflets or other literary or audio-visual undertakings or such use of any form of social media that the Company may think desirable for the promotion of its objects and to distribute such as it may think fit;
- (2) to own, exploit and acquire copyrights, rights of publication or reproduction and other rights in respect of any literary, audio-visual or other works or undertakings;

- (3) to produce, present, promote, organise, manage and conduct any meetings, lectures, classes, debates, conferences, libraries, demonstrations or exhibitions for the promotion of its objects as the Company may think fit;
- (4) to solicit and procure by any lawful means and to take, accept and receive any subscription, annuity, gift of money, property or other assets, whether subject to any special trust or not, for the objects of the Company;
- (5) to purchase or by any other lawful means acquire any property or assets whatever, for any estate or interest, and any rights or privileges of any kind over or in respect of any property or assets, and subject to such consents as may be required by law, sell, lease, mortgage or otherwise dispose of or deal in or turn to account all or any of the property or assets of the Company;
- (6) to invest any money of the Company not immediately required for its purposes in or upon such investments, securities or property as the Company thinks fit, subject to such conditions (if any) as may for the time being be imposed or required by law;
- (7) to borrow or raise money on such terms, and with such consents as by law requires, and on such security as may be thought fit;
- (8) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts (including the electronic transfer and management of funds via online internet banking);
- (9) to make any donations of assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any charitable associations or institutions connected with higher education;
- (10) to undertake and execute charitable trusts;
- (11) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (12) to receive payment from third parties on trust for higher education institutions, including the onward remittance of such funds to the intended beneficiary;

- (13) to appoint such officers and employees, on such reasonable and proper terms and conditions as the Company thinks fit, as may from time to time be necessary for carrying on the work of the Company; and
- (14) to do all such other lawful and charitable things as will further the attainment of the objects of the Company or any of them provided that:
 - (i) the Company shall not support with its funds any object or endeavour to impose on or procure the observance by its members or others of any regulation or restriction which would make it a trade union;
 - (ii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without any such authority, approval or consent as may be required by law, and as regards any such property the UK Board or other managers or trustees of the Company shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for due administration of such property, in the same manner and to the same extent as they would have been answerable and accountable as such UK Board or their managers or trustees if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercised by the Chancery Division of the High Court of Justice or the Charity Commissioners over such UK Board or other managers or trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Company were not incorporated;
 - (iii) in case 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 trustees; and
 - (iv) to do all or any of the things and matters aforesaid in any part or parts of the world;

and it is hereby declared that in the construction of this Article the word "person" shall be deemed to include any partnership or other body of persons, whether incorporated or not

incorporated, and words denoting the singular number only shall include the plural number and vice versa.

2. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof 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 and no UK Board Member (director) shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or monies worth from the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:
 - (i) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a UK Board Member (director) of the Company) for any services rendered to the Company and of expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Company;
 - (ii) of interest on money lent by a member of the Company at a reasonable and proper rate per annum;
 - (iii) to any UK Board Member (director) of the Company for reasonable and proper out-of-pocket expenses; or
 - (iv) of reasonable and proper rent for premises demised or let by any member of the Company.
3. The liability of the members is limited to £1 (one pound) being the maximum amount each member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, the payment of the debts and liabilities of the Company 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.
4. If upon the winding up or dissolution of the Company there shall remain, 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 Company but shall be given or transferred to some other charitable 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 these objects, such

institution or institutions to be determined by members of the Company at or before the time of dissolution and insofar as effect cannot be given to such provisions then to some other charitable education object.

5. True accounting records shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations contained in the Company's Articles of Association for the time being in force, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined, and the correctness of the Income and Expenditure Account and Balance Sheet ascertained, by one or more properly qualified Auditor or Auditors.
6. The Office shall be at such place in England and Wales as the UK Board shall from time to time appoint.

FULL MEMBERSHIP

7. A Full Member shall be a person who under Article 8 is, for the time being:
 - (1) eligible to be a Full Member pursuant to Article 8(1); and
 - (2) has submitted an application for membership which has been considered by the Membership Committee (if such a Membership Committee has been constituted by the UK Board pursuant to Article 12) and approved by the UK Board; and
 - (3) has undertaken to contribute £1 to the assets of the Company in the event of it being wound up; and
 - (4) is entered as a member in the Register of Members; and
 - (5) has not been removed as a member pursuant to a resolution of the UK Board in accordance with Article 10; and
 - (6) has not ceased to be a member in accordance with the provisions of Article 57(b).

8.

- (1) A person is eligible to be a Full Member upon appointment to the position of a Vice-Chancellor or Principal of an Eligible Institution. For the avoidance of doubt, only one Vice-Chancellor or Principal shall be eligible to be a Full Member in respect of the Eligible Institution to which he or she is appointed.
- (2) For the purposes of these Articles, an "**Eligible Institution**" means an institution providing higher education that fulfils all of the following criteria to the satisfaction of the UK Board ("**Eligibility Criteria**"):
 - (a) *Primary purpose of teaching, scholarship and research:*
 - (i) a minimum five-year track record of delivering teaching, scholarship and research in the UK;
 - (ii) evidence of an institution-wide culture of scholarship-informed teaching and the advancement of a subject by research and scholarship (being commitment to, and practice in, the acquisition and synthesis of knowledge and understanding);
 - (iii) support for the principle of academic freedom for all staff and students enshrined in Section 43 of the Education Act 1986, as amended by Schedule 8 of the Further and Higher Education Act 1992; and
 - (iv) normally a minimum of 80% of full time equivalent students across the whole institution enrolled on higher education provision.
 - (b) *Financial accountability and independence:*
 - (i) full accounts published annually and made publicly available on the internet, consistent with the Higher Education Statement of Recommended Accounting Practice (SORP), which evidence clarity and transparency of share ownership, including any changes thereto;
 - (ii) independent governing body with authority over the strategic direction, educational ethos and financial management of the institution; and

- (iii) adherence to the Nolan seven principles of public life, namely: selflessness; integrity; objectivity; accountability; openness; honesty; and leadership.
 - (c) *Accountability to students and the wider public:*
 - (i) adherence to all the regulatory frameworks and accountability requirements for public finance which are applicable to higher education institutions at any given time;
 - (ii) adherence to relevant quality assurance systems, including national systems and professional bodies;
 - (iii) engagement with national systems within the UK that support and protect the interests of students, such as the National Student Survey (NSS) and Office of the Independent Adjudicator; and
 - (iv) adherence (by law or voluntarily) to the publication and scrutiny of data and information such as through the Higher Education Statistics Agency and Freedom of Information Acts.
- 9. The name of each Vice-Chancellor or Principal to be admitted to membership shall be entered on the Register of Members.
- 10. The UK Board may resolve that a Full Member shall cease to be a member in the event that:
 - (a) the annual contribution due to the Company from the Eligible Institution represented by that Full Member under Article 23 is not paid by that Eligible Institution within such period of time as may reasonably be allowed for such payment by the Company;
or
 - (b) the Eligible Institution represented by that Full Member ceases to satisfy any of the Eligibility Criteria.

11. Every Full Member undertakes to contribute to the assets of the Company, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, the payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding £1 (one pound).

MEMBERSHIP COMMITTEE

12. The UK Board shall resolve from time to time to set up a "**Membership Committee**" for the purpose of receiving applications for membership of Full Members, considering the extent to which the relevant institutions to which such applications relate fulfil the Eligibility Criteria and reporting to and advising the UK Board on the same.
13. The Membership Committee shall be made up of up to four UK Board Members as nominated by the UK Board from time to time ("**MemCom Members**") save that such person shall cease to be a MemCom Member immediately upon the occurrence of one of the following events:
 - (a) the UK Board resolves that such person shall cease to be a MemCom Member; or
 - (b) such person ceases to be a UK Board Member; or
 - (c) such person, having been nominated as a MemCom Member for a continuous period of three calendar years, has not been formally re-nominated by the UK Board in the three months prior to the end of such three year period.
14. One of the MemCom Members shall be nominated by the UK Board as chair of the Membership Committee.
15. The UK Board shall nominate from time to time such co-opted Membership Committee members and external contacts as it in its absolute discretion determine are necessary to support the Membership Committee in the fulfilment of its purpose as set out in Article 12.

ASSOCIATE MEMBERSHIP

16. An Associate Member shall be a person who under Article 17 is, for the time being:
 - (1) eligible to be an Associate Member pursuant to Article 17(1); and

- (2) has submitted an application for membership which has been considered by the UK Board; and
- (3) has undertaken to contribute £1 to the assets of the Company in the event of it being wound up; and
- (4) is entered as a member in the Register of Members; and
- (5) has not been removed as a member pursuant to a resolution of the UK Board in accordance with Article 19.

17.

- (1) A person is eligible to be an Associate Member upon appointment to the position of Vice-Chancellor or Principal of an Associated Institution. For the avoidance of doubt, only one Vice-Chancellor or Principal shall be eligible to be an Associate Member in respect of the Eligible Institution to which he or she is appointed.
- (2) For the purposes of these Articles, an "**Associated Institution**" means an institution providing higher education that fulfils such criteria as the UK Board from time to time determines in its absolute discretion ("**Associated Institution Criteria**") to the satisfaction of the UK Board.

18. The name of each Vice-Chancellor or Principal of an Associated Institution to be admitted to membership shall be entered on the Register of Members.

19. The UK Board may resolve that an Associate Member shall cease to be a member in the event that:

- (a) the annual contribution due to the Company from the Associated Institution represented by that Associate Member under Article 23 is not paid by that Associated Institution within such period of time as may reasonably be allowed for such payment by the Company; or
- (b) the UK Board determines in its absolute discretion that the Associated Institution ceases to fulfil the Associated Institution Criteria.

20. Every Associate Member undertakes to contribute to the assets of the Company, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, the payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding £1 (one pound).
21. Notwithstanding any other provision of these Articles, each Associate Member shall:
- (a) be entitled to receive notice of and attend general meetings of the members but shall not be entitled to count towards the quorum of nor vote at such general meeting;
 - (b) not be entitled to vote on any ballot, resolution or other matter requiring the approval of the members of the Company pursuant to these Articles; and
 - (c) not be entitled to stand for, nor be elected for or nominated to, any elected or nominated role pursuant to these Articles (including for the avoidance of doubt the role of President, Vice-President, Treasurer, Policy Network Chair, Elected UK Board Member or Presidential Nominee).

NATIONAL BODIES

22. There may, at the discretion of the UK Board, be up to three National Bodies as follows:
- (a) National Council for England and Northern Ireland;
 - (b) National Council for Scotland being Universities Scotland (US); and
 - (c) National Council for Wales being Higher Education Wales (HEW).

Each National Body operates within the provision of its own constitution and, in so far as they are applicable, complies with the financial, audit and other regulations of the Company and does nothing which may conflict with the objects of the Company.

SUBSCRIPTIONS

23. In each year, the UK Board shall fix the subscription or subscriptions to be paid by each Eligible Institution whose Vice-Chancellor or Principal is a Full Member and each Associated Institution whose Vice-Chancellor or Principal is an Associate Member.

EFFECT OF ARTICLES

24. Any member shall be deemed to have agreed to be bound by these Articles and any rules and bye-laws made in accordance therewith.

PRESIDENT

25. The Company shall elect the President in accordance with the provisions of this Article as follows:
- (a) the President shall be elected by ballot of the Full Members to be held in November (or at such other time as the UK Board shall approve) in the Academic Year preceding that in which he or she is to assume office;
 - (b) a President elected as aforesaid shall hold office for two Academic Years and, unless the Company shall by special resolution so resolve, shall not be eligible for re-election;
 - (c) the ballot shall be conducted by the method of the single transferable vote of the Full Members entitled to vote;
 - (d) in the event of the President-elect being unable to take up his or her office prior to its commencement there shall be a re-election conducted otherwise in accordance with the provisions of paragraphs (a) to (c) (inclusive) of this Article 25;
 - (e) in the event of any vacancy occurring in the office of President more than six months before the expiration of his or her term of office then there shall be a ballot conducted in accordance with paragraph (c) to elect a new President for the remainder of the period of office of the President who has ceased to hold such office; the person so elected shall be eligible for re-election; and
 - (f) in the event of any vacancy occurring in the office of President with six months or less of his or her term of office remaining the office may be filled for the remainder of its term by the appointment of an acting President from amongst the UK Board Members or in some other manner appropriate in the circumstances or remain unfilled, as the UK Board shall in its absolute discretion determine.

VICE-PRESIDENTS

26. There shall be up to three Vice-Presidents, one from each of the National Bodies, elected in accordance with the following provisions of this Article 26:
- (a) each Vice-President shall be a person elected by their respective National Body;
 - (b) each National Body shall elect a succeeding Vice-President from amongst its members by ballot of its members to be held in November (or such other time as the UK Board shall approve) in the Academic Year preceding that in which they are to assume office;
 - (c) each Vice-President shall hold office for two Academic Years and shall be eligible for one re-election;
 - (d) the ballot for each of the elected Vice-Presidents shall be conducted by the method of the single transferable vote of the members of the relevant National Body; and
 - (e) in the event of any vacancy in the office of elected Vice-Presidents the same shall be filled by the relevant National Body electing a new Vice-President from amongst its members for the remainder of the period of one who has ceased to be Vice-President.

TREASURER

27. The Company shall elect a Treasurer in accordance with the following provisions of this Article 27:
- (a) the Treasurer shall be elected by ballot of the Full Members entitled to vote to be held in November (or at such other time as the UK Board shall approve) in the Academic Year preceding that in which he or she is to assume office;
 - (b) the Treasurer shall hold office for two Academic Years and shall be eligible for one re-election;
 - (c) the ballot shall be conducted by the method of the single transferable vote of the Full Members entitled to vote; and
 - (d) in the event of any vacancy in the office of Treasurer the same shall be filled by a ballot to be held in accordance with paragraph (c) for the election of a new Treasurer who shall then hold office for the remainder of the period during which his or her

predecessor was to have held office, except that the UK Board may determine that in the event of the vacancy occurring at the time when the ballot for the election of a new Treasurer is imminent or has taken place the vacancy shall be filled by the person who is elected as the Treasurer for the two succeeding Academic Years.

POLICY NETWORK CHAIRS

28. The UK Board may resolve from time to time to set up a network of Full Members ("**Policy Network**") with the purpose of guiding the development of the Company's policy and working collaboratively with co-opted Policy Network members and external contacts to promote the university sector's interests to a wider audience.
29. The Company shall elect one Policy Network Chair for each respective Policy Network in accordance with the following provisions of this Article 29:
 - (a) each Policy Network Chair shall be elected by ballot of the Full Members entitled to vote to be held in January (or at such other time as the UK Board shall approve) in the Academic Year preceding that in which he or she is to assume office;
 - (b) each Policy Network Chair shall hold office for three Academic Years and shall be eligible for one re-election;
 - (c) the ballot shall be conducted by the method of the single transferable vote of the Full Members entitled to vote; and
 - (d) in the event of any vacancy in the office of any Policy Network Chair such vacancy shall be filled by a ballot to be held in accordance with paragraph (c) for the election of a new Policy Network Chair who shall then hold office for the remainder of the period during which his or her predecessor was to have held office, except that the UK Board may determine that in the event of the vacancy occurring at the time when the ballot for the election of a new Policy Network Chair is imminent or has taken place the vacancy shall be filled by the person who is elected as the Policy Network Chair for the two succeeding Academic Years.

MEMBERS' MEETINGS

30. The Company shall in each year hold an Annual General Meeting in addition to any other general meetings in that year, and not more than fifteen months shall elapse between the date

of one Annual General Meeting and that of the next. Subject as hereinbefore provided, the Annual General Meeting shall be held at such time and place as the UK Board shall appoint.

31. The President or the Treasurer or the UK Board may convene a General Meeting at any time and General Meetings shall also be convened on such requisition as is provided by Section 303 of the Act. In the absence of the President, the Vice-Presidents acting together also have the right to convene a General Meeting but shall, where possible, give notice of their intention to the President at the first available opportunity by any means of communication open to them.
32. At least twenty-one days' notice in writing of every Annual General Meeting and of every General Meeting convened to pass a special resolution, and at least fourteen days' notice in writing of every other General Meeting (exclusive in every case both of the date on which it is served or deemed to be served and of the day for which it is given), 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 hereinafter mentioned to the Full Members, the Associate Members and such other persons (including the auditors) as are under these Articles or under the Statutes entitled to receive such notices from the Company; but with the consent of all the Full Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Full Members may think fit.
33. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

34. 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 income and expenditure account and balance sheet, and the reports of the UK Board and of the auditors and the appointment, and the fixing of the remuneration, of the auditors.
35. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided one quarter of the Company's Full Members present in person or by proxy shall be a quorum.

36. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the Full Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the UK 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 Full Members present shall be a quorum.
37. The President or, in his or her absence, one of the Vice-Presidents shall preside as Chair at every General Meeting, but if there be no such President or Vice-President, or if at any meeting none of them shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Full Members present shall choose one of their number who shall be present to preside.
38. The Chair may, with the consent of any meeting of the Full Members 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 an adjourned meeting other than business which might properly have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for fourteen days or more, at least seven days' notice shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
39. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of those members present and entitled to vote unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chair; or
 - (b) by at least six persons who are Full Members and are present in person or by proxy; or
 - (c) by any Full Member present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Full Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings 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. The demand for a poll may be withdrawn.

40. Except as provided in Article 42, if a poll is duly demanded it shall be taken in such a manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
41. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
42. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chair of the meeting directs not being more than thirty days after the poll is demanded and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
43. Subject as herein provided, every Full Member shall have one vote.
44. Save as herein expressly provided, no Associate Member or other person other than a Full Member shall be entitled to vote on any question at any General Meeting.
45. The UK Board shall be entitled to invite other representatives of: (i) Eligible Institutions and Associated Institutions, or (ii) members of the National Bodies to attend any General Meeting but a person so invited shall not have a vote.
46. On a poll votes may be given either personally or by proxy.
47. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his or her attorney duly authorised in writing. A proxy so appointed need not be a Full Member but, unless he or she is a Full Member, must be a senior officer of the institution of which the Full Member is Vice-Chancellor or Principal or other senior officer.
48. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office of the Company not less than 48 hours before the time for holding the meeting or

adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Neither timeframe in this Article 48 shall include any time that is a weekend or Bank Holiday

49. An instrument appointing a proxy shall be in such form as the UK Board shall from time to time prescribe or from time to time allow.
50. 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 such death, insanity or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
51. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of eligible members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
52. A resolution in writing may comprise several copies to which one or more eligible members entitled to vote have signified their agreement.

THE UK BOARD

53. A Vice-Chancellor or Principal or person nominated as a Full Member pursuant to Article 7 shall, subject to the terms and conditions set out in these Articles, be eligible to be a UK Board Member.
54. Subject to Articles 57 and 60 and otherwise as hereinafter provided, the UK Board shall consist of:
 - (a) the President;

- (b) the three elected Vice-Presidents;
- (c) the Treasurer;
- (d) up to seven Policy Network Chairs;
- (e) not more than six Elected UK Board Members (as defined in Article 56(a)); and
- (f) not more than six Presidential Nominees (as defined in Article 56(b)).

55. The UK Board Members at the date of adoption of these Articles shall be the existing UK Board Members ("**Existing UK Board Members**").

56. As prescribed in Articles 54(e) and 54(f), up to six UK Board Members shall be elected and up to six Presidential Nominees shall be nominated in accordance with the following provisions of this Article 56:

- (a) in each Academic Year the Company shall, by ballot, elect from the Full Members up to six UK Board Members (each being an "**Elected UK Board Member**") to hold office for the ensuing three Academic Years in place of those Elected UK Board Members (or, as the case may be, those Existing UK Board Members elected pursuant to an article similar to or the same as this Article 56 in any forerunning version of the Company's articles) who are retiring at the end of the then current Academic Year in accordance with the provisions of this Article 56;
- (b) in respect of each Academic Year the President for that year shall nominate up to six persons who are Full Members to be UK Board Members (each such UK Board Member being a "**Presidential Nominee**") to hold office during that Academic Year;
- (c) if an Elected UK Board Member ceases to be a UK Board Member his or her place shall be filled by a Full Member in accordance with a resolution of the UK Board pursuant to Article 62 and the person so elected shall retire when the original holder of the office of UK Board Member would have retired by rotation under paragraph (a) of this Article 56;
- (d) if a Presidential Nominee ceases to be a UK Board Member his or her place shall be filled by a Full Member nominated by the President for the time being for the remainder of the Academic Year for which he or she was nominated;

- (e) elections shall be conducted by the method of the single transferable vote of the Full Members entitled to vote; and
- (f) a UK Board Member shall be eligible for re-election unless he or she intends to retire as a Member during the next ensuing Academic Year.

57.

- (a) The office of a UK Board Member shall be vacated if:
 - (i) (in the case of an Elected UK Board Member or a Presidential Nominee) he or she ceases to be a Full Member;
 - (ii) he or she ceases to be a UK Board Member by virtue of any provisions of the Statutes or he or she becomes prohibited by law from being a director; or
 - (iii) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - (iv) a registered medical practitioner who is treating that person given a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (v) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
 - (vi) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
 - (vii) he or she resigns his or her office by written notice to the UK Board; or
 - (viii) he or she shall for more than twelve consecutive months have been absent without permission of the UK Board from meetings held during that period and the UK Board resolves that his or her office be vacated; or
 - (ix) his or her term of office comes to an end under Article 56(a) or 56(b) and he or she is not re-elected; or

- (x) he is removed from office in accordance with the provisions of Article 58.
 - (b) In the event that any UK Board Member ceases to act in accordance with sub-paragraphs (iii) to (v) inclusive of paragraph (a) of this Article 57, or is removed from office pursuant to Article 58, he or she shall immediately forthwith cease to be a member.
58. The Company may by ordinary resolution of which special notice has been given in accordance with the Act remove any UK Board Member before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Company and such UK Board Member.
59. No officer (other than the Chief Executive) or UK Board Member shall be entitled to any remuneration for his or her services as such officer or UK Board Member, but the UK Board may pay any reasonable and proper out-of-pocket expenses incurred by any such UK Board Member in the performance of his or her duties or otherwise in connection with the affairs of the UK Board.
60. The Company may, from time to time in General Meeting increase or reduce the number of UK Board Members and may (subject to the provisions for eligibility of UK Board Members contained herein) make the appointments necessary for effecting any such increases.
61. The UK Board shall have power at any time and from time to time (subject to the provisions for eligibility of UK Board Members contained herein) to appoint any person to be a UK Board Member, either to fill a vacancy or, if the number of UK Board Members has been increased pursuant to Article 60 but the places have not been filled, as an addition to the UK Board. Any UK Board Member appointed pursuant to Article 60 shall hold office during the current Academic Year when he or she shall retire but shall be eligible for re-election.
- 62.
- (a) The UK Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that at least one such meeting shall be held in each of the three academic terms in each year.

- (b) The President may assess the opinion of the UK Board on any issue as expressed in debate or correspondence without calling for a vote. In the event of a decision to take a vote, the vote shall be by show of hands unless the UK Board decides that voting by postal ballot shall be substituted therefor and each UK Board Member shall have one vote. Decisions taken by vote and by postal ballot shall be determined respectively by a majority of those UK Board Members present and voting and a majority of UK Board Members who return valid voting papers to the Company by a date previously announced. In the case of an equality of votes the President shall have a casting vote.
63. The UK Board may whenever it thinks fit and shall, when a request is made in writing by not less than one-third of the UK Board Members stating the business for which it is required, convene a General Meeting.
64. The President or in his or her absence a Vice-President shall preside as chair at all meetings of the UK Board at which he or she shall be present, but if at any meeting neither the President nor a Vice-President be present within a reasonable period after the time appointed for holding the meeting, the UK Board Members present shall choose one of their number to be chair of the meeting.
65. The quorum necessary for the transaction of the business of the UK Board may be fixed by the unanimous vote of all the UK Board Members but this must never be less than eight members of the UK Board.
66. A meeting of the UK Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the UK Board generally.
67. A UK Board Member 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 UK Board Member must absent himself or herself from any discussions of the UK Board 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).

68. If a conflict of interest arises for a UK Board Member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted UK Board Members may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted UK Board Member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted UK Board Member does not vote on any such matter and is not to be counted when considering whether a quorum of UK Board Members is present at the meeting; and
 - (c) the unconflicted UK Board Members consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.
69. In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a UK Board Member or to a connected person.
- 70.
- (a) Subject to the provisions contained in these Articles, the UK Board may establish standing or other committees, advisory groups and working parties. Any committee, advisory group or working party so formed shall conform to any regulations imposed on it by the UK Board.
 - (b) Any standing or other committee established or formed in respect of the following matters (at paragraphs (i), (ii) and (iii) of this Article 70(b) below) shall consist exclusively of UK Board Members:
 - (i) the doing of any matter, act or thing which is required to be done by the UK Board under or by virtue of any provision of the Statutes or which involves the alteration, amendment or addition to these Articles or any bye-laws or regulations made thereunder;
 - (ii) the termination of the membership of any Full Member, Associate Member or UK Board Member;

- (iii) the approval of the annual estimates and the authorisation of the expenditure of any money of the Company, except within such limits as the UK Board shall consider reasonably necessary for the proper performance of the functions of any committee or working party formed from time to time.
 - (c) Members of any standing or other committee other than those mentioned in Article 70(b) above, advisory group or working party need not be UK Board Members.
- 71. All acts bona fide done by any meeting of the UK Board or of any committee, advisory group or working party constituted in accordance with these Articles or by any person acting as a UK Board Member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, 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 UK Board Member.
- 72. The UK Board shall cause proper minutes to be made of all appointments of the officers of the Company and of the proceedings of all meetings of the Company and of the UK Board.
- 73. Subject as provided in these Articles the business of the Company shall be managed by the UK Board who may do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these Articles required to be exercised and done by the Company in General Meeting, subject nevertheless to any regulations contained in or made pursuant to these Articles and to such regulations, being not inconsistent with the aforesaid regulations, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the UK Board which was valid at the time it was made or done.

THE CHIEF EXECUTIVE

- 74. The UK Board shall have power to appoint and from time to time remove the Chief Executive on such terms as the UK Board shall from time to time determine. Subject to the overall control and supervision of the UK Board, the Chief Executive shall be responsible for, inter alia, the day-to-day management and administration of the Company and shall be entitled to appoint such other persons to be employed by the Company either full-time or part-time as the Chief Executive considers to be reasonably necessary or advisable for discharging the functions of the Company.

SEAL

75. The UK Board shall provide for the safe custody of the Seal of the Company and such Seal shall not be affixed to any deed or document except by the authority of the resolution of the UK Board and in the presence of two UK Board Members who shall sign every instrument to which the Seal shall be so affixed and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS

76. The UK Board shall cause accounting records of the Company to be kept in accordance with the Statutes.
77. Accounting records shall be kept at the Office, or subject to Section 388 of the Act, at such other place or places as the UK Board shall think fit, and shall always be open to the inspection of the UK Board Members and the Company.
78. The financial year of the Company shall end on 31st July in each year and at the next following Annual General Meeting the UK Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account 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 UK Board and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirement by law to be annexed or attached thereto or to accompany the same) shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 423 of the Act, be sent to the auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

79. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
80. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

MEANS OF COMMUNICATION TO BE USED

81. Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company.
82. Subject to the Articles, any notice or document to be sent or supplied to a UK Board Member in connection with the taking of decisions by the UK Board may also be sent or supplied by the means by which that UK Board Member has asked to be sent or supplied with such notices or documents for the time being.
83. Any notice to be given to or by any person pursuant to the Articles:
- (a) must be in writing; or
 - (b) must be given in electronic form.
84. The Company may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address;
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
85. A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company.
86. A member in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

87. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
88. Proof that an electronic form of notice was given shall be conclusive where the Company can demonstrate that it was properly addressed and sent, in accordance with Section 1147 of the Companies Act 2006
89. In accordance with Section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.
90. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her address as appearing in the Register of Members.
91. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him or her, shall be entitled to have notices served upon him or her at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Company.
92. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.
93. Any notice or other document which pursuant to these Articles is required to be served by any member on the Company or on any officer of the Company may be served by leaving the same at the Office or by sending the same through the post in a prepaid envelope addressed to the UK Board or an officer of the Company, as the case may be, at the Office.

94. Any resolution altering these Articles shall be ineffective unless any approval as may be required by the Charity Commission and/or any appropriate United Kingdom government department shall have been obtained.

DISSOLUTION

95. If upon the winding up or dissolution of the Company there shall remain, 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 Company but shall be given or transferred to some other charitable 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 2 hereof, such institution or institutions to be determined by members of the Company at or before the time of dissolution and insofar as effect cannot be given to such provisions then to some other charitable education object.

INDEMNITY

96. Every UK Board Member and the Chief Executive of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him or her as such UK Board Member or Chief Executive 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 under Section 1157 of the Act in which relief is granted to him or her by the court.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

97. The UK Board must comply with the requirements of the Charities Act 2011 with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
98. The UK Board must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

