



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 8817383

The Registrar of Companies for England and Wales, hereby certifies that

MEDICAL SCHOOLS COUNCIL

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **17th December 2013**



N08817383P



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company



MONDAY



L2NCEB0H

LD1

16/12/2013

#89

COMPANIES HOUSE

A fee is payable with this form.

Please see 'How to pay' on the last page



What this form is for

You may use this form to register a private or public company



What this form is NOT for

You cannot use this form to register a limited liability partnership. To do this, please use form LL IN01

For further information, please refer to our guidance at www.companieshouse.gov.uk

Part 1 Company details

→ Filing in this form

Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

A1

Company details

Please show the proposed company name below

Proposed company name in full ①

MEDICAL SCHOOLS COUNCIL

For official use

8817383

① Duplicate names

Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information is available at www.companieshouse.gov.uk

A2

Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

② Company name restrictions

A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website www.companieshouse.gov.uk

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☒ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative

③ Name ending exemption

Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website www.companieshouse.gov.uk

A4

Company type ④

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)

- ☐ Public limited by shares
- ☐ Private limited by shares
- ☒ Private limited by guarantee
- ☐ Private unlimited with share capital
- ☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's type, please go to our website www.companieshouse.gov.uk

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Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number WOBURN HOUSE
Street 20 TAVISTOCK SQUARE
Post town LONDON
County/Region
Postcode WC1H 9HD

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

IN01

Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5

| | |
|------------------|--|
| Title * | |
| Full forename(s) | |
| Surname | |
| Former name(s) ② | |

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ③**

| | |
|----------------------|--|
| Building name/number | |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3**Signature ④**

I consent to act as secretary of the proposed company named in **Section A1**.

| | |
|-----------|--|
| Signature | Signature   |
|-----------|--|

④ Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary**C1 Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3** only→ **No** Complete **Section C4** only**C3 EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4 Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5 Signature ⑤I consent to act as secretary of the proposed company named in **Section A1**.

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate secretary of the proposed company

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

| | |
|--------------------------------|---|
| Title * | PROFESSOR |
| Full forename(s) | IAIN THOMAS |
| Surname | CAMERON |
| Former name(s) ② | |
| Country/State of residence ③ | UK |
| Nationality | BRITISH |
| Date of birth | d 2 d 1 m 0 m 2 y 1 y 9 y 5 y 6 |
| Business occupation (if any) ④ | MEDICAL PRACTITIONER |

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

| | |
|----------------------|---------------------------|
| Building name/number | WOBURN HOUSE |
| Street | 20 TAVISTOCK SQUARE |
| Post town | LONDON |
| County/Region | |
| Postcode | W C I H 9 H D |
| Country | UK |

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1

| | |
|-----------|-------------------------------------|
| Signature | Signature X <i>Iain Thomas</i> X |
|-----------|-------------------------------------|

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

| | |
|--------------------------------|-----------------------|
| Title * | PROFESSOR |
| Full forename(s) | IAN DIPUP |
| Surname | HALL |
| Former name(s) ② | |
| Country/State of residence ③ | UK |
| Nationality | BRITISH |
| Date of birth | d 0 6 m 0 3 y 1 9 5 8 |
| Business occupation (if any) ④ | PHYSICIAN |

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

| | |
|----------------------|-------------------------------|
| Building name/number | DEAN'S OFFICE, MEDICAL SCHOOL |
| Street | QUEEN'S MEDICAL CENTRE |
| Post town | NOTTINGHAM |
| County/Region | UK |
| Postcode | N 4 7 2 U H |
| Country | |

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.


Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

| | |
|-----------|--|
| Signature | Signature X  X |
|-----------|--|

⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Corporate director**E1****Corporate director appointments ①**

Please use this section to list all the corporate directors taken on formation

Name of corporate
body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2**Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section E3** only→ **No** Complete **Section E4** only**E3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/
firm is registered ③

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4**Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ④If applicable, the
registration number**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5**Signature ⑤**I consent to act as director of the proposed company named in **Section A1**.

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate director of the proposed company

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Application to register a company

Part 3**Statement of capital**

Does your company have share capital?

→ **Yes** Complete the sections below→ **No** Go to **Part 4 (Statement of guarantee)**.**F1****Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**.

| Class of shares (E g Ordinary/Preference etc) | Amount paid up on each share ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
|---|-----------------------------------|---|--------------------|---------------------------|
| | | | | £ |
| | | | | £ |
| | | | | £ |
| | | | | £ |
| Totals | | | | £ |

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

| | | | | |
|---|-----------------------------------|---|--------------------|---------------------------|
| Currency | | | | |
| Class of shares (E g Ordinary/Preference etc) | Amount paid up on each share ❶ | Amount (if any) unpaid on each share ❶ | Number of shares ❷ | Aggregate nominal value ❸ |
| | | | | |
| | | | | |
| Totals | | | | |

| | | | | |
|---|-----------------------------------|---|--------------------|---------------------------|
| Currency | | | | |
| Class of shares (E g Ordinary/Preference etc) | Amount paid up on each share ❶ | Amount (if any) unpaid on each share ❶ | Number of shares ❷ | Aggregate nominal value ❸ |
| | | | | |
| | | | | |
| Totals | | | | |

F3**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ④

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium② Number of shares issued multiplied by
nominal value of each share

③ Total number of issued shares in this class

Continuation PagesPlease use a Statement of Capital continuation
page if necessary

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

| Subscriber's details | Class of share | Number of shares | Currency | Nominal value of each share | Amount (if any) unpaid | Amount paid |
|----------------------|----------------|------------------|----------|-----------------------------|------------------------|-------------|
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |

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Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

- **Yes** Complete the sections below
 → **No** Go to **Part 5** (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

| | |
|----------------------------|---|
| Forename(s) 1 | UNIVERSITIES UK (company number 2517018) |
| Surname 1 | |
| Address 2 | WOBBURN HOUSE 20 TWISTOCK SQUARE, LONDON |
| Postcode | WC1H 9HQ |
| Amount guaranteed 3 | £1 (ONE POUND) |

Subscriber's details

| | |
|----------------------------|--|
| Forename(s) 1 | |
| Surname 1 | |
| Address 2 | |
| Postcode | |
| Amount guaranteed 3 | |

Subscriber's details

| | |
|----------------------------|--|
| Forename(s) 1 | |
| Surname 1 | |
| Address 2 | |
| Postcode | |
| Amount guaranteed 3 | |

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Application to register a company

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

IN01

Application to register a company

| | | | |
|------------------------|----------------|---|---|
| Subscriber's signature | Signature X | X | Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign |
| Subscriber's signature | Signature X | X | |
| Subscriber's signature | Signature X | X | |
| Subscriber's signature | Signature X | X | |

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

| | | | |
|--|---|---|---------|
| Agent's name | JOANNE COLEMAN, 1BB SOLICITORS | | |
| Building name/number | CAPTAL COURT | | |
| Street | 30 WINDSOR STREET | | |
| Post town | UXBRIDGE | | |
| County/Region | MIDDLESEX | | |
| Postcode | U | B | 8 1 A B |
| Country | UK | | |
| I confirm that the requirements of the Companies Act 2006 as to registration have been complied with | | | |
| Agent's signature | Signature X <i>Joanne Coleman</i> for and on behalf of 1BB Solicitors | | |

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Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name **MRS J C. COLEMAN**Company name **IBB Solicitors**

Address

Post town

County/Region

Postcode

U B 8 1 A B

Country

DX 45105 Uxbridge

Telephone 08456 381 381

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
☒ At the agents address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☒ You have used the correct appointment sections
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☒ All relevant attachments have been included
- ☒ You have enclosed the Memorandum of Association
- ☒ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

**How to pay**

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

MEDICAL SCHOOLS COUNCIL

The subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber

Authentication by each subscriber

Universities UK



JEREMY HOWELLS
Chief operating officer

Date 10 December 2013

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
of
MEDICAL SCHOOLS COUNCIL



Ref: JCC/108833/1

COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION OF
MEDICAL SCHOOLS COUNCIL**

1 NAME

1.1 The name of the company is Medical Schools Council (the **Council**).

1.2 The name of the Council may be changed by a resolution of the Executive Committee.

2 REGISTERED OFFICE

The registered office of the Council is to be in England and Wales

3 OBJECTS

The Objects of the Council are to promote, encourage and develop Medical Schools in the United Kingdom and thereby advance education for the public benefit, in particular (but without limitation) medical education, research and training

4 POWERS

The Council has the following powers, which may be exercised only in promoting the Objects

4.1 to provide information and advice on all matters concerning medical education and research in Medical Schools, relations between the Medical Schools, the National Health Service and other clinical care providers and on relations with university medical schools and faculties in other countries,

- 4.2 to work to maintain and improve the quality of basic medical education, general clinical training and medical research and to facilitate the sharing of experience and best practice,
- 4.3 to provide information and advice on all matters concerning the role and function of staff and honorary staff of Medical Schools;
- 4.4 to promote medical education and research through co-operation and collaboration with government, the National Health Service, Universities UK, the General Medical Council and all other relevant organisations,
- 4.5 to provide information to the public on all issues relating to Medical Schools,
- 4.6 to promote equal opportunities in all aspects of medical education, research and training;
- 4.7 to make grants or loans of money;
- 4.8 to carry out research,
- 4.9 to support, administer or set up other charities,
- 4.10 to accept gifts and to raise funds (but not by means of Taxable Trading);
- 4.11 to borrow money,
- 4.12 to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act),
- 4.13 to acquire or hire property of any kind, including land;
- 4.14 to let or dispose of property of any kind, including land, (but only in accordance with the restrictions imposed by the Charities Act),
- 4.15 to set aside funds for special purposes or as reserves against future expenditure,
- 4.16 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a Financial Expert as the Executive Committee considers necessary and having regard to the suitability of investments and the need for diversification),

4 17 to delegate the management of investments to a Financial Expert, but only on terms that:

- (a) the investment policy is set down in writing for the Financial Expert by the Executive Committee,
- (b) timely reports of all transactions are provided to the Executive Committee,
- (c) the performance of the investments is reviewed regularly with the Executive Committee,
- (d) the Executive Committee is entitled to cancel the delegation arrangement at any time,
- (e) the investment policy and the delegation arrangement are reviewed at least once a year;
- (f) all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Executive Committee on receipt, and
- (g) the Financial Expert must not do anything outside the powers of the Council,

4.18 to arrange for investments or other property of the Council to be held in the name of a nominee company acting under the direction of the Executive Committee or controlled by a Financial Expert acting under their instructions, and to pay any reasonable fee required,

4 19 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;

4 20 to insure the property of the Council against any foreseeable risk and take out other insurance policies to protect the Council when required,

4.21 subject to Article 8 1(f), to employ paid or unpaid agents, staff or advisers,

- 4 22 to enter into contracts to provide services to or on behalf of other bodies;
- 4 23 to establish or acquire subsidiary companies and charities;
- 4 24 to do anything else within the law which promotes or helps to promote the
Objects

5 THE EXECUTIVE COMMITTEE

5 1 The Executive Committee as Charity Trustees has control of the Council and its property and funds. The Executive Committee shall be responsible for the strategic oversight of the Council.

5 2 The Executive Committee when complete shall comprise.

- (a) the Chair, elected by the Medical School Members in accordance with Article 5.4,
- (b) the Treasurer, elected by the Medical School Members in accordance with Article 5.6;
- (c) up to five members elected by the Medical School Members in accordance with Article 5.8,
- (d) up to one member nominated by the Heads of the Medical Schools in Scotland, Wales and N Ireland in accordance with Article 5.9,
- (e) up to five members who may be co-opted by the Executive Committee in accordance with Article 5.10;

For the avoidance of doubt, the Holding Member may not take part in any vote to elect any member or members of the Executive Committee.

5 3 The first members of the Executive Committee shall be those individuals named in the statement delivered to the Registrar of Companies pursuant to the Companies Acts, who shall be deemed to have been appointed under the Articles. As soon as possible following incorporation of the Council, the Executive Committee will by resolution confirm the appointment of the First

Trustees (whose names are set out in Schedule one to the Articles), who shall each hold office in such capacity and for such term as is set against his or her name

Chair

5 4 The Council shall elect the Chair by ballot of the Medical School Members from amongst their number to be held at such time and in such manner as the Executive Committee shall determine in the Academic Year preceding that in which s/he is to assume office and at least two months in advance of the start of the Academic Year in which s/he is to take office

5 5 Subject to Articles 5.3 and 5.12 the Chair shall hold office for a term of three Academic Years commencing on 1 August following the date of their election. At the end of that term a Chair shall save in exceptional circumstances (as determined by the Executive Committee) not stand for election for a further term as Chair.

Treasurer

5 6 The Treasurer shall be elected by ballot of the Medical School Members from amongst their number to be held at such time and in such manner as the Executive Committee shall determine in the Academic Year preceding that in which they are to assume office.

5 7 Subject to Articles 5.3 and 5.12 the Treasurer shall hold office for a term of three Academic Years commencing on the 1 August following the date of their election At the end of that term a Treasurer may stand for election for one further term as Treasurer

Elected members of the Executive Committee

5 8 The Council shall elect by ballot of the Medical School Members (in such manner as the Executive Committee shall determine) up to five members of the Executive Committee from amongst the Medical School Members. Subject to Articles 5 3 and 5.12 the members of the Executive Committee so elected shall hold office for a term of three Academic Years commencing on the 1 August following the date of their election.

Appointment by the Heads of the Medical Schools in Scotland, Wales and N Ireland

- 5 9 Any nomination of a member of the Executive Committee by the Heads of the Medical Schools in Scotland, Wales and N. Ireland shall be notified to the Council by notice in writing addressed to the Chair in such form as the Executive Committee may require. The appointment shall take effect upon receipt of the notice by the Council or such later date as is specified in the notice. Subject to Articles 5 3 and 5 12, the term of office of a member of the Executive Committee so nominated will usually be three Academic Years but may be terminated by notice in writing addressed to the Chair at any time (in such form as the Executive Committee may require). The termination of such appointment shall take effect upon receipt of the notice by the Council or such later date as is specified in the notice.

Co-opted members of the Executive Committee

- 5 10 The Executive Committee shall have power at any time to co-opt any person to be a member of the Executive Committee either to fill a vacancy or as an additional member of the Executive Committee. Any person so co-opted shall hold office for the remainder of that Academic Year, at the end of which s/he shall retire but shall be eligible for re-election.

Officer Vacancies

- 5 11 In the event of any vacancy occurring in the office of Chair and Treasurer
- (a) more than six months before the expiration of his or her term of office, then there shall be a ballot conducted in accordance with such procedures as the Executive Committee shall determine to elect a new officer for the remainder of the period of office of the person who has ceased to hold such office,
 - (b) less than six months before the expiration of his or her term, then the office may be filled for the remainder of the term by appointment from amongst the Executive Committee or in some other manner appropriate

in the circumstances, or it may remain unfilled, as the Executive Committee in their discretion shall determine

Termination of Office

5 12 The term of office of a member of the Executive Committee automatically terminates if s/he:

- (a) comes to the end of the term for which s/he was elected and s/he is not re-elected,
- (b) having been a Medical School Member, ceases to be a Medical School Member,
- (c) is disqualified under the Charities Act from acting as a charity trustee,
- (d) is incapable, whether mentally or physically, of managing his or her own affairs;
- (e) is absent without permission from three consecutive meetings of the Executive Committee and is asked by a majority of the other members of the Executive Committee to resign,
- (f) resigns by written notice to the Executive Committee (but only if at least two members of the Executive Committee will remain in office); or
- (g) is removed by ordinary resolution of the Members present and voting at a general meeting after the meeting has invited the views of the member of the Executive Committee concerned and considered the matter in the light of any such views

5 13 A technical defect in the appointment of a member of the Executive Committee of which the Executive Committee is unaware at the time does not invalidate decisions taken at a meeting

6 PROCEEDINGS OF EXECUTIVE COMMITTEE

- 6.1 The Executive Committee must hold at least four meetings each year. The Executive Committee may invite such other persons to attend any of their meetings as observers or in order to submit reports or advice, take minutes or act as secretary, but no such persons shall be entitled to a vote.
- 6.2 A quorum at a meeting of the Executive Committee is four members of the Executive Committee
- 6.3 A meeting of the Executive Committee may be held either in person or by suitable electronic means agreed by the Executive Committee in which all participants may communicate with all the other participants.
- 6.4 The Chair or (if the Chair is unable or unwilling to do so) some other member of the Executive Committee chosen by the Executive Committee presides at each meeting
- 6.5 Every issue may be determined by a simple majority of the votes cast at a meeting.
- 6.6 A Resolution in writing agreed by a majority of the members of the Executive Committee (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting provided that:
- (a) circulation of the proposed decision with an indication of the timescale for the decision has been communicated to all the members of the Executive Committee, and
 - (b) the members of the Executive Committee have had a reasonable opportunity to communicate their views on the matter and the decision to each other

For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature or confirmation of approval

- 6.7 Every member of the Executive Committee has one vote on each issue but, in case of equality of votes, the Chair of the meeting has a second or casting vote
- 6.8 A procedural defect of which the Executive Committee is unaware at the time does not invalidate decisions

7 POWERS OF THE EXECUTIVE COMMITTEE

7.1 The Executive Committee shall manage the business of the Council and have the following powers in the administration of the Council in its capacity as Charity Trustees

- (a) To appoint (and remove) any person (who may be a member of the Executive Committee) to act as Secretary in accordance with the Companies Act
- (b) To delegate any of its functions to committees consisting of two or more individuals appointed by it. At least one member and the chair of every committee must be a member of the Executive Committee. All proceedings of committees must be reported promptly to the Executive Committee. Any committee must act within the parameters laid down by the Executive Committee
- (c) To delegate the day to day management of the Council to a chief executive or other manager or managers and to agree the remuneration and benefits of such person PROVIDED that
 - (i) the delegated power shall be to manage the Council by implementing the policy and strategy adopted by and within a budget approved by the Executive Committee;
 - (ii) the Executive Committee shall provide any manager with a description of his or her role and the extent of his or her authority, and

- (iii) any manager must report regularly to the Executive Committee on the activities undertaken in managing the Council and provide regular management accounts which are sufficient to explain the financial position of the Council
 - (d) To make rules consistent with the Articles and the Companies Act to govern proceedings at general meetings, the Executive Committee proceedings, proceedings of committees and the administration of the Council (including the method of holding ballots of the Members)
 - (e) To establish procedures to assist the resolution of disputes or differences within the Council.
 - (f) To exercise any powers of the Council which are not reserved to the Holding Member or the Medical School Members
- 7 2 The Executive Committee may act notwithstanding any vacancies, but should the Executive Committee at any time be reduced in number to less than the number required for a quorum it shall be lawful for it to act as Executive Committee for the purposes of admitting persons as members of the Executive Committee or summoning a general meeting but not for any other purpose.

8 BENEFITS AND CONFLICTS

- 8 1 The property and funds of the Council must be used only for promoting the Objects and do not belong to the Holding Member or the Medical School Members but
- (a) Holding Members or Medical School Members who are not members of the Executive Committee or Connected Persons may be employed by or enter into contracts with the Council and receive reasonable payment for goods or services supplied;
 - (b) Holding Members, Medical School Members, members of the Executive Committee and Connected Persons may be paid interest at a reasonable rate on money lent to the Council;

- (c) Holding Members, Medical School Members, members of the Executive Committee and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the Council;
 - (d) Holding Members, Medical School Members, members of the Executive Committee and Connected Persons who are beneficiaries of the Council may receive charitable benefits in that capacity,
 - (e) the Holding Member may enter agreements with the Council for the provision of goods and or services to the Council (and vice versa),
 - (f) employees of the Holding Member may be seconded to the Council and the Council may pay all reasonable remuneration and benefits in relation to such Holding Member employees; and
 - (g) the Holding Member may receive payment from the Council pursuant to any indemnity provided to it
- 8 2 A member of the Executive Committee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Council except
- (a) as provided for in Articles 8 1 or 8 3,
 - (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Council;
 - (c) the benefit of Indemnity Insurance as permitted by the Charities Act;
 - (d) payment to any company in which a member of the Executive Committee has no more than a 1% shareholding,
 - (e) an indemnity in respect of any liabilities properly incurred in running the Council (including the costs of a successful defence to criminal proceedings),
 - (f) in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and where required by the Companies Act the approval or affirmation of the Members).

8.3 No member of the Executive Committee or Connected Person may be employed by the Council except in accordance with Article 8.1(f), but any member of the Executive Committee or Connected Person may enter into a contract with the Council to supply goods or services in return for a payment or other material benefit but only if

- (a) the goods or services are actually required by the Council, and the Executive Committee decides that it is in the best interests of the Council to enter into such a contract,
- (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 8.4, and
- (c) no more than half of the members of the Executive Committee are subject to such a contract in any Financial Year

8.4 Subject to Clause 8.5, any member of the Executive Committee who becomes a Conflicted Trustee in relation to any matter must.

- (a) declare the nature and extent of his or her interest before discussion begins on the matter;
- (b) withdraw from the meeting for that item after providing any information requested by the Executive Committee;
- (c) not be counted in the quorum for that part of the meeting, and
- (d) be absent during the vote and have no vote on the matter

8.5 When any member of the Executive Committee is a Conflicted Trustee, those members of the Executive Committee who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee(s) and are satisfied that it is in the best interests of the Council to do so, may by resolution passed in the absence of the Conflicted Trustee(s) authorise the Conflicted Trustee(s), notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee(s), to

- (a) continue to participate in discussions leading to the making of a decision and/or to vote, or
- (b) disclose to a third party information confidential to the Council, or
- (c) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Council; or
- (d) refrain from taking any step required to remove the conflict.

8 6 This provision may be amended by special resolution but, where the result would be to permit any material benefit to a member of the Executive Committee or Connected Person, only with the prior written consent of the Commission.

9 RECORDS AND ACCOUNTS

9 1 The Executive Committee must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:

- (a) annual returns,
- (b) annual reports; and
- (c) annual statements of account.

9 2 The Executive Committee must also keep records of

- (a) all proceedings at meetings of the Executive Committee;
- (b) all resolutions in writing,
- (c) all reports of committees, and
- (d) all professional advice obtained.

- 9 3 Accounting records relating to the Council must be made available for inspection by any member of the Executive Committee at any time during normal office hours and may be made available for inspection by Holding Members and Medical School Members (who are not also members of the Executive Committee) if the Executive Committee so decides
- 9 4 A copy of the Council's constitution and latest available statement of account must be supplied on request to any member of the Executive Committee Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Council's reasonable costs.

10 MEMBERSHIP

- 10.1 The Council must maintain a register of Holding Members and Medical School Members.

Holding Member

- 10 2 The subscriber to the Memorandum shall be the Holding Member
- 10 3 Subject to Article 10.4, the Holding Member shall be the sole company law member of the Council with the rights and entitlements under the Companies Act, including
- (a) the right to vote at all general meetings of the Council,
 - (b) the right to remove a director pursuant to section 168 of the Companies Act 2006;
 - (c) the right to remove an auditor from office pursuant to section 510 of the Companies Act 2006,
 - (d) the right to receive a copy of the annual report and accounts; and
 - (e) the right to approve amendments to these Articles.
- 10 4 The initial Holding Member shall automatically cease to a Member, if a valid

Separation Notice is served under the Parent Subsidiary Agreement or if the Parent Subsidiary Agreement is terminated for any other reason. Immediately upon the Holding Member ceasing to be a Member, the Medical School Members for the time being shall become the company law members of the Council.

Medical School Members

10.5 Until such time as the initial Holding Member ceases to be a Member, the Medical School Members shall have the following rights:

- (a) to attend and vote at meeting of the Medical School Members;
- (b) to determine the strategy of the Council and its governance policies;
- (c) to hold meetings of the Medical School Members at which matters of policy or strategy relating to the business of the Council or the Medical Schools more generally are discussed,
- (d) to elect the Chair in accordance with Article 5.4,
- (e) to elect the Treasurer in accordance with Article 5.6,
- (f) to elect members of the Executive Committee in accordance with Article 5.8;
- (g) to receive copies of the annual report and statement of accounts.

10.6 On and from the date upon which the initial Holding Member ceases to be a Member then the Medical School Members for the time being shall each automatically become Members of the Council, having such additional rights as are afforded to company law members pursuant to the Companies Act 2006 including, without limitation, all rights previously enjoyed by the Holding Member.

10.7 At the first meeting of the Executive Committee following incorporation of the Council, the Executive Committee shall admit as Medical School Members of the Council the persons whose names are set out in Schedule 2 to the Articles, who shall be deemed to be so nominated by the Medical School set against their

name

10.8 A Medical School Member shall be a person who is:

- (a) a serving Head of a Medical School or the Dean of the University Faculty of Medicine (being a Medical School); and
- (b) nominated by the head of their institution (usually being the Vice-Chancellor of the University of which the Medical School forms a part) in writing to the Council in such manner as the Executive Committee shall determine.

10.9 Each serving Head of a Medical School or the Dean of the University Faculty of Medicine from time to time shall be deemed to have become a Medical School Member upon receipt by the Council of notice in writing from the relevant Medical School, unless he or she notifies the Council that he or she does not wish to become a Medical School Member.

10.10 Unless otherwise provided by the Executive Committee, any Medical School Member shall cease automatically to be a Medical School Member upon ceasing to be eligible under Article 10.8 (a)

10.11 The Executive Committee may resolve that any Medical School Member shall cease to be a Medical School Member in the event that the annual subscription due to the Council from the Medical School represented by that Medical School Member is not paid by that Medical School within such period of time as may be allowed for payment by the Executive Committee

10.12 In each year the Executive Committee shall fix the subscription or subscriptions to be paid by each Medical School in the next Academic Year and such rates shall be approved by the Medical School Members

10.13 Any question as to whether or not an institution is a Medical School shall be determined by the Executive Committee whose decision shall be final and binding Where courses leading to primary registrable medical qualifications are provided by two or more institutions in partnership, only one of the partners may nominate a Medical School Member.

10 14 Membership is not transferable.

10.15 The Executive Committee may establish different classes of Medical School Members and recognise one or more classes of supporters who are not Medical School Members (but who may nevertheless be termed ‘members’) and set out their respective rights and obligations.

11 GENERAL MEETINGS

11 1 Members are entitled to attend general meetings in person or by proxy (but only if the appointment of such proxy is in writing and notified to the Council before the commencement of the meeting)

11 2 General meetings are called on at least 14 and not more than 28 clear days’ written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution

11 3 There is a quorum at a general meeting if the number of Members present in person or by proxy is at least ten.

11.4 The Chair or (if the Chair is unable or unwilling to do so) a member of the Executive Committee elected by those present presides at a general meeting

11.5 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by ordinary resolution.

11 6 Every Member present in person or by proxy has one vote on each issue

11.7 Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.

11 8 The Council may (but need not) hold an AGM in any Year

11 9 The Members must annually

(a) receive the accounts of the Council for the previous Financial Year,

- (b) receive a written report on the Council's activities,
- (c) appoint reporting accountants or auditors for the Council

11.10 The Medical School Members may also from time to time

- (a) confer on any individual (with his/her consent) the honorary title of Patron, President or Vice-President of the Council, and
- (b) discuss and determine any issues of policy or deal with any other business put before them by the Executive Committee

11.11 A general meeting may be called by the Executive Committee at any time and must be called within 21 days of a written request from one or more Executive Committee (being Members), at least 10% of the Membership or (where no general meeting has been held within the last year) at least 5% of the Membership

11.12 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or by written resolution

12 LIMITED LIABILITY

The liability of Members is limited

13 GUARANTEE

Every Member promises, if the Council is dissolved while he or she remains a Member or within one year after he or she ceases to be a Member, to pay up to £1 towards

13.1 payment of those debts and liabilities of the Council incurred before he, she or it ceased to be a Member,

13.2 payment of the costs, charges and expenses of winding up, and

13.3 the adjustment of rights of contributors among themselves

14 COMMUNICATIONS

14.1 Notices and other documents to be served on the Holding Members, Medical School Members or members of the Executive Committee under the Articles or the Companies Act may be served:

- (a) by hand;
- (b) by post,
- (c) by suitable electronic means; or
- (d) through publication in the Council's newsletter or on the Council's website

14.2 The only address at which a Member is entitled to receive notices sent by post is an address in the U K shown in the register of Members

14.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received.

- (a) 24 hours after being sent by electronic means, posted on the Council's website or delivered by hand to the relevant address;
- (b) two clear days after being sent by first class post to that address,
- (c) three clear days after being sent by second class post to that address,
- (d) immediately on being handed to the recipient personally,
- (e) or, if earlier, as soon as the recipient acknowledges actual receipt.

14.4 A technical defect in service of which the Executive Committee is unaware at the time does not invalidate decisions taken at a meeting.

15 DISSOLUTION

15.1 If the Council is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:

- (a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- (b) directly for the Objects or for charitable purposes which are within or similar to the Objects,
- (c) in such other manner consistent with charitable status as the Commission approves in writing in advance.

15.2 A final report and statement of account must be sent to the Commission.

15.3 This provision may be amended by special resolution but only with the prior written consent of the Commission

16 INTERPRETATION

16.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Council

16.2 In the Articles, unless the context indicates another meaning, the following words and phrases shall have the meaning set against them:

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| ‘Academic Year’ | a year beginning on 1 August and ending on the next 31 July |
| ‘AGM’ | an annual general meeting of the Council, |
| ‘the Articles’ | the Council’s Articles of Association and ‘Article’ refers to a particular Article, |
| ‘Chair’ | the Chair of the Executive Committee; |
| ‘the Council’ | means the charitable company limited by guarantee |

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| | governed by the Articles; |
| ‘the Charities Act’ | the Charities Acts 1992 to 2011; |
| ‘Charity Trustee’ | has the meaning prescribed by the Charities Act; |
| ‘clear day’ | does not include the day on which notice is given or the day of the meeting or other event, |
| ‘the Commission’ | the Charity Commission for England and Wales or any body which replaces it, |
| ‘the Companies Act’ | the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Council; |
| ‘Conflicted Trustee’ | a member of the Executive Committee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for Indemnity Insurance) from the Council, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Council, |
| ‘Connected Person’ | means, in relation to a member of the Executive Committee, a person with whom the member of the Executive Committee shares a common interest such that he or she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Executive Committee member’s family or household or a person or body who is a business associate of the member of the Executive Committee, and (for the avoidance of doubt) does not include a company with which the member of the Executive Committee’s only connection is an interest consisting |

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| | of no more than 1% of the voting rights, |
| ‘constitution’ | the Memorandum and the Articles and any special resolutions relating to them, |
| ‘custodian’ | a person or body who undertakes safe custody of assets or of documents or records relating to them, |
| ‘electronic means’ | refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference, |
| ‘Financial Expert’ | an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000; |
| ‘Financial Year’ | the Council’s financial year, |
| ‘firm’ | includes a limited liability partnership; |
| ‘First Trustees’ | means the members of the Executive Committee who held office as members of the executive committee of the unincorporated entity known as the Medical Schools Council immediately prior to the incorporation of the Council; |
| ‘Heads of the Medical Schools in Scotland, Wales and N Ireland’ | the heads of the Medical Schools located in Scotland, Wales and Northern Ireland, |
| ‘Holding Member’ | Universities UK; |
| ‘Indemnity Insurance’ | insurance against personal liability incurred by any member of the Executive Committee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts |

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| | to a criminal offence or the member of the Executive Committee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty; |
| ‘material benefit’ | a benefit, direct or indirect, which may not be financial but has a monetary value; |
| ‘Medical School’ | the medical schools in the UK and the University Faculties of Medicine that are: <ol style="list-style-type: none"> (i) recognised by the General Medical Council and which are entitled to issue medical degrees, or (ii) enrolled in the General Medical Council’s inspection process, and, in either case are part of, or affiliated to a UK University which meets the criteria set out in Schedule 3 (which may be amended from time to time by the Medical School Members); |
| ‘Medical School Member’ | a member of the Council who is a member by virtue of Article 10 8, |
| ‘Member’ and ‘Membership’ | refer to the members of the Council who have the rights afforded to company law members pursuant to the Companies Act 2006, being the initial Holding Member until such time as the initial Holding Member ceases to be a Member pursuant to Article 10 4 and thereafter the Medical School Members; |
| ‘member of the Executive Committee’ | a company director and charity trustee of the Council and ‘Executive Committee’ means the directors, |
| ‘Memorandum’ | the Council’s Memorandum of Association, |
| ‘month’ | means calendar month; |

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| ‘nominee company’ | a corporate body registered or having an established place of business in England and Wales which holds title to property for another, |
| ‘ordinary resolution’ | a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power. Where applicable, ‘Members’ in this definition means a class of Members, |
| ‘Parent Subsidiary Agreement’ | the agreement entered into between the initial Holding Member and the Council which sets out the relationship between the two charities and confirms their independence, |
| ‘Resolution in writing’ | a written resolution of the Executive Committee, |
| ‘Secretary’ | a company secretary, |
| ‘Separation Notice’ | a valid notice of separation served pursuant to the Parent Subsidiary Agreement; |
| ‘special resolution’ | a resolution of which at least 14 days’ notice has been given agreed by a 75% majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold 75% of the voting power. Where applicable, ‘Members’ in this definition means a class of Members, |
| ‘Taxable Trading’ | means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax, |
| ‘Treasurer’ | means the member of the Executive Committee who is elected to the honorary position of Treasurer (with |

such terms of reference as the Executive Committee shall determine),

‘Universities UK’ Universities UK, a charitable company with company number 2517018 and Charity number 1101127,

‘written’ or ‘in writing’ refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper,

‘written resolution’ refers to an ordinary or a special resolution which is in writing,

‘Year’ calendar year.

16 3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

16 4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it

SCHEDULE 1

First Executive Committee

| Name | Office | Date of expiry of term of office |
|--------------------------|---|---|
| Professor Ian Cameron | Chair | 31 July 2016 |
| Professor Chris Day | Deputy Chair | 31 July 2016 |
| Professor John Connell | Appointed by the Heads of the Medical Schools in Scotland, Wales and N Ireland | 1 August 2014 |
| Professor David Crossman | Executive Committee Member | 1 August 2016 |
| Professor Ian Hall | Treasurer | 31 July 2014 |
| Professor Peter Kopelman | Executive Committee Member | 31 July 2014 |
| Professor Paul Stewart | Executive Committee Member | 31 July 2014 |
| Professor Val Wass | Executive Committee Member | 31 July 2015 |

SCHEDULE 2

| | | | | |
|-----------|------------|----------------|---|---|
| Professor | Steve | Thornton | | University of Exeter Medical School |
| Professor | Nick | Black | | London School of Hygiene & Tropical Medicine |
| Professor | David | Adams | College of Medical & Dental Sciences | University of Birmingham |
| Professor | Alastair | Buchan | Medical Sciences Division | University of Oxford |
| Professor | Ian | Greer | Faculty of Health & Life Sciences | University of Liverpool |
| Professor | Iain | Cameron | Faculty of Medicine | University of Southampton |
| Professor | Peter | Winstanley | Warwick Medical School | The University of Warwick |
| Professor | Jon | Cohen | | Brighton and Sussex Medical School |
| Professor | Paul | Stewart | Medical School | University of Leeds |
| Professor | Chris | Day | Faculty of Medical Sciences | Newcastle University |
| Professor | Trevor | Sheldon | | Hull York Medical School |
| Professor | Val | Wass | School of Medicine | Keele Medical School |
| Professor | Patrick | Johnston | School of Medicine, Dentistry and Biomedical Sciences | Queen's University, Belfast |
| Professor | Peter | Kopelman | Principal | St George's, University of London |
| Professor | Sir Robert | Lechler | Vice Principal (Health) | King's College London |
| Professor | John | Connell | School of Medicine | University of Dundee |
| Professor | David | Crossman | Norwich Medical School | Norwich Medical School |
| Professor | Hugh | MacDougall | School of Medicine | University of St Andrews |
| Professor | Peter | Mathieson | Faculty of Medicine & Dentistry | University of Bristol |
| Professor | Ian | Jacobs | Faculty of Medical and Human Sciences | University of Manchester |
| Professor | Paul | Morgan | School of Medicine | Cardiff University |
| Professor | John | Iredale | UoE Centre for Inflammation Research | University of Edinburgh |
| Professor | Patrick | Maxwell | School of Clinical Medicine | University of Cambridge |
| Professor | Ian | Hall | Faculty of Medicine and Health Sciences | The University of Nottingham |
| Professor | Tony | Weetman | Faculty of Medicine, Dentistry and Health | University of Sheffield |
| Professor | Richard | Trembath | Warden | Barts and The London School of Medicine and Dentistry |
| Professor | David | Wynford-Thomas | College of Medicine, Biological Sciences and Psychology | University of Leicester |
| Professor | Anna | Dominiczak | School of Medicine | University of Glasgow |
| Professor | Keith | Lloyd | College of Medicine | Swansea University |
| Professor | Dermot | Kelleher | Faculty of Medicine | Imperial College |
| Professor | Sir John | Tooke | School of Life and Medical Sciences | University College London |
| Professor | David | Reid | School of Medicine & Dentistry | University of Aberdeen |
| Professor | Robert | Sneyd | Peninsula Schools of Medicine & Dentistry | Plymouth University |
| Professor | Anne | Garden | Faculty of Health and Medicine | University of Lancaster |

SCHEDULE 3

Eligibility Criteria for UK Universities

An eligible UK university is one which has the following characteristics and which is approved by the Executive Committee as such

- (a) Primary purpose is of teaching, scholarship and research with
 - (i) evidence of an institution-wide culture of scholarship-informed teaching and the advancement of a subject by research and scholarship (being commitment to, and practice in, the acquisition and synthesis of knowledge and understanding),
 - (ii) support for the principle of academic freedom for all staff and students enshrined in Section 43 of the Education Act 1986, as amended by Schedule 8 of the Further and Higher Education Act 1992, and
- (b) Financial accountability and independence
 - (i) full accounts published annually and made publicly available on the internet, consistent with the Higher Education Statement of Recommended Accounting Practice (SORP), which evidence clarity and transparency of share ownership, including any changes thereto,
 - (ii) independent governing body with authority over the strategic direction, educational ethos and financial management of the institution, and
 - (iii) adherence to the Nolan seven principles of public life, namely selflessness, integrity; objectivity; accountability; openness, honesty, and leadership
- (c) Accountability to students and the wider public
 - (i) adherence to all the regulatory frameworks and accountability requirements for public finance which are applicable to higher education institutions at any given time;
 - (ii) adherence to relevant quality assurance systems, including national systems and professional bodies that are relevant to the stated aim of the body in UK medical education.
 - (iii) engagement with national systems within the UK that support and protect the interests of students, such as the National Student Survey (NSS) and Office of the Independent Adjudicator, and
 - (iv) adherence (by law or voluntarily) to the publication and scrutiny of data and information such as through the Higher Education Statistics Agency and Freedom of Information Acts