

Company Number: 4931031

Charity Number: 1101607

COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
ADVANCE HE**
**(which include, by virtue of s28 Companies Act 2006, provisions
previously contained in the Memorandum of Association)**

Incorporated 14 October 2003

As adopted by special resolution dated March 2018

COMPANIES ACTS 1985 TO 2006

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

**ARTICLES OF ASSOCIATION
of
ADVANCE HE**

GENERAL

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

Word	Meaning
"the Act"	the Companies Act 2006 and any modification, replacement or re-enactment of it for the time being in force
"these Articles"	these Articles of Association, and the regulations of the Company from time to time in force
"the Auditors"	the Auditors for the time being of the Company
"the Board"	the board of directors for the time being of the Company
"the Chair"	the Chair of the Board appointed under these Articles
"the Charity Regulators"	the Charity Commission for England and Wales and the Office of the Scottish Charity Regulator
"the Chief Executive"	the Chief Executive for the time being of the Company
"the Company"	the above named company
"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
"DELNI"	Department for Employment and Learning, Northern Ireland or its successor
"director"	a director of the Company who, for the purposes of charity law, shall be a charity trustee
"eligible director"	a director who is eligible to vote at a Board meeting
"Financial Expert"	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
"General Meeting"	a general meeting of the Company held in accordance with these Articles
"Governance and Nominations"	the governance and nominations committee established by the Board

Committee"	
"Guild HE"	GuildHE or any successor body
"HEFCE"	Higher Education Funding Council for England or its successor the OFS
"HEFCW"	Higher Education Funding Council for Wales or its successor
"HEI"	a higher education institution directly in receipt of funding from HEFCE, SFC, HEFCW or DELNI
"month"	calendar month
"the Office"	the registered office of the Company
"OFS"	Office for Students established under The Higher Education and Research Act 2017
"QAA"	Quality Assurance Agency for Higher Education or its successor
"SFC"	Scottish Funding Council or its successor
"the Seal"	the common seal of the Company
"the Secretary"	the Secretary of the Company (if any) from time to time
"the United Kingdom"	Great Britain and Northern Ireland
"UUK"	Universities UK or any successor body
"writing"	written, printed or lithographed, or partly one and partly another, and other models of representing or producing words in a visible form

And 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 Act, shall if not inconsistent with the subject or context, bear the same meanings in these Articles.

The model articles of association for private companies limited by guarantee contained in Schedule 2 to The Companies (Model Articles) Regulations 2008) in force at the time of adoption of these Articles shall not apply to the Company and these Articles alone shall be the regulations of the Company.

2. The name of the Company is "ADVANCE HE" (hereinafter called "the Company")
3. The Office of the Company is to be situated in England and Wales.
4. The objects for which the Company is established are:
 - (A) to promote higher education for the public benefit by
 - (1) providing strategic advice and co-ordination to the higher education sector, government, funding bodies and others on policies and practices that will impact upon and enhance the student experience,

- (2) supporting and advancing curriculum and pedagogic development across the whole spectrum of higher education activity, and
 - (3) facilitating the professional development and increasing the professional standing of all staff in higher education
- (B) to further promote higher education for the public benefit by further developing the professionalism and profile of leadership, management and governance within the higher education sector, by:
- (1) raising the profile of effective higher education leadership, management and governance;
 - (2) improving the supply of development opportunities, particularly in relation to international and cross sector experience;
 - (3) stimulating further demand for development within the higher education sector; and
 - (4) assisting in broadening perspectives and improving standards in relation to leadership, management and governance within the higher education sector,
- (C) to promote equality and diversity for the public benefit, including the education sector and any other sectors that the Board deems appropriate, by:
- (1) identifying and changing any cultural and systemic practices that unfairly exclude, marginalise or disadvantage individuals or groups, and to promote inclusive approaches;
 - (2) eliminating discrimination on the grounds of age, disability, gender identity, marital or civil partnership status, pregnancy or maternity status, race, religion or belief, sex, sexual orientation or through any combination of these characteristics or other unfair treatment;
 - (3) advancing education and raising awareness in equality and diversity;
 - (4) promoting activities to foster understanding between people from diverse backgrounds;
 - (5) conducting or commissioning research on equality and diversity issues and publishing the results to the public; and
 - (6) developing the case for equality and diversity
5. The powers of the Company which may be exercised in furtherance of the objects, but not otherwise, shall be
- (1) to acquire the whole or any part or parts of the respective undertakings of the charities known as the Leadership Foundation for Higher Education and Equality Challenge Unit and to discharge any of their respective functions insofar as the same may be charitable at law,
 - (2) to influence and help develop policy by providing strategic advice and guidance,

- (3) to support and develop good practice and communities of practice,
- (4) to accredit initial and continuing professional development, both institutional and individual, and to set professional standards,
- (5) to stimulate research into learning, teaching and assessment,
- (6) to conduct or have conducted foresight analyses, research and evaluation to inform its activities,
- (7) to deliver or have delivered training and development and to support staff development for all who contribute to the student learning experience,
- (8) to undertake commissioned work on learning and teaching and staff development for stakeholders and customers,
- (9) 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,
- (10) to hold conferences, exhibitions, meetings, lectures, classes, seminars and courses either alone or with others,
- (11) to work with institutions, agencies, professional associations and others to build a co-ordinated approach to any aspect of the objects of the Company and its work,
- (12) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research,
- (13) 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 objects of the Company and (subject to such consents as may be required by law) to sell, lease or otherwise dispose of or mortgage any such real or personal estate,
- (14) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company, in the shape of donations, subscriptions or otherwise,
- (15) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts,
- (16) subject to such consents as may be required by law, to lend, borrow or raise money for the object of the Company on such terms and on such security as may be thought fit PROVIDED THAT the Company shall not undertake any taxable permanent trading activities in raising funds for the objects of the Company,
- (17) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for the objects of the Company,
- (18) to invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such

consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided,

- (19) to delegate the management of investments to a Financial Expert in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,
- (20) to place any moneys of the Company not immediately required for its purposes on deposit with a bank approved by the Board,
- (21) to make any charitable donations either in cash or assets for the furtherance of the objects of the Company,
- (22) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company,
- (23) to employ, engage, pay, or provide such persons whose services may be deemed expedient in order to carry out or promote the objects of the Company, in particular to supervise, organise, carry on the work of and advise the Company,
- (24) to provide indemnity insurance for the Board or any other officer of the Company in relation to any such liability as is mentioned in Article 6(1) of these Articles, but subject to the restrictions specified in Article 6(2),
- (25) 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 Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by these Articles,
- (26) to establish subsidiary and participate in other companies and entities ,to support the objects of the Company,
- (27) to make applications for consent under bye-laws or regulations and other like applications,
- (28) to establish where necessary regional offices (whether autonomous or not), and
- (29) to do all such other lawful things as shall further the objects of the Company,

PROVIDED THAT:

- (a) in the case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts,
- (b) the Company'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 Company shall take or hold any property subject to the jurisdiction of the Charity Regulators, the Company shall not sell,

mortgage, charge or lease the same without such authority, approval or consent as may be required by law

6. (1) The liabilities referred to in clause 4(24) 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 Company,
 - (b) the liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)
- (2)
 - (a) The following liabilities are excluded from clause 6(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 Company 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 Company or about which the person concerned did not care whether it was in the best interests of the Company or not
 - (b) There is excluded from clause 6(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 Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation
7. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly 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 Company shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company
 - (1) of reasonable and proper remuneration to any member, officer or employee of the Company (not being a member of its Board save under sub-clause (5) of this clause) for any services rendered to the Company,
 - (2) of interest on money lent by any member of the Company 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 Company's bankers or 3% whichever is greater,

- (3) of fees, remuneration or other benefits in money or money's worth to a company or other legal entity of which a member of the Board of the Company may be a member holding not more than a one hundredth part of the capital or votes of that company or other legal entity,
- (4) to a member of its Board of reasonable out of pocket expenses, and
- (5) of reasonable and proper remuneration or charges to any member of the Board of the Company who possesses specialist skills, knowledge or experience required by the Company for its proper administration, provided that
 - (a) at no time shall a majority of Board members benefit under this provision, and
 - (b) a Board member shall withdraw from any meeting whilst his or her own instruction or remuneration, or that of his or her organisation, is being discussed
- (6) of insurance designed to indemnify the directors in accordance with charities law from time to time.

AND FURTHER PROVIDED that a member or director may receive a benefit from the Company in his, her or its capacity as a beneficiary of the Company.

- 8. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for time being in force, which will cause the Company to cease to be a company in law or which would have the effect that the Company shall cease to be a company to which section 60 of the Act applies.
- 9. The liability of the members is limited.
- 10. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Company if it should be wound up while it is a member or within one year after he or she ceased to be a member, for payment of the Company's debts and liabilities contracted before they cease 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.
- 11. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be transferred to some other charitable institution (which shall mean an institution which is regarded as charitable under English, Welsh, Scottish and Northern Irish law) (whether or not a member of the Company) having objects similar to the object of the Company and which prohibits the distribution of its or their income and property amongst its or their members to the same extent as under Article 7, such institution or institutions to be determined by the members of the Company at or before the time of dissolution or, in default, applied for such charitable purposes as determined by the Charity Commission from time to time (and "charitable purposes" shall mean purposes which are regarded as charitable under English, Welsh, Scottish and Northern Irish law).
- 12. The provisions of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

MEMBERSHIP

13. The members of the Company on the date of adoption of these Articles are and shall continue to be:

- (i) UUK, and
- (ii) GuildHE.

Membership is not transferrable nor is it capable of being charged, assigned or encumbered.

14. No other person shall be admitted as a member of the Company unless he or she or it is approved by the members of the Company in general meeting. Nominations for membership of the Company either may be made by any member of the Company after consultation with the Board or may be made by a majority of the Board after consultation with the Members.

15. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Board require to be executed by him, her or it.

DETERMINATION OF MEMBERSHIP

16. Any member of the Company may resign his or her or its membership at any time by giving three months notice in writing to the Secretary addressed to him or her or it at the Office. Membership shall cease if that member shall cease to exist.

GENERAL MEETINGS

17. The Company may under the Act hold a General Meeting as its Annual General Meeting on not less than twenty one clear days notice at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.

18. All general meetings other than Annual General Meetings shall be called General Meetings.

19. 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 the Act.

20. Not less than fourteen clear days' written notice of every General Meeting specifying the place, the day and the hour of meeting, the general nature of that business, shall be given in the manner set out in these Articles to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company, but with the consent of all the members having the right to attend and vote at that meeting, or (if less) 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.

21. 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 of it shall invalidate any resolution passed, or proceeding had, at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

22. All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special.
23. No business shall be transacted at any General Meeting or any Annual General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in these Articles, two members or one third of the total number of members, whichever is the higher figure, present personally or by proxy or, in the case of corporate member, by its duly authorised representative, shall be a quorum.
24. If within an hour from the time appointed for the holding of a General Meeting or any Annual 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.
25. Subject to the provisions of the Act, a resolution in writing is as effective as a resolution actually passed at a General Meeting or any Annual General Meeting duly convened and held and shall be treated as being passed when it is agreed to by the number of members who would be required to pass it at a General Meeting or any Annual General Meeting (as the case may be).
26. The Chair of the Board or in his or her absence the Vice Chair or in his or her absence some other director nominated by the Board shall preside as chair of the General Meeting or any Annual General 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 such 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 or she 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 such meeting, the members present and entitled to vote shall choose one of their number to be chair of such meeting.
27. The chair of the General Meeting or any Annual General Meeting may, with the consent of any such meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
28. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Otherwise,

the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjournment meeting.

29. At any General Meeting or Annual 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, unanimously or by particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
30. Subject to the provisions of Article 29 of these Articles, if a poll is demanded in the manner set out in these Articles, 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.
31. No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment.
32. In the case of an equality of votes, whether on a show of hands or on a poll, the resolution shall be deemed not to have been passed. The chair shall not have a second or casting vote.
33. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

34. Subject as hereinafter provided, each member shall have one vote.
35. Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting or Annual general Meeting.
36. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.
37. A corporation shall vote by its duly authorised representative appointed as provided by the Act.
38. Votes may be given either personally or by proxy. A proxy need not be a member of the Company.

39. The instrument appointing a proxy shall be in writing and must be deposited at the Office not less than one hour before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
40. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
41. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

"Advance HE ("the Company")"

"I/we _____ of _____ a member of the Company
 hereby appoint _____ of _____ and failing him/her,
 _____ of _____ as my/our proxy to vote for me/us on my/our
 behalf at the [Annual] General Meeting of the Company to be held on
 20 _____ and at any adjournment of it

Signed

Dated _____ 20 _____

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

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

THE BOARD

42. Until otherwise determined by an ordinary resolution at a General Meeting, the number of directors shall be not more than 16.
43. Unless otherwise determined by ordinary resolution at a General Meeting, membership of the Board shall be constituted by up to 16 persons with the relevant skills, expertise and professional experience to successfully govern the Company, as determined by the Board and shall be appointed through a process led by a Governance and Nominations Committee established and acting in accordance with Article 61. No fewer than six directors shall be appointed by the Board following nomination by the Governance and Nominations Committee upon the advice of the representatives of UUK and GuildHE on the Governance and Nominations Committee.
44. Members of the Board must be 18 years or over at the date of their appointment. No director shall be entitled to appoint an alternate director or anyone to act on his or her behalf at Board meetings or otherwise.

45. Each director shall be appointed for a fixed term of office not to exceed three years and shall be eligible for reappointment twice.
46. Any member of the Board may be removed from office by resolution of a simple majority of the Board before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Board.
47. No member of the Board shall serve in office for more than nine consecutive years unless the Board agrees that it would be in the best interests of the Company to extend the term of office of the director concerned, such extension to the term of office to be limited to such period of time agreed by the Board.

POWERS OF THE BOARD

48. The business of the Company shall be managed by the Board who may exercise all powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting or Annual General Meeting, subject nevertheless to any such regulations, being not inconsistent with any such regulations or provisions, as may be prescribed by the Company in General Meeting or Annual General Meeting, but no regulation made by the Company in General Meeting or Annual General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
49. The members for the time being of the Board may act notwithstanding any vacancy in their body.

PROCEEDINGS OF THE BOARD

50. 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 eight directors if 16 directors in office or if not then 40% of the number of directors then in office.
51. 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.
52. Any two members of the Board or the Chair may, and on the request of any two 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 be entitled to notice of a meeting.
53. The Board shall appoint the Chair and Vice Chair of the Board from amongst the directors following a recommendation from the Governance and Nominations Committee or from any other committee established by the Board for that purpose

after consultation with UUK and Guild HE. The Chair and Vice Chair of the Board shall serve in office for such term as may be agreed by the Board at the time of his or her appointment and, may be reappointed to the office of Chair or Vice Chair if and for so long as he or she shall be entitled to do and does remain a director. The Chair as at the date of adoption of these Articles shall be Mr Nigel Carrington who shall serve a term of office of three years.

54. The Chair of the Board shall be entitled to preside at all meetings of the Board at which he or she shall be present. If at any meeting the Chair of the Board is not present within ten minutes after the time appointed for holding the meeting and willing to preside, the Vice Chair shall chair the meeting and if neither the Chair or Vice Chair are present then the members of the Board present shall choose one of their number to be chair of the meeting.
55. 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.

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 such, 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.

56. 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 Company and of the Board and of any committee established pursuant to 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.
57. A resolution of the Board may be taken by the majority of the directors at a meeting or by a resolution in writing agreed to by a majority of the eligible directors for the time being or of any committee of the directors entitled to receive notice of a meeting of the Board or of any such committee of the Board (as the case may be) (provided that a decision cannot be taken by written resolution if the eligible directors would not have formed a quorum at a Board meeting). The resolution may consist of more than one document in the like form each signed by or otherwise agreed to by one or more than one person. For the avoidance of doubt, a director may indicate his or her agreement to a resolution by email or fax.
58. A member of the Board shall be treated as present at a meeting of the Board notwithstanding that he or she is not physically present if he or she is in communication with the meeting by telephone or other telecommunication link and, for the purpose of these Articles, meetings of the Board 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 at the meeting, 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

59. The Board may delegate any of their functions to committees, other than those functions referred to in Article 63. 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.
60. 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 63, 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,
 - (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
61. The Board shall also establish a Governance and Nominations Committee to advise on and make nominations for appointments of directors to the Board and the appointment of the Chair and Vice Chair of the Board. The Governance and Nominations Committee shall comprise five members including at least one director and a representative of each of UUK and GuildHE. The Governance and Nominations Committee shall when making its nominations to the Board:
- (i) ensure that no fewer than five directors in total are nominated on the advice of the representative of UUK on the Governance and Nominations Committee and one director is nominated on the advice of the representative of GuildHE on the Governance and Nominations Committee;

- (ii) not unreasonably reject the advice of the UUK and GuildHE representatives on the committee in relation to the nominations to be made in accordance with Article 61 (i); and
 - (iii) have regard to the desirability of having directors both reflecting appropriate diversity according to relevant protected characteristics in equality legislation and the diversity of higher education provision across the jurisdictions of the United Kingdom.
62. The Board shall also establish an Equality and Diversity Committee to advise the Board on the integration and promotion of matters relating to equality and diversity in the operation of the Company.
63. 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 Company,
 - (iii) ensuring the solvency of the Company and the safeguarding of its assets,
 - (iv) ensuring the continued charitable status of the Company, and
 - (v) the appointment or dismissal of the Chief Executive

DISQUALIFICATION OF DIRECTORS

64. The office of a director shall be vacated if
- (i) he or she dies or becomes subject to a bankruptcy order or he or she makes any arrangement or composition with his or her creditors,
 - (ii) he or she is suffering from mental disorder or mental incapacity and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental health or mental capacity or an order is made in relation to his or her personal welfare or property and affairs under legislation relating to mental health or mental capacity,
 - (iii) in the case of a corporate trustee, a resolution is passed or an order is made for its winding up or it is placed in liquidation, or an administrator or a liquidator is appointed, or ceases to exist,
 - (iv) by notice in writing to the Company he or she resigns his or her office by at least three months notice unless the Board agree to accept a shorter period of notice,

- (v) he or she is disqualified from acting as a charity trustee under any statute or ceases to hold office by virtue of any provision of the Act or is prohibited by law from holding office as a director,
- (vi) he or she is disqualified in accordance with any rules, regulations or codes in force from time to time and applicable to the Board,
- (vii) he or she is removed by the body which appointed him or her,
- (viii) he or she has been convicted of any criminal offence, except where the maximum sentence for that offence is a fine, or
- (ix) he or she absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the directors and they pass a resolution that he or she has by reason of such absence vacated office.

CONFLICTS OF INTEREST

65. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A director must absent himself or herself from any discussions of the Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (i) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (ii) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (iii) the unconflicted directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.

In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

CHIEF EXECUTIVE AND SENIOR POST HOLDERS

66. A Chief Executive shall be appointed by the Board for such term, at such remuneration and (subject to Articles 67 to 69) upon such conditions as they shall think fit and any Chief Executive so appointed may be removed by the Board (after consultation with UUK and Guild HE).
67. 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.
68. The Chief Executive shall engage all persons to be employed under him or her (other than senior post holders, as designated from time to time by the Board, whose engagement shall be the responsibility of the Board) and shall be responsible for them and for the senior post holders engaged by the Board.
69. The Chief Executive may, at the direction of the Board, be entitled to receive notice of and to attend and speak, but not vote, at General Meetings and any Annual General Meetings of the Company, meetings of the Board, and all meetings of any committee of the Board. The Chief Executive shall always absent himself or herself from all discussions concerning his or her performance or remuneration or in which they may otherwise have a personal conflict of interest. The Chief Executive may be accompanied by such senior staff of the Company as the Board shall consider appropriate.

SECRETARY

70. The Secretary may 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 the Act shall apply to such Secretary and his or her appointment, removal and functions.

OBSERVERS

71. Each of the following bodies (and such other bodies as the Board may from time to time decide) shall be entitled to receive notice of and to appoint an observer to attend all meetings of the Board and all meetings of any committee of the Board
- (i) UUK,
 - (ii) GuildHE,

EXECUTION OF DOCUMENTS

72. 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 Company, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed. Otherwise, documents may be executed, for and on behalf of the Company, in accordance with the Act.

ACCOUNTS

73. The Board shall cause accounting records to be kept in accordance with the requirements of the Act.
74. 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 during usual business hours only to the inspection of the members of the Company, of any organisation approved by a member for so long as it is so approved, of the officers of the Company, of the Auditors and of the Charity Commission in each case upon reasonable prior written notice.

AUDIT

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

NOTICES

77. The Company may deliver a notice or other document to a member or director
- (i) by delivering it by hand to the address recorded for the member on the Register of Members or director to the address recorded for the director in the Register of Directors (as the case may be),
 - (ii) by sending it by first class post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the member in the Register of Members to the address recorded for the director in the Register of Directors (as the case may be),
 - (iii) by electronic mail to an address notified by the member or director (as the case may be) in writing, or

- (iv) by a website the address of which shall be notified to the member or director (as the case may be) in writing.

82. A notice may be served on the Company by any member or director:

- (i) by delivering by hand to the registered address for the time being of the Company; or
- (ii) by sending it by first class post or other delivery service in an envelope (with postage or delivery paid) to the to the registered address for the time being of the Company

83. If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the member or director or Company (as the case may be).

84. If a notice or document is sent by post or other delivery service not referred to below, it is treated as being delivered

- (i) 24 hours after it was posted, if first class post was used, or
- (ii) 72 hours after it was posted or given to delivery agents, if first class post was not used,

provided it can be proved conclusively that the envelope containing the notice or document was properly addressed and put into the post system or given to delivery agents with postage or delivery paid.

85. If a notice or document is sent by electronic mail, it is treated as being delivered at the time it was sent.

86. If a notice or document is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

INDEMNITY

87. 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 Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which Judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

RULES AND BYE LAWS

89. The Board shall have power to make rules and bye-laws concerning such matters with regard to the government and conduct of the Company as it shall think fit. Such rules and bye-laws shall be subject to the provisions of these Articles.