

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY  
GUARANTEE**

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**ARTICLES OF ASSOCIATION  
OF  
UNIVERSITY OF SUFFOLK  
INCORPORATING THE INSTRUMENT AND  
ARTICLES OF GOVERNMENT**

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**ADOPTED ON 1 AUGUST 2016**

**BY SPECIAL RESOLUTION ON 28 APRIL 2016**

**1 Company's name**

1.1 The company's name is **UNIVERSITY OF SUFFOLK** ("**Company**").

**2 Interpretation**

2.1 In the articles:

"**address**" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Company;

"**articles**" means the Company's articles of association;

"**chief executive**" means any chief executive officer appointed from time to time pursuant to article 28;

“**clear days**” in relation to the period of a notice means a period excluding:

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect;

“**Commission**” means the Charity Commission for England and Wales;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company;

“**company or “UoS”**” means the company intended to be regulated by the articles;

“**Conflict**” means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

“**directors**” means the directors of the Company. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**officers**” includes the directors and the secretary (if any);

“**seal**” means the common seal of the Company if it has one;

“**secretary**” means any person appointed to perform the duties of the secretary of the Company; and

“**senate**” shall have the meaning set out in article 29;

“**United Kingdom**” means Great Britain and Northern Ireland;

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

- 2.2 Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Company.

- 2.3 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- 2.4 For the avoidance of doubt neither the provisions of Table C to the Companies Act 1985 nor the provisions of Schedule 2 of the Companies Act (Model Articles) Regulations 2008 (as amended) shall apply to the articles.

### **3 Liability of Members**

- 3.1 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
- 3.1.1 payment of the Company's debts and liabilities incurred before he, she or it ceases to be a member;
  - 3.1.2 payment of the costs, charges and expenses of winding up; and
  - 3.1.3 adjustment of the rights of the contributories among themselves.

### **4 Objects**

- 4.1 The Company's objects ("**Objects**") are specifically restricted to the following:
- 4.1.1 the advancement of education, learning and research for the public benefit;
  - 4.1.2 without prejudice to the generality of article 4.1.1 above;
    - (i) to advance, provide and deliver education on a campus in Ipswich and by the provision of learning centres and/or campuses elsewhere and/or by means of e-learning schemes;
    - (ii) to collaborate with other institutions in advancing, providing and delivering education and to contribute to the growth and change of learning needs in Suffolk and beyond including, without limitation, by drawing together academic, technological, pedagogic and professional expertise;

- (iii) to promote academic and applied research and all other types of research, teaching, scholarship and knowledge transfer;
- (iv) to support, aid and assist in any way the activities of other charitable institutions concerned with the advancement of education, learning and research for the public benefit..

## **5 Powers**

5.1 The Company has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Company has power:

- 5.1.1 to provide, on such terms as the Company shall think fit, and to admit students to facilities for instruction, study, training and research both full time and part time;
- 5.1.2 to raise funds;
- 5.1.3 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.1.4 to sell, lease or otherwise dispose of all or any part of the property belonging to the Company;
- 5.1.5 to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures and fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
- 5.1.6 to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law;
- 5.1.7 to grant, lend or advance money or give credit to persons, organisations or associations whether incorporated or not on such terms as may be thought fit and otherwise to assist any person or company, organisation or association for any purpose which may seem directly or indirectly to further any or all of the Objects and powers of the Company;

- 5.1.8 to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions;
- 5.1.9 to found or maintain Fellowships, Exhibitions, Scholarships, Bursaries, Studentships and Prizes and similar encouragement to academic work;
- 5.1.10 to provide for the discipline of staff, students and other persons and to regulate such use in such manner as the Company may think fit;
- 5.1.11 to make and publish any regulations and procedures for the government and conduct of UoS and its students and to alter, amend, vary, add to or rescind any such regulations and procedures as from time to time may be deemed expedient;
- 5.1.12 to participate as UoS may see fit in any arrangements made with any other university or education body having the appropriate powers whereby students of UoS may become qualified to receive any degrees or other academic qualification of any such other body;
- 5.1.13 to establish such relationships with other universities or other educational institutions or any other body as may be thought desirable or expedient, including the recognition of courses or parts of courses of, or taught at, such other universities and educational institutions and other bodies as leading to Awards or Credits of UoS;
- 5.1.14 to prescribe, alter vary or waive fees, subscriptions and charges of all descriptions to be levied or made by UoS;
- 5.1.15 to take and accept any gift of money, property or other assets whether subject to any special trust or not;
- 5.1.16 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 5.1.17 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- 5.1.18 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.1.19 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 5.1.20 to purchase, establish or invest in trading companies or partnerships, alone or jointly with others;
- 5.1.21 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 including any trading subsidiary of the charity (provided that the activities of such trading subsidiary should be consistent with the Objects insofar as is practicable);
- 5.1.22 to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, lien or by all such methods the performance of all or any of the obligations undertaken by any of the Company's subsidiary undertakings, joint ventures, partnerships and other companies, organisations and associations whether incorporated or not for any purpose which may directly or indirectly further all or any of the Objects and powers of the Company;
- 5.1.23 to set aside income as a reserve against future expenditure;
- 5.1.24 to employ and remunerate such staff as are necessary for carrying out the work of the Company;
- 5.1.25 to invest moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 5.1.26 to:
  - (i) to provide indemnity insurance for the directors;

- (ii) to pay out of the funds of the Company the costs of forming and registering the Company.

## **6 Application of income and property**

- 6.1 The income and property of the Company shall be applied solely towards the promotion of its Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company.
- 6.2 No trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company, provided that nothing in these articles shall prevent any payment in good faith by the Company:
  - 6.2.1 of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company in a capacity other than as a trustee, governor or director (including, without limitation, the payment of remuneration to a chief executive or other executive officer who is appointed in accordance with article 28);
  - 6.2.2 of interest on money lent by any member of the Company or its board of directors at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the board of directors or 3% whichever is greater;
  - 6.2.3 of reasonable and proper rent of premises demised or let by any member of the Company or its board of directors;
  - 6.2.4 of fees, remuneration or other benefit in money or money's worth to any company of which a member of the board of directors may also be a member holding not more than 1/100<sup>th</sup> part of the capital of that company;
  - 6.2.5 to any member of its board of directors of reasonable out-of-pocket expenses; and
  - 6.2.6 of any sum pursuant to the power contained in article 5.1.8.

## **7 Directors' gratuities and pensions**

- 7.1 Subject to the provisions of these articles the directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

## **8 Declaration of directors' interests**

- 8.1 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 Company 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).

## **9 Conflicts of interests and conflicts of loyalties**

- 9.1 Subject to article 9.2, if a Conflict arises for a director because of a duty of loyalty owed to another organisation or person (where such Conflict does not involve a direct or indirect benefit of any nature to a director or to a connected person) and the Conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a Conflict where the following conditions apply:

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

9.1.2 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; and

- 9.1.3 the unconflicted directors consider it is in the interests of the charity to authorise the Conflict in the circumstances applying.
- 9.2 The directors may at any time make any authorisation under article 9.1 subject to any limits or conditions they expressly impose but such authorisation is otherwise given to the fullest extent permitted. The directors may vary or terminate any such authorisation at any time.
- 9.3 A director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a Conflict, this article applies only if the existence of that relationship has been approved by the directors pursuant to article 9.1 or where the Conflict has been authorised under article 9.2. In particular, the director shall not be in breach of the general duties he owes to the charity by virtue of sections 171 to 177 (inclusive) Companies Act 2006 because he fails:
- 9.3.1 to disclose any such information to the board of directors or to any director or other officer or employee of the Company; and/or
- 9.3.2 to use or apply any such information in performing his duties as a director of the Company.
- 9.4 Where the existence of a director's relationship with another person has been approved by the board of directors pursuant to article 9.1, or where authorisation has been given in accordance with article 9.2, and his relationship with that person gives rise to a Conflict, the director shall not be in breach of the general duties he owes to the charity by virtue of sections 171 to 177 CA 2006 (inclusive) because he:
- 9.4.1 absents himself from meetings of the board of directors at which any matter relating to the Conflict will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or
- 9.4.2 makes arrangements not to receive documents and information relating to any matter which gives rise to the Conflict sent or supplied by the charity and/or for such documents and information to be received and read by a professional adviser,

for so long as he reasonably believes such Conflict subsists.

## **10 Members**

- 10.1 The number of members of the Company is unlimited.
- 10.2 Subject to article 10.3, the members of the Company shall be the directors from time to time. A director shall automatically become a member of the Company on his appointment as a director.
- 10.3 A member may at any time withdraw from the Company by giving at least 7 clear days' notice to the Company, provided that, at the date of retirement, the number of members is not less than three. For so long as such resigning member remains a director of the Company, he shall be entitled to be re-admitted as a member of the Company.
- 10.4 Membership shall not be transferable,
- 10.5 A member shall cease to be a member on the date that he ceases to be a director or on the date of his death.
- 10.6 The directors must keep a register of names and addresses of the members.

## **11 Classes of membership**

- 11.1 The members shall, together, constitute and comprise one class of member.
- 11.2 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 11.3 The rights attached to a class of membership may only be varied if:
  - 11.3.1 three-quarters of the members of that class consent in writing to the variation; or
  - 11.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 11.4 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

## **12 General meetings**

- 12.1 The Company may in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year. Any annual general meeting shall be specified as such in the notices calling it. An annual general meeting shall be held at such time and place as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings. The business to be transacted at an annual general meeting (if held) shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.
- 12.2 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

## **13 Notice of general meetings**

- 13.1 The minimum periods of notice required to hold a general meeting of the Company are:
- 13.1.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - 13.1.2 fourteen clear days for all other general meetings.
- 13.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 13.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 15.
- 13.4 The notice must be given to all the members and to the directors and auditors.

13.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company.

**14 Proceedings at general meetings**

14.1 No business shall be transacted at any general meeting unless a quorum is present.

14.2 A quorum is:

14.2.1 two members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or

14.2.2 one tenth of the total membership at the time

whichever is the greater. While there are only three members the quorum will comprise the complete membership.

14.3 If:

14.3.1 a quorum is not present within half an hour from the time appointed for the meeting; or

14.3.2 during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the directors shall determine.

14.4 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

14.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

14.6 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

14.7 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.

- 14.8 If there is only one director present and willing to act, he or she shall chair the meeting.
- 14.9 If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 14.10 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 14.11 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 14.12 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 14.13 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear day's notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 14.14 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 14.14.1 by the person chairing the meeting; or
  - 14.14.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - 14.14.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 14.15 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 14.16 The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded.
- 14.17 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

- 14.18 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 14.19 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 14.20 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 14.21 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 14.22 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 14.23 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 14.24 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 14.25 Any member of the Company, either personally or by proxy, may participate in a meeting of the Charity by means of video conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in such a meeting shall constitute presence in person at that meeting.

## **15 Content of proxy notices**

- 15.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
- 15.1.1 states the name and address of the member appointing the proxy;
  - 15.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 15.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

- 15.1.4 is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 15.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 15.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 15.4 Unless a proxy notice indicates otherwise, it must be treated as:
  - 15.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 15.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **16 Delivery of proxy notices**

- 16.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 16.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 16.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 16.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

## **17 Written resolutions**

- 17.1 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:

17.1.1 a copy of the proposed resolution has been sent to every eligible member;

17.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

17.1.3 it is contained in an authenticated document which has been received by the Company within the period of 28 days beginning with the circulation date.

17.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

## **18 Votes of members**

18.1 Every member shall have one vote.

18.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

## **19 Directors**

19.1 A director must be a natural person aged 16 years or older.

19.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 23.

## **20 Appointment of Directors**

20.1 The board of directors shall consist of:

20.1.1 not less than twelve and not more than twenty-four directors appointed in accordance with the provisions of articles 20.2 to 20.6; and

20.1.2 the person who is for the time being the chief executive of the Company, unless he chooses not to be a director.

20.2 Of the appointed directors:

20.2.1 up to thirteen (referred to as the “independent directors”) shall be persons appearing to the directors to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession or to have other appropriate experience;

20.2.2 at least one and not more than two shall be members of the senate (who are also academic members of staff at UoS) and nominated by the senate;

20.2.3 at least one and not more than two shall be students at UoS nominated by the students at UoS; and

20.2.4 at least one and not more than nine (referred to as the “co-opted directors”) shall be persons nominated by those directors who are not themselves co-opted directors.

20.3 The co-opted directors required by article 20.2.4 above shall be a person or persons who have experience in the provision of education.

20.4 A person (other than a person appointed in pursuance of articles 20.2.2 and/or 20.2.3 above) who is:

20.4.1 employed at UoS;

20.4.2 a full-time student at UoS; or

20.4.3 an elected member of any local authority.

is not eligible for appointment as a director otherwise than as a co-opted director.

20.5 A person who is not for the time being enrolled as a student at UoS shall be treated as such a student during any period when he has been granted leave of absence from UoS for the purposes of study or travel or for carrying out the duties of any office held by him in the student union at UoS.

20.6 At least half of all the directors shall be independent directors.

- 20.7 Independent directors shall not normally serve for more than either of two terms of four years, or three terms of three years, except where subsequently undertaking a new and more senior role within the Board of Directors.
- 20.8 Any deputy or vice chair appointed by the Board of Directors shall be one of the independent directors.
- 20.9 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

## **21 Powers of directors**

- 21.1 The directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Acts, the Charities Act 2011, the articles or any special resolution.
- 21.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 21.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

## **22 Retirement of directors**

- 22.1 Directors shall not be required to retire by rotation.

## **23 Disqualification and removal of directors**

- 23.1 A director shall cease to hold office if he or she:
- 23.1.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - 23.1.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
  - 23.1.3 ceases to be a member of the senate if appointed pursuant to article 20.2.2;
  - 23.1.4 ceases to be a student if appointed pursuant to article 20.2.3;

- 23.1.5 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 23.1.6 resigns as a director by notice to the Company (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
- 23.1.7 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

## **24 Proceedings of directors**

- 24.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 24.2 Any director may call a meeting of the directors.
- 24.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- 24.4 Questions arising at a meeting shall be decided by a majority of votes.
- 24.5 In the case of an equality of votes, the person who is chairing the meeting (who shall always be one of the independent directors) shall not have a second or casting vote.
- 24.6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 24.7 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made.
- 24.8 The quorum shall be one-third (rounded up to the nearest whole number) of the current directors provided always there is at least one-third (rounded up to the nearest whole number) of the current independent directors present. In the event that the independent directors present at the meeting do not constitute a majority, then a majority of the independent members present shall be able to require, before or immediately after a decision is taken, the decision is deferred until the next meeting or will not take effect until and unless it is ratified at that meeting.

- 24.9 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 24.10 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.
- 24.11 The directors shall appoint a director to chair their meetings and may at any time revoke such appointment. Such person shall always be one of the independent directors.
- 24.12 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting (provided such person is an independent director).
- 24.13 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 24.14 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- 24.15 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

## **25 Delegation**

- 25.1 The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- 25.2 The directors may impose conditions when delegating, including the conditions that:
- 25.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - 25.2.2 no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the directors.

- 25.3 The directors may revoke or alter a delegation.
- 25.4 All acts and proceedings of any committees must be fully and promptly reported to the directors.

## **26 Validity of directors' decisions**

26.1 Subject to article 26.2, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

26.1.1 who was disqualified from holding office;

26.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

26.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

26.1.4 the vote of that director; and

26.1.5 that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

26.2 Article 26.1, does not permit a director or connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 26.1, the resolution would have been void, or if the director has not complied with article 8.

## **27 Responsibilities of Board of Directors**

27.1 The directors shall be responsible for ensuring that the Objects of the Company are fulfilled. Without prejudice to the generality of the functions exercisable by the board of directors on behalf of the Company, those functions shall include the following:

27.1.1 the determination of the educational character, mission and corporate plans of the Company and for oversight of its activities;

27.1.2 ensuring the effect and efficient use of resources, the solvency of the Company and the safeguarding of its assets;

- 27.1.3 approving the annual accounts and annual estimates of recurrent income and expenditure, together with capital expenditure;
  - 27.1.4 monitoring financial performance against the annual estimates and long term financial plans;
  - 27.1.5 setting a framework for the pay and conditions of service of all other staff;
  - 27.1.6 receiving and considering reports from the senate and committees of the senate;
  - 27.1.7 determining the tuition and other fees payable to the Company
  - 27.1.8 keeping accounts and records and appointing and determining the remuneration of an auditor who shall be eligible for appointment pursuant to Sections 1212 and 1226 of the Companies Act 2006 or any statutory modification or re-enactment thereof for the time being in force;
  - 27.1.9 submitting returns, reports and statements of account to the Registrar of Companies and to the Commission;
  - 27.1.10 keeping proper records of meetings of the members, the board of directors and committees of the board of directors;
  - 27.1.11 from time to time at any meeting of the board of directors making, altering or revoking regulations for the conduct of the business or affairs of all the Company provided that notice of an intention to propose any amendments to or revocation of the existing regulations or the making of any new regulations shall have been given in the notice calling any such meeting.
- 27.2 The board of directors shall ensure that academic staff have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or any privileges they may have at UoS.

## **28 Chief Executive**

- 28.1 The chief executive shall be appointed by the directors from time to time.

28.2 The chief executive shall have a general responsibility to the board of directors for ensuring that the object of the Company is fulfilled and for maintaining and promoting the efficiency, discipline and good order of the Company and shall have such powers and duties as may be entrusted to him by the board of directors, to include:

28.2.1 making proposals to the board of directors about the educational character and mission of the Company and for implementing the decisions of the board of directors;

28.2.2 the determination, after consultation with the senate, of the Company's activities and the determination of its other activities;

28.2.3 the organisation, direction and management of the Company and leadership of the staff;

28.2.4 preparing annual estimates of income and expenditure, for consideration by the board of directors, and for the management of the Company's budget and resources within the estimates approved by the board of directors.

## **29 Senate**

29.1 There shall be an senate of no more than 40 members, comprising the chief executive (who shall be chairman), and such other numbers of staff and students as may from time to time be approved by the board of directors. The chief executive may nominate a deputy chairman from among the members of the senate to take the chair in his place. Ex officio members of the senate shall remain members for as long as they hold the offices by virtue of which they became members. The period of appointment of nominated members and the associated selection or election procedures shall be subject to the approval of the board of directors.

29.2 Procedures for meetings of the senate and its committees shall be the same as those for the board of directors as set out in these articles save that the quorum shall be not less than half of the members of the senate or any committee from time to time.

## **30 Responsibilities of the Senate**

30.1 Subject to the provisions of these articles, to the overall responsibility of the board of directors and to the responsibilities of the chief executive, the senate shall be responsible for:

- 30.1.1 general issues relating to the academic operation of the Company, including academic regulations, policies and procedures; oversight of academic standards and the quality of learning opportunities; research activity; validation, review and withdrawal of courses; criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; procedures for the award of qualifications and honorary academic titles; procedures for the termination of student enrolment for academic reasons; and policies and procedures relating to academic staff appointment and promotion. Such responsibilities shall be subject to the requirements of relevant validating and accrediting bodies;
  - 30.1.2 considering the development of the academic activities of the Company and the resources needed to support them and for advising the chief executive and the board of directors thereon; and
  - 30.1.3 advising on such other matters as the board of directors or the chief executive may refer to the senate.
- 30.2 The senate may establish such committees as it considers necessary to carry out its responsibilities provided that each committee is first approved by the chief executive and the board of directors. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the senate. Such committees will report on committee matters to the senate.

## **31 Seal**

- 31.1 If the Company has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

## **32 Minutes**

- 32.1 The directors must keep minutes of all:
  - 32.1.1 appointments of officers made by the directors;

- 32.1.2 proceedings at meetings of the Company;
- 32.1.3 meetings of the directors and committees of directors including:
  - (i) the names of the directors present at the meeting;
  - (ii) the decisions made at the meetings; and
  - (iii) where appropriate the reasons for the decisions.

### **33 Accounts**

- 33.1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 33.2 The directors must keep accounting records as required by the Companies Acts.

### **34 Means of communication to be used**

- 34.1 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 Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 34.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 34.3 Any notice to be given to or by any person pursuant to the articles:
  - 34.3.1 must be in writing; or
  - 34.3.2 must be given in electronic form.
- 34.4 The Company may give any notice to a member either:
  - 34.4.1 personally; or

- 34.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - 34.4.3 by leaving it at the address of the member; or
  - 34.4.4 by giving it in electronic form to the member's address; or
  - 34.4.5 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.
- 34.5 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.
- 34.6 A member present 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.
- 34.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 34.8 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.
- 34.9 Notice shall be deemed to be given:
- 34.9.1 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
  - 34.9.2 48 hours after the envelope containing it was posted; or
  - 34.9.3 in the case of an electronic form of communication, two hours after it was sent; or
  - 34.9.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

## **35**     **Indemnity**

- 35.1     The Company shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 35.2     In this article a “**relevant director**” means any director or former director of the Company.
- 35.3     The Company may indemnify an auditor against any liability incurred by him or her or it:
- 35.3.1     in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
  - 35.3.2     in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

## **36**     **Rules**

- 36.1     The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

## **37**     **Disputes**

- 37.1     If a dispute arises between members of the Company about the validity or propriety of anything done by the members of the Company under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **38**     **Dissolution**

- 38.1     If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall be given or transferred to some other company or companies, university or other corporation or institution having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by article 6 above, chosen by the members of the Company at or before the time of dissolution

and if that cannot be done then to some other company, university, corporation or institution.

### **39 Interpretation**

39.1 In articles 9.1 and 26.2, “**connected person**” means:

- 39.1.1 a child, parent, grandchild, grandparent, brother or sister of the director;
- 39.1.2 the spouse or civil partner of the director or of any person falling within paragraph 39.1.1 above;
- 39.1.3 a person carrying on business in partnership with the director or with any person falling within paragraph 39.1.1 or 39.1.2 above;
- 39.1.4 an institution which is controlled:
  - (i) by the director or any connected person falling with paragraphs 39.1.1, 39.1.2 or 39.1.3 above; or
  - (ii) by two or more persons falling within paragraph 39.1.4(i) above, when taken together;
- 39.1.5 a body corporate in which:
  - (i) the director or any connected person falling within paragraphs 39.1.1 to 39.1.3 above has a substantial interest; or
  - (ii) two or more persons falling within sub-paragraph 39.1.5(i) above whom, when taken together, have a substantial interest.

Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.