

Company No: 3344784

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE QUALITY ASSURANCE AGENCY FOR HIGHER EDUCATION

(Adopted by written resolution on 4 September 2018)

GENERAL

- 1 (i) In these Articles the following words shall have the following meanings (unless the context otherwise requires):

Word

Meaning

“the Act”

the Companies Act 2006

“Alternative Provider”

a provider of higher education in the UK which is run privately, is not in receipt of recurrent funding from any funding body with power of appointment under paragraph (ii) of Article 46 or in receipt of any other direct recurrent public funding, and is not a further education college

“Articles”	the articles of association of the Company from time to time in force
“the Auditors”	the auditors for the time being of the Company
“the Board of Directors”	the Board of Directors for the time being of the Company
“clear days”	in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given or on which it is to take effect
“the Company”	the above-named Company
“DfE (NI)”	Department for Education (Northern Ireland)
“electronic form”	has the meaning given in section 1168 of the Act;
“GuildHE”	GuildHE Limited (company number 02600590)
“HEFCW”	Higher Education Funding Council for Wales
“month”	calendar month
“the Office”	the registered office of the Company
"organisation"	any company, charity, entity, governmental department or body, regulatory body or

statutory body (in each case whether incorporated or unincorporated)

“the Seal”

the common seal of the Company

"the Secretary"

the person (if any) appointed in accordance with Article 76

“SFC”

Scottish Further and Higher Education Funding Council

“UKC”

UK Council of Colleges

“the United Kingdom”

Great Britain and Northern Ireland

“UScotland”

the individual (ex officio) from time to time in the office or position of convenor of Universities Scotland acting in the interests of Universities Scotland

“UUK”

Universities UK (company number 2517018)

"UWales"

the individual (ex officio) from time to time in the office or post of chair of Universities Wales acting in the interests of Universities Wales

“writing”

written, printed or lithographed, or partly one and partly another, and other models of representing or producing words in a visible form

- (ii) In these Articles, where the context so permits, words importing the singular number shall include the plural and vice versa; words importing the feminine, masculine or neuter gender shall include the gender(s) not expressly imported; and words importing persons shall include bodies corporate, unincorporated associations, organisations and partnerships.
 - (iii) The headings to each of these Articles are inserted for ease of reference only and shall not affect the construction or interpretation of these Articles.
 - (iv) A reference in these Articles to an “Article” followed by a particular number is a reference to the relevant Article of these Articles bearing that number.
 - (v) Any phrase introduced by the terms “**including**”, “**include**”, “**in particular**” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
 - (vi) Any words or expressions defined in the Act, shall if not consistent with the subject or context, bear the same meaning in the Articles.
- 2 The provisions of Section 113 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the Register of Members on becoming a member.
- 3 Table A of the Companies (Tables A – F) Regulations 1985 shall not apply to the Company.
- 4 The model articles for private companies limited by guarantee contained in Schedule 2 of The Companies (Model Articles) Regulations 2008 (S/2008/3229) as at the date of adoption of these Articles shall apply to the Company, except in so far as they are inconsistent with, modified or excluded by these Articles.

5 The Company is established for the purposes expressed in Article 7.

LIABILITY OF MEMBERS

6 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:

- (i) payment of the Company's debts and liabilities incurred before he, she or it ceases to be a member;
- (ii) payment of the costs, charges and expenses of winding up; and
- (iii) adjustment of the rights of the contributories among themselves.

OBJECTS

7 The Company's objects ("**Objects**") are specifically restricted to the following:

- (i) the promotion and maintenance of quality and standards in higher education in the UK and elsewhere;
- (ii) the enhancement of teaching and learning, and the identification and promotion of innovation and good practice in teaching and learning;
- (iii) the provision of information and the publication of reports on quality and standards in higher education in the UK and elsewhere; and
- (iv) the provision of advice to governments, as requested, on access course recognition and in relation to all or any of the above objects.

POWERS

8 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:

- (i) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, reports, periodicals, magazines, books, leaflets or other documents or materials stored electronically, optically or magnetically;
- (ii) to hold gratuitously or otherwise exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- (iii) to provide assurance, support, information and enhancement services to organisations involved in the development, maintenance and enhancement of quality and standards in higher education;
- (iv) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research;
- (v) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) to sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (vi) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;

- (vii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (viii) subject to such consents as may be required by law to lend, borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit **PROVIDED THAT** the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;
- (ix) 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 Company established for the purposes of raising funds for the objects of the Company **PROVIDED THAT** the activities of such trading subsidiary should be consistent with the objects of the Company as specified above;
- (x) to take and accept any gift of money, property, or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- (xi) to invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (xii) to place any moneys of the Company not immediately required for its purposes on deposit with a bank approved by the Board of Directors of the Company;
- (xiii) to make any charitable donations either in cash or assets for the furtherance of the objects of the Company;

- (xiv) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- (xv) to employ, engage, pay or provide such persons whose services may be deemed expedient in order to carry out or promote all or any of the objects aforesaid, in particular to supervise, organise, carry on the work of and advise the Company;
- (xvi) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (xvii) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company;
- (xviii) 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;
- (xix) to establish where necessary regional offices (whether autonomous or not);
- (xx) to do all such other lawful things as shall further the above objects or any of them;
- (xxi) to provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of

any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the Company.

9 PROVIDED THAT:

- (i) 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 trusts;
- (ii) the Company's objects shall not extend to the regulation of relations between workers and employers or organisations or workers and organisations of employers; and
- (iii) 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 such authority, approval or consent as may be required by law, and as regards any such property the Board of Directors or governing body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors or governing body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of

Directors or governing body, 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.

APPLICATION OF INCOME AND PROPERTY

- 10 The income and property of the Company shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly by way of dividend, bonus or otherwise howsoever by way of profit, or indirectly by way of dividend bonus or otherwise howsoever by way of profit to its members or to any of them and no member of the Board of Directors or governing body 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 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 member of its Board of Directors or governing body) for any services rendered to the Company;
 - (ii) of interest on money lent by any member of the Company or of its Board of Directors or governing body at any rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by the Company's bankers or 3% whichever is greater;
 - (iii) of fees remuneration or other benefits in money or money's worth to a company of which a member of the Board of Directors of the Company may be a member holding not more than a one hundredth part of the capital of that company;
 - (iv) to a member of its Board of Directors or governing body of reasonable out of pocket expenses;

- (v) of any premium in respect of any indemnity insurance to cover the liability of the directors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company PROVIDED THAT any such insurance shall not extend to any claim arising from liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the Company, or which the directors did not care whether it was in the best interests of the Company or not and PROVIDED ALSO that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the directors.

DISSOLUTION

- 11 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be transferred to some other charitable institution (whether or not a member of the Company) having objects similar to the Objects, such institution or institutions to be determined by the members of the Company at or before the time of dissolution.

MEMBERSHIP

- 12 The members of the Company at the date of adoption of these Articles are:
 - (i) UScotland;
 - (ii) UUK;
 - (iii) UWales; and

(iv) GuildHE.

- 13 No person shall be admitted as a member of the Company unless he, she or it is approved by the members of the Company in general meeting. Nominations for membership of the Company either may be made by any member of the Company after consultation with the Board of Directors or may be made by a majority of the Board of Directors. Any individual being a member (ex officio) under paragraph (i) or (iii) of article 12 above shall cease to be a member upon ceasing to hold the office or post of convenor (in the case of paragraph (i)) or chair (in the case of paragraph (iii)) and his or her successor to such office or post of convenor or chair (as the case may be) shall become a member by virtue of such office or post without any requirement for any such person to be admitted to or retire from membership.
- 14 Every person who wishes to become a member (subject as provided in article 13 in the case of any change of members under paragraph (i) or (iii) of article 12 above) shall deliver to the Company an application for membership in such form as the Board of Directors require to be executed by him, her or it.

DETERMINATION OF MEMBERSHIP

- 15 Any member of the Company may resign his, her or its membership at any time by giving notice in writing to the Office.

GENERAL MEETINGS

- 16 The Company shall hold a general meeting as required by the Act as its Annual General Meeting at such time and place as may be determined by the Board of Directors and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

- 17 All general meetings other than Annual General Meetings shall be called general meetings.
- 18 The Board of Directors may whenever they think fit convene a general meeting, and general meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by section 303 of the Act.
- 19 Subject to Article 21, not less than twenty-one clear days' written notice of every Annual General Meeting and of every general meeting convened to pass a Special Resolution, and not less than fourteen clear days' written notice of every other general meeting specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of such meetings other than Annual General Meetings, a general meeting may be convened by such notice as those members may think fit.
- 20 The accidental omission to give notice of a general meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any general meeting.
- 21 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.

PROCEEDINGS AT GENERAL MEETINGS

- 22 All business shall be deemed special that is transacted at a general meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the profit and loss account

and balance sheet, and the reports of the Board of Directors and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

- 23 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 three members present personally or, in the case of corporate member, by its duly authorised representative shall be a quorum.
- 24 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 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 Board of Directors may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the member or members present shall be a quorum.
- 25 A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effectual as if it had been passed at a meeting of members duly convened and held and may consist of several documents in the like form (including facsimile transmission) each signed by one or more members. The provisions of this Article shall be without prejudice to the provisions of Article 42.
- 26 The chairman, if any, of the Board of Directors or in his or her absence the vice-chair, if any, shall preside as chairman of the meeting, but if neither the chairman nor vice-chair (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director present and willing to act, he or she shall be chairman. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

- 27 The chairman of a meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
- 28 Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjournment meeting.
- 29 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by at least two members present in person or by proxy, and unless a poll be so demanded a declaration by the chairman of a meeting that a resolution has been carried, or carried unanimously or by particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 30 Subject to the provisions of Article 29 of these Articles, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 31 No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.

32 In the case of an equality of votes, whether on a show of hands or on a poll, the resolution shall be deemed not to have been passed. The chairman shall not have a second or casting vote.

33 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

34 Subject as hereinafter provided, each member shall have one vote.

35 Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any general meeting.

36 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

37 A corporation shall vote by its duly authorised representative appointed as provided by section 323 of the Act.

38 Votes may be given either personally or by proxy. A proxy need not be a member of the Company.

39 The instrument appointing a proxy shall be in writing and must be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as

valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

40 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

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

“The Quality Assurance Agency for Higher Education”

I/We..... of a member of the Company hereby appoint of and failing him or her, of as my/our proxy to vote for me/us on my/our behalf at the Annual/ General Meeting of the Company to be held on 20... and at any adjournment thereof.

Signed

Dated20...

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

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

WRITTEN RESOLUTIONS

42 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:

- (i) a copy of the proposed resolution has been sent to every eligible member;
- (ii) 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
- (iii) 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.

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

44 In the case of a member that is an organisation, its authorised representative may signify its agreement.

THE BOARD OF DIRECTORS

45 Until otherwise determined by a general meeting, the number of directors shall be 18.

46 Unless otherwise determined by a general meeting, membership of the Board of Directors shall be constituted as follows:

- (i) 4 persons to be appointed by UScotland, UUK, UWales and GuildHE jointly;
- (ii) 4 persons to be appointed by DfE (NI), HEFCW and SFC jointly;

- (iii) 6 independent directors to be appointed by the Board of Directors in accordance with Article 47 of these Articles;
- (iv) 1 independent director appointed by the Board of Directors and who at the time of their initial appointment is: (a) either a registered undergraduate or postgraduate student for a course leading to an award of a higher education institution, (b) an elected student officer of a student union (a student union being for the purpose of this Article a student union within the meaning of part II of the Education Act 1994 and any other establishment which the Board of Directors deems is a student union) or (c) an elected student officer of a student representative organisation;
- (v) 1 person to be nominated by the National Union of Students and subject to the approval of the Board of Directors, to be appointed by the Board of Directors;
- (vi) 1 person to be nominated by the UKC and subject to the approval of the Board of Directors, to be appointed by the Board of Directors; and
- (vii) 1 person appointed by the Board of Directors who is engaged wholly or mainly in the governance or management of an Alternative Provider or Alternative Providers and who will (in the opinion of the Board of Directors) have a comprehensive knowledge and understanding of, and will represent the views and interests of such providers.

47 The six independent directors appointed pursuant to paragraph (iii) of Article 46 and the director appointed pursuant to paragraph (vii) of Article 46 shall be appointed by the Board of Directors after consultation with such persons as the Board of Directors may consider appropriate. In appointing such directors, the Board of Directors shall have regard to the desirability of including persons who appear to them to have experience of, and to have shown capacity in, industrial, commercial or financial matters or the practice of any profession (in the case of

the independent directors appointed pursuant to paragraph (iii) of Article 46) and Alternative Providers (in the case of the director appointed pursuant to paragraph (vii) of Article 46).

48 Each chairman and vice-chair of the Board of Directors shall be appointed in accordance with Article 60 of these Articles.

49 There shall be no limit as to the age at which a person may become or be a member of the Board of Directors or until which, having become a member of the Board of Directors, he or she may continue so to act.

50 The members of the Board of Directors appointed pursuant to paragraphs (i) to (iii) (inclusive) and (vi) and (vii) of Article 46 shall, subject to Articles 55 and 56:

(i) hold office for a fixed term of 3 years. Each member's term in office shall run from the date they were appointed to the Board of Directors; and

(ii) be eligible to be appointed as a member of the Board of Directors for a maximum of 2 consecutive 3 year terms.

51 Any director who has been appointed to the Board of Directors for 2 consecutive 3 year terms shall not be eligible to be re-appointed to the Board of Directors until there has been a gap of at least 3 years since the date of retirement from the Board of Directors of that director.

52 The members of the Board of Directors appointed pursuant to paragraphs (iv) and (v) of Article 46 shall:

(i) hold office for a fixed term of one year. Each member's term in office shall run from the date they were appointed to the Board of Directors; and

(ii) be eligible to be appointed as a member of the Board of Directors for a maximum of 2 consecutive 1 year terms and shall not thereafter be eligible to be appointed to the Board of Directors until there has been a gap of at least 3 years since the date of retirement from the Board of Directors of that director.

53 Appointment of the members of the Board of Directors by the bodies specified in paragraphs (i) and (ii) of Article 46 of these Articles shall, in each case, be made by notice in writing to the Company.

54 Any member of the Board of Directors may be removed from office by his or her appointors by notice in writing to the Company before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Board of Directors and the appointors shall be entitled to appoint any person in his or her stead, but any person so appointed shall retain in his or her office so long only as the director in whose place he or she is appointed would have held the same if he or she had not been removed.

POWERS OF THE BOARD OF DIRECTORS

55 The business of the Company shall be managed by the Board of Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Act or by the Articles required to be exercised or done by the Company in general meeting, subject nevertheless to any such regulations, being not inconsistent with the aforesaid regulations or provisions, 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 Board of Directors which would have been valid if such regulation had not been made.

56 The members for the time being of the Board of Directors may act notwithstanding any vacancy in their body, provided always that in case the members of the Board of Directors shall at any time be or be reduced in number to less than the quorum prescribed under Article 57 of these Articles, it shall be lawful for them to act as the Board of Directors for the purposes of summoning a general meeting, and/or appointing a Director, but not for any other purpose.

PROCEEDINGS OF THE BOARD OF DIRECTORS

57 The Board of Directors shall meet together at least four times a year (and more frequently as they may from time to time think fit) for the dispatch of business, and may adjourn and otherwise regulate their meetings as they think fit. A quorum shall be one half of the directors in post at the time of the meeting, rounded up to the nearest whole number, provided that it shall not be less than two.

58 A member of the Board of Directors, who is in communication by telephone or other telecommunication link for the purposes of a meeting of the Board of Directors pursuant to Article 65 of these Articles, shall be counted as part of the quorum for such meeting. Questions arising at any meeting shall be decided by a majority of votes, each director present having one vote. In case of an equality of votes the chairman shall not have a second or casting vote and the resolution shall not be passed.

59 Either the chairman, vice-chair, or any three members of the Board of Directors may, and on the request of either the chairman, vice-chair or of any three members of the Board of Directors, the Secretary (if any) shall, at any time, summon a meeting of the Board of Directors by notice served upon the several members of the Board of Directors. A member of the Board of Directors who is absent from the United Kingdom shall not be entitled to notice of a meeting.

60 The Board of Directors shall from time to time elect a chairman from amongst the six independent directors appointed pursuant to paragraph (iii) of Article 46

of these Articles, which chairman shall be entitled to preside at all meetings of the Board of Directors at which he or she shall be present. On the same basis, the Board of Directors may appoint one of the six independent directors as vice-chair. The Board of Directors may determine for what period the chairman and vice-chair shall hold office. If no chairman or vice-chair be elected, or if at any meeting neither the chairman nor the vice-chair be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board of Directors shall choose one of their number to be chairman of the meeting (being one of the six independent directors appointed pursuant to paragraph (iii) of Article 46 of these Articles).

- 61 A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Board of Directors generally.
- 62 All acts bona fide done by any meeting of the Board of Directors or by any person acting as a member of the Board of Directors, 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 member of the Board of Directors.
- 63 The Board of Directors shall cause proper minutes to be made of all appointments of officers made by the Board of Directors and of the proceedings of all meetings of the Company and of the Board of Directors and of any committee established pursuant to Article 69 of these Articles, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

- 64 A resolution in writing signed by all the members for the time being of the Board of Directors who are entitled to receive notice of a meeting of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and constituted. Any such resolution may consist of several documents in the like form (including facsimile transmission) and signed by one or more of the Board of Directors for the time being entitled to receive notice of a meeting of the Board of Directors.
- 65 A member of the Board of Directors shall be treated as present at a meeting of the Board of Directors notwithstanding that he or she is not physically present if he or she is in communication with the meeting by telephone or other telecommunication link and, for the purpose of these Articles, meetings of the Board of Directors shall include meetings held by telephone or any other form of telecommunications link provided that:
- (i) all members of the Board of Directors have received notice of the meeting and the means of communication to be employed therefor; and
 - (ii) the telephone or telecommunication link is so arranged that it is possible for each member of the Board of Directors to hear and be heard by each other person participating in the meeting and the terms “meeting” and “meet” shall be construed accordingly.

DECLARATION OF DIRECTORS' INTERESTS

- 66 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 Board of 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).

CONFLICT OF INTERESTS AND CONFLICT OF LOYALTIES

- 67 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- (i) 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;
 - (ii) 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
 - (iii) the unconflicted directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.
- 68 In Article 67 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 director or to a connected person.

COMMITTEES

- 69 The Board of Directors may delegate any of their powers to a committee(s) of directors and such other person(s) as they think fit, and any committee so formed shall, in exercise of the powers so delegated, conform to all regulations imposed upon it by the Board of Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Directors so far as applicable and so far as the same shall not be superseded by any regulations

made by the Board of Directors. The acts and proceedings of such committees shall be reported fully to the Board of Directors.

VACATION OF OFFICE OF DIRECTOR

70 The office of a director shall be vacated if:

- (i) a notice removing him or her from office is served in accordance with the provisions of Article 54 of these Articles;
- (ii) by notice in writing to the Company he or she resigns his or her office;
- (iii) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (iv) in the written opinion of a registered medical practitioner who is treating the director, he or she shall have become physically or mentally incapable of acting as a director and may remain so for more than three months
- (v) he or she ceases to hold office by virtue of any provision of the Act or he or she becomes prohibited by law from being a director of the Company;
or
- (vi) he or she is removed from office by a resolution of the Board of Directors that it is in the best interests of the Company that his or her office be vacated passed at a meeting at which at least 50% of the directors in office are present. Such a resolution must not be passed unless:
 - (a) the director has been given at least 14 clear days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it will be proposed: and
 - (b) the director has been given a reasonable opportunity to make representations at the meeting either in person or in writing. The other directors must consider any representations made by the

director (or the director's representative) and inform the director of the decision following such consideration. There shall be no right of appeal from a decision of the Board of Directors to terminate the office of a director.

CHIEF EXECUTIVE

- 71 A Chief Executive of the Company may be appointed by the Board of Directors for such term, at such remuneration and (subject to Articles 71 to 73 of these Articles) upon such conditions as they shall think fit and any Chief Executive so appointed may be removed by the Board of Directors.
- 72 The Board of Directors may entrust to and confer upon the Chief Executive for the time being such of the executive powers exercisable under these Articles by the Board of Directors as they may think fit, and may confer those powers for such time, and to be exercised for such object and purposes, and upon such terms and conditions, and with such restrictions, as they may consider expedient, and may revoke, withdraw, alter or vary all or any of those powers. The Chief Executive shall report to the Board of Directors as directed from time to time on the exercise of such powers.
- 73 If and for so long as he or she is so appointed, the Chief Executive shall be entitled to receive notice of and to attend and speak, but not vote, at all general meetings of the Company, all meetings of the Board of Directors and all meetings of any committee. For the avoidance of doubt, the Chief Executive shall not be a member of the Board of Directors.

SECRETARY

- 74 The Board of Directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as the Board of Directors shall think fit and any Secretary so appointed may be

removed by the Board of Directors. The provisions of section 280 of the Act shall apply.

HONORARY TREASURER

- 75 The Board of Directors may appoint any of the independent directors appointed pursuant to paragraph (iii) of Article 46 to the post of Honorary Treasurer for such term, at such remuneration and upon such conditions as they shall think fit and any Honorary Treasurer so appointed may be removed by the Board of Directors.
- 76 The Board of Directors may entrust to and confer upon the Honorary Treasurer for the time being such powers and responsibilities as they may think fit, and may confer those powers for such time, and to be exercised for such object and purposes, and upon such terms and conditions, and with such restrictions, as they may consider expedient, and may revoke, withdraw, alter or vary all or any of those powers.

THE SEAL

- 77 The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or a committee of the Board of Directors, which may be a general authority (for authorised individuals to use the seal for types of documents or instruments) or a specific authority for the instrument in question. The seal shall be affixed in the presence of at least one member of the Board of Directors or the Chief Executive (if any) or the Secretary (if any) or any other person authorised for this purpose by the Board of Directors, or a committee, as aforesaid. The said director or Chief Executive or Secretary or authorised person (whichever is the case) shall sign every instrument to which the seal be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signature shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

- 78 The Board of Directors shall cause accounting records to be kept in accordance with the requirements of the Act.
- 79 The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Board of Directors shall think fit, and shall be open to the inspection of the members of the Company, of any person so authorised by the Board of Directors, of the officers of the Company, of the Auditors of the Company and of the Charity Commissioners for England and Wales.
- 80 At the Annual General Meeting in each year the Board of Directors shall lay before the Company a profit and loss account for the period since the last preceding accounting reference date together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Directors and the Auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting at which they are to be laid, be delivered or sent by post to the Auditors and the members and to all other persons entitled to receive notices of general meetings in accordance with Section 434 of the Act in the manner in which notices are hereinafter directed to be served. Copies of the annual accounts, reports and returns shall also be delivered to the Charity Commission for England and Wales as required by the Charities Act 2011 or other applicable charity law.

AUDIT

- 81 In accordance with the provisions of the Act once at least in every year the annual accounts of the Company shall be examined and the correctness of the

profit and loss account and balance sheet ascertained audited (unless exempt from audit) by the Auditors.

- 82 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

- 83 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 that Act to be sent or supplied by or to the Company.

- 84 Subject to the articles, any notice or document to be sent or supplied to a director, including any notice or document to be sent or supplied 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.

- 85 Any notice to be given to or by any person pursuant to the articles:

- (i) must be in writing; or
- (ii) must be given in electronic form.

- 86 The Company may give any notice to a member either:

- (i) personally;
- (ii) by sending it by post in a prepaid envelope addressed to the member at his or her address recorded for that member in the register of members or otherwise notified by the member in writing for this purpose;
- (iii) by leaving it at the address of the member;

- (iv) by giving it in electronic form to the member's address notified by the member in writing for this purpose; or
- (v) by placing the notice on a website and providing the person with a notification in writing or in electronic form, as above, 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.

87 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.

88 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

89 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 Act.

90 In accordance with section 1147 of the Act notice shall be deemed to be given:

- (i) 48 hours after the envelope containing it was posted; or
- (ii) in the case of an electronic form of communication, 48 hours after it was sent.

INDEMNITY

91 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director to other officer or Auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.