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for Higher Education

The Leadership Foundation for Higher Education
Company number: 04929860

Written resolution of The Leadership Foundation for Higher Education (the Company) pursuant to sections 288-300 of the Companies Act 2006 (the Act)

We, the undersigned, each being an eligible member of the Company in accordance with section 289 of the Act agree to pass the following resolution

Special resolution

- 1 **That**, the articles of association attached to this written resolution be approved and adopted as the articles of association of the Company, in substitution for, and to the exclusion of, all existing articles thereof

Signed:.....

for and on behalf of GuildHE

Date

Important notes:

- 1 If you agree with the resolution, please indicate your agreement by signing and dating where indicated above and returning this document to the Company using one of the following methods
- **By hand** delivering the signed copy to Lew Hodges at 88 Kingsway, London WC2B 6AA
 - **Post** returning the signed copy by post to Lew Hodges at 88 Kingsway, London WC2B 6AA
- A special resolution must be passed by members representing not less than 75% of the voting rights of eligible members. Please note that once you have indicated your agreement to the resolution, you may not revoke your agreement. If you do not agree with the resolution, you do not need to do anything. If you do not reply, you will be deemed to have rejected the resolution.
- 2 The circulation date of this resolution is 14 October 2008. If it is not passed by the end of 11 November 2008 it will lapse. If you agree to the resolution, please ensure that your agreement reaches us by the end of 11 November 2008.

SATURDAY



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COMPANIES HOUSE

for Higher Education

The Leadership Foundation for Higher Education
Company number: 04929860

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Special resolution

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Signed:.....

for and on behalf of Universities UK

Date 23 October 2008

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Company number: 4929860

COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
THE LEADERSHIP FOUNDATION FOR HIGHER EDUCATION

Incorporated 13 October 2003

As amended by Special Resolution November 2006

As further amended by Special Resolution October 2008

SATURDAY

COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
THE LEADERSHIP FOUNDATION
FOR HIGHER EDUCATION

- 1 The name of the Company is "THE LEADERSHIP FOUNDATION FOR HIGHER EDUCATION" (hereinafter called "the Foundation")
- 2 The registered office of the Foundation is to be situated in England and Wales
- 3 The object for which the Foundation is established is to promote higher education for the public benefit by further developing the professionalism and profile of leadership, management and governance within the higher education sector
- 4 The powers of the Foundation which may be exercised in furtherance of the object, but not otherwise, shall be
 - (1) to acquire the whole or any part or parts of the undertaking of the charity known as the Higher Education Staff Development Agency,
 - (2) to raise the profile of higher education leadership, management and governance,
 - (3) to work with institutions, agencies, professional associations and others to build a co-ordinated approach to leadership development,
 - (4) to improve the supply of development opportunities, particularly in relation to international and cross-sector experience,
 - (5) to stimulate further demand for development within the higher education sector,
 - (6) to identify, support and disseminate good practice,

- (7) to assist in broadening perspectives and improving standards in relation to leadership, management and governance within the higher education sector,
- (8) 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,
- (9) to hold conferences, exhibitions, meetings, lectures, classes, seminars and courses either alone or with others,
- (10) to foster and undertake research into any aspect of the object of the Foundation and its work and to disseminate the results of any such research,
- (11) 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 the object of the Foundation 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,
- (12) 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 Foundation, in the shape of donations, subscriptions or otherwise,
- (13) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts,
- (14) subject to such consents as may be required by law, to lend, borrow or raise money for the object of the Foundation on such terms and on such security as may be thought fit PROVIDED THAT the Foundation shall not undertake any permanent trading activities in raising funds for the object of the Foundation,
- (15) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for the object of the Foundation,
- (16) to invest the moneys of the Foundation not immediately required for its object 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,
- (17) to place any moneys of the Foundation not immediately required for its purposes on deposit with a bank approved by the Board of the Foundation,

- (18) to make any charitable donations either in cash or assets for the furtherance of the object of the Foundation,
- (19) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the object of the Foundation,
- (20) to employ, engage, pay, or provide such persons whose services may be deemed expedient in order to carry out or promote the object of the Foundation, in particular to supervise, organise, carry on the work of and advise the Foundation,
- (21) to provide indemnity insurance for the Board or any other officer of the Foundation in relation to any such liability as is mentioned in clause 5(1) of this Memorandum of Association, but subject to the restrictions specified in clause 5(2),
- (22) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to that of the Foundation 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 Foundation by this Memorandum of Association,
- (23) to establish subsidiary companies to assist or act as agents of the Foundation,
- (24) to pay out of the funds of the Foundation the costs, charges and expenses of and incidental to the formation and registration of the Foundation,
- (25) to establish where necessary regional offices (whether autonomous or not), and
- (26) to do all such other lawful things as shall further the object of the Foundation,

PROVIDED THAT:

- (a) in the case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts,
- (b) the Foundation's object shall not extend to the regulation of relations between workers and employers or organisations or workers and organisations of employers, and

- (c) in case the Foundation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Foundation 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 the Foundation 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 have been if no incorporation had been effected, and the incorporation of the Foundation shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners for England and Wales over such Board, but they shall as regards any such property be subject jointly and severally to such control or authority as if the Foundation were not incorporated

5 (1) The liabilities referred to in clause 4(21) above are

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Foundation,
- (b) the liability to take a contribution to the Foundation's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)

(2) (a) The following liabilities are excluded from clause 5(1)(a)

- (i) fines;
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Board member or other officer,
- (iii) liabilities to the Foundation that result from conduct that the Board member or other officer knew or must be assumed to have known was not in the best interests of the Foundation or about which the person concerned did not care whether it was in the best interests of the Foundation or not

- (b) There is excluded from clause 5(1)(b) any liability to make such a contribution where the basis of the Board member's liability is his or her knowledge prior to the insolvent liquidation of the Foundation (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Foundation would avoid going into insolvent liquidation

6 The income and property of the Foundation shall be applied solely towards the promotion of its object as set forth in this Memorandum of Association 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 the Foundation shall be appointed to any office of the Foundation paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Foundation provided that nothing herein shall prevent any payment in good faith by the Foundation

- (1) of reasonable and proper remuneration to any member, officer or employee of the Foundation (not being a member of its Board) for any services rendered to the Foundation,
 - (2) of interest on money lent by any member of the Foundation or of its Board at any rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by the Foundation's bankers or 3% whichever is greater,
 - (3) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board of the Foundation may be a member holding not more than a one hundredth part of the capital of that company,
 - (4) to a member of its Board of reasonable out of pocket expenses
- 7 No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which will cause the Foundation to cease to be a charity in law or which would have the effect that the Foundation shall cease to be a company to which section 30 of the Companies Act 1985 applies
- 8 The liability of the members is limited
- 9 Every member of the Foundation undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Foundation if it should be wound up while he is a member or within one year after he ceased to be a member, for payment of the Foundation's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves
- 10 If upon the winding up or dissolution of the Foundation 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 Foundation, but shall be transferred to some other charitable institution (whether or not a member of the Foundation) having objects similar to the object of the Foundation, such institution or institutions to be determined by the members of the Foundation at or before the time of dissolution

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

NAME AND ADDRESSES OF SUBSCRIBERS

UNIVERSITIES UK
Woburn House
20 Tavistock Square
London WC1H 9HQ

Diana Warwick
duly authorised

Dated 10 October 2003

Witness Greg Wade

Address 54 The Oval

Guildford Park

Guildford

Surrey

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

NAME AND ADDRESSES OF SUBSCRIBERS

STANDING CONFERENCE
OF PRINCIPALS

Woburn House
20 Tavistock Square
London WC1H 9HB

Patricia Ambrose.....
duly authorised

Dated 10 October 2003

Witness Anna Casey

Address 7 Raymond Court
Pembroke Road
London N10 2HS

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

THE LEADERSHIP FOUNDATION FOR

HIGHER EDUCATION (the "Foundation")

adopted by special resolution on 23 October 2008

GENERAL

- 1 In these Articles the following words shall have the following meanings

<u>Word</u>	<u>Meaning</u>
"the Act"	the Companies Act 1985, as amended, consolidated, or re-enacted from time to time (the "1985 Act"), and any provisions of the Companies Act 2006, as amended and as in force from time to time (the "2006 Act")
"these Articles"	these Articles of Association, and the regulations of the Foundation from time to time in force
"the Auditors"	the Auditors for the time being of the Foundation
"the Board"	the Board of Directors for the time being of the Foundation, including, where the context so admits, the Interim Board
"the Chief Executive"	the Chief Executive for the time being of the Foundation
"clear days"	in relation to the 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
"CUC"	Committee of University Chairmen or its successor
"DELNI"	Department for Employment and Learning, Northern Ireland or its successor
"the Foundation"	the above named company

"GuildHE"	GuildHE Limited (company number 2600590) or its successor
"HEA"	the Higher Education Academy or its successor
"HEFCE"	Higher Education Funding Council for England or its successor
"HEFCW"	Higher Education Funding Council for Wales or its successor
"month"	calendar month
"the Office"	the registered office of the Foundation
"SHEFC"	Scottish Higher Education Funding Council or its successor
"the Seal"	the common seal of the Foundation
"the United Kingdom"	Great Britain and Northern Ireland
"UUK"	Universities UK or its successor
"writing"	written, printed or lithographed, or partly one and partly another, and other models of representing or producing words in a visible form

References to an Article shall be to an article of these Articles

Words importing the singular number only shall include the plural number, and vice versa

Words importing one gender only shall include all genders

Words importing persons shall include organisations

Subject as aforesaid, any words or expressions defined in the 2006 Act, shall if not inconsistent with the subject or context, bear the same meanings in these Articles

- 2 The provisions of Section 352 of the 1985 Act shall be observed by the Foundation and every member of the Foundation shall either sign a written consent to become a member or sign the Register of Members on becoming a member
- 3 The Foundation is established for the object expressed in the Memorandum of Association

MEMBERSHIP

- 4 The first members of the Foundation shall be
 - (i) UUK, and
 - (ii) GuildHE
- 5 No other person shall be admitted as a member of the Foundation unless he is approved by the members of the Foundation in general meeting. Nominations for membership of the Foundation either may be made by any member of the Foundation after consultation with the Board or may be made by a majority of the Board.
- 6 Every person who wishes to become a member shall deliver to the Foundation an application for membership in such form as the Board require to be executed by him.

DETERMINATION OF MEMBERSHIP

- 7 Any member of the Foundation may resign his membership at any time by giving notice in writing to the Secretary addressed to him at the Office.

GENERAL MEETINGS

- 8 The Foundation shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Foundation holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 9 The Board 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 requisitionists, as provided by section 303 of the 2006 Act.
- 10 Not less than fourteen clear days' written notice of every general meeting specifying the place, the day and the hour of meeting, and the general nature of the business to be dealt with at the meeting, shall be given in the 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 Foundation, 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, a general meeting may be convened by such notice as those members may think fit.

- 11 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

PROCEEDINGS AT GENERAL MEETINGS

- 12 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, two members or one third of the total number of members, whichever is the higher figure, present personally or, in the case of corporate member, by its duly authorised representative shall be a quorum.
- 13 If within an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting 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 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.
- 14 A proposed written resolution of the members of the Foundation shall lapse if it is not passed before the end of the period of six months beginning with the circulation date of such resolution (as defined in section 290 of the 2006 Act)
- 15 The Chair of the Board or in his absence some other director nominated by the Board shall preside as chair of the meeting, but if neither the Chair of the Board nor such other director (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 chair and, if there is only one director present and willing to act, he shall be chair. If no director is willing to act as chair, 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 chair of the meeting.
- 16 The chair of the 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.
- 17 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.
- 18 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 chair or by at least one member present in person or by proxy, and unless a poll be so demanded a declaration by the chair of the 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 Foundation 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.

- 19 Subject to the provisions of Article 18 of these Articles, if a poll is demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chair 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.
- 20 No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment.
- 21 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 chair shall not have a second or casting vote.
- 22 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

- 23 Subject as hereinafter provided, each member shall have one vote.
- 24 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.
- 25 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 chair whose decision shall be final and conclusive.
- 26 A corporation shall vote by its duly authorised representative appointed as provided by section 323 of the 2006 Act.
- 27 Votes may be given either personally or by proxy. A proxy need not be a member of the Foundation.
- 28 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.
- 29 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

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

"The Leadership Foundation for Higher Education"

"I/we . . . of . . . a member of the Foundation hereby appoint . . . of . . . and failing him, . . . of . . . as my/our proxy to vote for me/us on my/our behalf at the [Annual] General Meeting of the Foundation to be held on . . . 200 . . . and at any adjournment thereof

Signed

Dated . . . 200

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

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

THE BOARD

- 31 Until otherwise determined by a general meeting, the number of directors shall be not less than twelve nor more than fifteen
- 32 Appointments to the Board shall be made by the Board acting through its nominations committee
- 33 The Board shall include at least three members of UUK and at least one member of GuildHE
- 34 In addition, regard shall be had to the desirability that the Board should include members reflecting the following constituencies
- (i) the nations of the United Kingdom,
 - (ii) relevant international organisations,
 - (iii) universities of the United Kingdom,
 - (iv) higher education colleges of the United Kingdom,
 - (v) principal representative bodies within United Kingdom higher education, including CUC

- 35 In making appointments to the Board, regard shall also be had to the positive contribution which diversity makes to the Board, both in terms of age, gender, ethnicity and disability, and in terms of achieving an appropriate balance between those having higher education experience and those having appropriate experience outside the higher education sector, including industry and commerce, the professions, and the not for profit sector
- 36 Notwithstanding the requirements of Articles 34 and 35, no appointment to the Board may be challenged on grounds of imbalance
- 37 The Board shall appoint one of their number to be Chair of the Board from time to time
- 38 There shall be no limit as to the age at which a person may become or be a member of the Board or until which, having become a member of the Board, he may continue so to act
- 39 Each director shall be deemed to have been appointed for a period commencing at the date of his appointment and, subject to this Article 39 and Article 40 expiring at the end of the third Annual General Meeting after the date of his appointment (or re-appointment in accordance with this Article) At every Annual General Meeting every director whose term of office has come to an end shall retire from office Subject to Article 40, any retiring director having completed six or more years' continuous service as a director shall not be eligible for re-appointment Any other retiring director shall be eligible to be reappointed
- 40 In the case of any person who is the Chair of the Board, such person (if still in office) shall not be required to retire at the end of the sixth Annual General Meeting after the date of his original appointment, but shall be eligible to remain in office until the next Annual General Meeting of the Foundation at which he shall retire as a director and shall not be eligible for re-appointment
- 41 Any member of the Board may be removed from office by his appointors before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Foundation and such member of the Board and the appointors shall be entitled to appoint any person in his stead, but any person so appointed shall remain in his office so long only as the director in whose place he is appointed would have held office if he had not been removed

POWERS OF THE BOARD

- 42 The business of the Foundation shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Foundation as they think fit, and may exercise all such powers of the Foundation, and do on behalf of the Foundation all such acts as may be exercised and done by the Foundation, and as are not by the Act or by these Articles required to be exercised or done by the Foundation in general meeting, subject nevertheless to any such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Foundation in general meeting, but no regulation made by the Foundation in

general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made

- 43 The members for the time being of the Board may act notwithstanding any vacancy in their body

PROCEEDINGS OF THE BOARD

- 44 The Board 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 six directors for meetings of the Board
- 45 Questions arising at any meeting of the Board shall be decided by a majority of votes, each director present having one vote. In case of an equality of votes the chair of the meeting shall have a second or casting vote
- 46 Any three members of the Board may, and on the request of any three members of the Board, the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting
- 47 The Chair of the Board shall be entitled to preside at all meetings of the Board at which he shall be present. If at any meeting the Chair of the Board is not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be chair of the meeting
- 48 A meeting of the Board 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 generally
- 49 All acts bona fide done by any meeting of the Board or by any person acting as a member of the Board, shall, notwithstanding it is 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
- 50 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Foundation and of the Board and of any committee established pursuant to Article 53 of these Articles, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated
- 51 A resolution in writing signed by all the members for the time being of the Board who are entitled to receive notice of a meeting of the Board shall be as valid and

effectual as if it had been passed at a meeting of the Board 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 for the time being entitled to receive notice of a meeting of the Board

52 A member of the Board shall be treated as present at a meeting of the Board notwithstanding that he is not physically present if he is in communication with the meeting by telephone or other telecommunication link and, for the purpose of these Articles, meetings of the Board shall include meetings held by telephone or any other form of telecommunication link provided that

- (i) all members of the Board 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 to hear and be heard by each other person participating in the meeting and the terms "meeting" and "meet" shall be construed accordingly

COMMITTEES

53 The Board may delegate any of their functions to committees, other than those functions referred to in Article 55 Such committees shall consist of such persons as the Board think fit, so long as one or more of such persons is a Board member Any committee so formed shall, in exercise of the powers so delegated, conform to all regulations imposed upon it by the Board 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 so far as applicable and so far as the same shall not be superseded by any regulations made by the Board The acts and proceedings of such committees shall be reported fully to the Board

54 One such committee which shall be established by the Board shall be known as the Audit Committee which will hold at least one meeting annually and, subject always to Article 55, will have the following terms of reference

- (i) to advise the Board on the appointment of the Auditors and to monitor the performance and effectiveness of the appointed Auditors,
- (ii) to satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness,
- (iii) to ensure compliance with Turnbull standards,
- (iv) to consider draft annual accounts for recommendation to the Board, and
- (v) to report as appropriate to the Board but in any event at least annually

55 The Board shall not delegate any of the following matters to a committee

- (i) the approval of the annual estimates of income and expenditure,
- (ii) the approval of the annual business plan and the key objectives of the Foundation,
- (iii) ensuring the solvency of the Foundation and the safeguarding of its assets,
- (vi) ensuring the continued charitable status of the Foundation, and
- (v) the appointment or dismissal of the Chief Executive

DISQUALIFICATION OF DIRECTORS

56 The office of a director shall be vacated if

- (i) by notice in writing to the Foundation he resigns his office,
- (ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally,
- (iii) he becomes of unsound mind, or
- (iv) he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a director of the Foundation

REMUNERATION AND EXPENSES OF DIRECTORS

57 The provisions of the Memorandum of Association as to the remuneration of and reimbursement of expenses to members of the Board shall apply

CHIEF EXECUTIVE

58 A Chief Executive shall be appointed by the Board for such term, at such remuneration and (subject to Articles 59 to 61) upon such conditions as they shall think fit and any Chief Executive so appointed may be removed by the Board

59 The Board may entrust to and confer upon the Chief Executive such of the executive powers exercisable under these Articles by the Board 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 they may revoke, withdraw, alter or vary all or any of those powers **PROVIDED THAT** all acts of the Chief Executive shall be reported in due course to the Board

60. The Chief Executive shall engage all persons to be employed under him and shall be responsible for them

61 The Chief Executive shall be entitled to receive notice of and to attend and speak, but not vote, at all general meetings of the Foundation, all meetings of the Board and all meetings of any committee. The Chief Executive shall, however, absent himself from all discussions concerning his performance or remuneration. The Chief Executive may be accompanied by such senior staff of the Foundation as the chair of the meeting shall consider appropriate

SECRETARY

62 The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board shall think fit and any Secretary so appointed may be removed by the Board. The provisions of sections 283 and 284 of the Act shall apply

OBSERVERS

63 Each of the following bodies shall be entitled to receive notice of and to appoint an observer to attend all meetings of the Interim Board and all meetings of any committee of the Interim Board

(i) HEFCE,

(ii) SHEFC,

(iii) HEFCW, and

(iv) DELNI

In addition, the UUK and GuildHE secretariats shall be entitled to receive notice of and to appoint, jointly or separately, an observer to attend all meetings of the Board and all meetings of any committee of the Board

The name of each such observer shall be notified to the Secretary in advance of the meeting

SEAL

64 The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board or one member of the Board and either the Chief Executive or the Secretary and the said members or member and Chief Executive or Secretary (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 Foundation, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed

ACCOUNTS

65. The Board shall cause accounting records to be kept in accordance with the requirements of the Act
- 66 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 shall think fit, and shall be open to the inspection of the members of the Foundation, of any approved organisation for so long as it is an approved organisation, of the officers of the Foundation, of the Auditors and of the Charity Commissioners for England and Wales
- 67 At the Annual General Meeting in each year, the Board shall in accordance with the provisions of the Act lay before the Foundation a profit and loss account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Foundation together with a proper balance sheet made up as at the same date Every such balance sheet shall be accompanied by proper reports of the Board and of the Auditors, and copies of such account, 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 to all other persons entitled to receive notices of general meetings in accordance with Section 423 of the 2006 Act in the manner in which notices are hereinafter directed to be served The report of the Board and the Auditors' report shall be laid before the Foundation in general meeting as required by Section 437 of the 2006 Act

AUDIT

- 68 In accordance with the provisions of the Act, once at least in every year the accounts of the Foundation shall be examined and the correctness of the profit and loss account and balance sheet ascertained by the Auditors
- 69 The Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

NOTICES

- 70 Anything sent or supplied by or to the Foundation under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Foundation
- 71 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

- 72 A director may agree with the Foundation that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours
- 73 Subject to Article 75, anything sent to a member under these Articles may be sent to that member's address as registered in the register of members, unless
- a the member and the Foundation have agreed that another means of communication is to be used, and
 - b the member has supplied the Foundation with the information it needs in order to be able to use that other means of communication
- 74 Any notice or document sent to a director may be sent to that director's address as registered in the register of directors, unless
- a the director and the Foundation have agreed that another means of communication is to be used, and
 - b the director has supplied the Foundation with the information it needs in order to be able to use that other means of communication
- 75 Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Foundation an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him 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 Foundation
- 76 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a pre-paid first class letter

INDEMNITY

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

DISSOLUTION

- 78 If upon the winding up or dissolution of the Foundation 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 Foundation, but shall be transferred to some other charitable institution (whether or not a member of the Foundation) having objects similar to the objects of the Foundation, such institution or institutions to be determined by the members of the Foundation at or before the time of dissolution