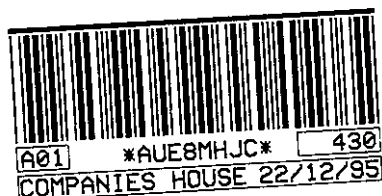


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THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL



ARTICLES OF ASSOCIATION

of

COMMITTEE OF VICE-CHANCELLORS AND PRINCIPALS
OF THE UNIVERSITIES OF THE UNITED KINGDOM

(adopted by Special Resolution passed on 25th June 1993 and reprinted to include amendments made by Special Resolution passed on 8th December 1995)

GENERAL

1. (a) The Companies (Tables A to F) Regulations 1985 shall not apply to the Company.
- (b) In these Articles unless the subject or context otherwise requires:-
 - (i) all words importing the singular number only shall include the plural number and vice versa;
 - (ii) words importing the masculine gender only shall include the feminine gender and vice versa; and
 - (iii) words importing persons shall include corporations and unincorporated associations.
- (c) The words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context;

WORDS

MEANINGS

"Academic Year"

A year beginning on 1st August and ending on the next 31st July;

"Act"

the Companies Act 1985;

"Associated Institution"

An institution which although not an Eligible Institution fulfils the requirement for recognition as an Associated Institution set out in Article 12;

"Associate Member"	The Chief Executive Officer or person who has the primary responsibility for the academic and executive affairs of an Associated Institution;
"Chairman"	The Chairman for the time being of the Company elected in accordance with Article 14;
"Chief Executive"	The Chief Executive for the time being of the Company appointed in accordance with Article 58;
"Company"	The above named Committee of Vice-Chancellors and Principals of the Universities of the United Kingdom;
"Council"	The members of the Council, being the directors of the Company, for the time being;
"Council Members"	The persons elected to be Council Members in accordance with Articles 39 to 42 inclusive, being the directors of the Company for the purposes of the Statutes;
"Eligible Institution"	Any of the following:- <ul style="list-style-type: none"> (a) all Universities in the United Kingdom; (b) all the colleges of the University of Wales; (c) the University of Manchester Institute of Science and Technology; but shall not include any of the colleges or schools of the Universities of Oxford, Cambridge and London;
"General Meeting"	the Annual General Meeting of the Company and any meeting convened as an extraordinary general meeting;
"in writing"	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form;
"Member"	A member whose name is entered in the Register of Members;
"Month"	Calendar Month;
"Office"	The registered office of the Company;
"Seal"	The Common Seal of the Company;

"Secretary"	The Secretary for the time being of the Company;
"Statutes"	The Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force;
"these Presents"	These Articles of Association or any other articles of association from time to time adding to, replacing or amending these Articles;
"Treasurer"	the Treasurer for the time being of the Company;
"United Kingdom"	United Kingdom of Great Britain and Northern Ireland;
"University"	<p>A university or other institution which for the time being falls into one of the following categories:-</p> <ul style="list-style-type: none"> (a) an institution which has been accepted by the Company as a university (whether or not it had "university" in its title) prior to 31st December 1992 but only so long as it is entitled to award first and higher degrees in the manner set out in paragraph (b)(ii) below; (b) an institution which fulfills both of the following conditions on or after 31st December 1992:- <ul style="list-style-type: none"> (i) with the consent of the Privy Council pursuant to Section 77 of the Further and Higher Education Act 1992 or Section 49 of the Further and Higher Education (Scotland) Act 1992 it has the word "university" in its title or it is accepted that it is entitled to apply for and be given such consent under one of those sections; and (ii) it has power to award first and higher degrees pursuant to Section 76 of the Further and Higher Education Act 1992 or Section 48 of the Further and Higher Education (Scotland) Act 1992;
"Vice-Chairman"	A Vice-Chairman for the time being of the Company;
"Vice-Chancellor"	The Vice-Chancellor or Principal of an

or Principal"

Eligible Institution or other chief officer or the person who has primary responsibility for the academic and executive affairs of an Eligible Institution.

- (d) Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Presents and any bye-laws, rules or regulations made hereunder.

BUSINESS

2. The Company is established for the purposes expressed in the Memorandum of Association.
3. Any branch or kind of activity which the Company either expressly or by implication is authorised to undertake may be undertaken by the Council at such time or times as it may consider expedient and further may be suffered by it to be in abeyance, whether such branch or kind of activity may have been actually commenced or not, so long as the Council may consider it expedient not to commence or proceed with the same.
4. The Office shall be at such place in England and Wales as the Council shall from time to time appoint.

MEMBERSHIP

5. The Members of the Company shall be those who under Articles 6 and 7 are, for the time being, eligible to be Members and who have not notified their wish not to be Members and at the date of adoption of these Presents are those persons who are entered as Members in the Register of Members.
6. A person is eligible for membership if he is:-
- (a) a Vice-Chancellor or Principal of an Eligible Institution; or
 - (b) a person nominated for membership in accordance with Article 7(b).
7. (a) Each Vice-Chancellor or Principal eligible for membership shall upon appointment be deemed to have become a Member unless he notifies the Secretary that he does not wish to become a Member.
- (b) The University of London may in each Academic Year nominate as Members such further number of persons as may from time to time be agreed by the University of London and the Council from among Heads of Colleges or Schools of that University and upon such nomination such persons shall at the commencement of the next ensuing Academic Year become Members except in the case of any one of them notifying the Secretary that he does not wish to become a Member.
8. The name of each Vice-Chancellor or Principal and other person to be admitted to membership shall be entered on the Register of Members.
9. Unless otherwise provided by the Council, any Member shall cease automatically to be a Member upon his ceasing to be eligible under Article 6 and in particular a Member nominated under Article 7(b) shall cease to be a Member at the end of an Academic Year if another person is nominated in his place.

10. The Council may resolve that any Member eligible under Article 7(a) shall cease to be a Member in the event that the annual contribution due to the Company from the Eligible Institution represented by that Member under Article 11 is not paid by that Eligible Institution within such period of time as may reasonably be allowed for such payment by the Company.

SUBSCRIPTIONS

11. In each year the Company in General Meeting shall fix the subscription or subscriptions to be paid by each Eligible Institution whose Vice-Chancellor or Principal is a Member of the Company and in connection therewith:-

- (a) the Company shall not impose a subscription on an Eligible Institution which is higher than that recommended by the Council; and
- (b) on the recommendation of the Council the Company in General Meeting may decide not to levy any subscription on all or any of the Eligible Institutions referred to in paragraphs (b) and (c) of the definition of that term.

ASSOCIATED INSTITUTIONS AND ASSOCIATE MEMBERSHIP

12. The Council may in its absolute discretion recognise an institution as an Associated Institution if such institution although not a University:-

- (i) has power to award first and higher degrees;
- (ii) is only disentitled to apply for university status because it does not meet the requirements on student numbers set by the relevant government department and the Privy Council; or
- (iii) has not yet demonstrated a track record of not less than three years of successfully maintaining degree standards in its different subject areas, and its strategic plans offer the prospect of those plans being maintained in the future;

and in such event:-

- (a) its chief executive may become an Associate Member and shall be entered in the Register of Members as an Associate Member unless he notifies the Secretary that he does not wish to be an Associate Member;
- (b) the Associate Member shall have the same privileges and rights as a Member except that he shall not be eligible to be elected to the Council or to the office of Chairman, Vice-Chairman or Treasurer, nor to vote at any elections therefor or at any General Meeting;
- (c) the Associated Institution shall pay such subscription as may be determined by the Council;
- (d) the Associate Member shall cease to be eligible as an Associate Member if he shall cease to be the Chief Executive of the Associated Institution but such other person who is appointed so to act shall then become eligible to be an Associate Member;
- (e) the Council may resolve that the Associate Member shall cease to be an Associate Member in the event that the annual contribution due under paragraph (c) is not paid within such period of time as may reasonably be allowed for such payment by the Company.

EFFECT OF MEMORANDUM AND ARTICLES

13. Any Member or Associate Member of the Company shall be deemed to have agreed to be bound by the Memorandum of Association of the Company and these Presents and any rules and bye-laws made in accordance therewith.

CHAIRMAN

14. The Company shall elect the Chairman in accordance with the provisions of this Article as follows:-

- (a) the Chairman for the Academic Years commencing on 1st August 1993 and 1994 shall be the person named as Chairman in the special resolution which also adopts these Articles as the Articles of Association of the Company;
- (b) a succeeding Chairman shall be elected by ballot of the Members to be held in November (or at such other time as the Council shall approve) in the Academic Year preceding that in which he is to assume office;
- (c) a Chairman elected as aforesaid shall hold office for two Academic Years and, unless the Company shall by special resolution so resolve, shall not be eligible for re-election;
- (d) the ballot shall be conducted by the method of the single transferable vote of the Members entitled to vote;
- (e) in the event of the Chairman-elect being unable to take up his office prior to its commencement there shall be a re-election conducted otherwise in accordance with the provisions of paragraph (b) to (d) of this Article;
- (f) in the event of any vacancy occurring in the office of Chairman more than six months before the expiration of his term of office then there shall be a ballot conducted in accordance with paragraph (d) to elect a new Chairman for the remainder of the period of office of the Chairman who has ceased to hold such office; the person so elected shall be eligible for re-election;
- (g) in the event of any vacancy occurring in the office of Chairman with six months or less of his term of office remaining the office may be filled for the remainder of its term by the appointment of an acting Chairman from amongst the Council Members or in some other manner appropriate in the circumstances or remain unfilled, as the Council shall in its absolute discretion determine.

VICE-CHAIRMEN

15. There shall be three Vice-Chairmen of the Company elected or nominated in accordance with the provisions of this Article:-

- (a) the two elected Vice-Chairmen for the Academic Years commencing on 1st August 1993 and 1994 shall be the persons named as elected Vice-Chairmen in a special resolution which also adopts these Articles as the Articles of Association of the Company;
- (b) the Vice-Chairman named as the nominated Vice-Chairman in the said resolution shall be the nominated Vice-Chairman for the Academic Year commencing in 1993;

- (c) the Chairman in the Academic Year commencing in 1994 may nominate a Vice-Chairman in place of the Vice-Chairman nominated under (b) above such Vice-Chairman to hold office for that Academic Year only;
- (d) each Vice-Chairman shall be eligible for re-election or re-nomination as the case may be;
- (e) succeeding elected Vice-Chairmen shall be elected by ballot of the members to be held in November (or such other time as the Council shall approve) in the Academic Year preceding that in which they are to assume office;
- (f) a Vice-Chairman elected as aforesaid shall hold office for two Academic Years and shall be eligible for re-election;
- (g) the ballot for the elected Vice-Chairmen shall be conducted by the method of the single transferable vote of the Members entitled to vote;
- (h) in the event of any vacancy in the office of elected Vice-Chairmen the same shall be filled by the Council electing a new Vice-Chairman from amongst the members of the Council for the remainder of the period of one who has ceased to be Vice-Chairman.

TREASURER

16. The Company shall elect a Treasurer in accordance with the provisions of this Article as follows:-

- (a) the Treasurer for the Academic Years commencing on 1st August 1993 and 1994 shall be the person named as Treasurer in the special resolution which also adopts these Articles as the Articles of Association of the Company;
- (b) a succeeding Treasurer shall be elected by ballot of the Members to be held in November (or at such other time as the Council shall approve) in the Academic Year preceding that in which he is to assume office;
- (c) a Treasurer elected as aforesaid shall hold office two Academic Years and shall be eligible for re-election;
- (d) the ballot shall be conducted by the method of the single transferable vote of the Members entitled to vote;
- (e) In the event of any vacancy in the office of Treasurer the same shall be filled by a ballot to be held in accordance with paragraph (d) for the election of a new Treasurer who shall then hold office for the remainder of the period during which his predecessor was to have held office, except that the Council may determine that in the event of the vacancy occurring at the time when the ballot for the election of a new Treasurer is imminent or has taken place the vacancy shall be filled by the person who is elected as the Treasurer for the two succeeding Academic Years.

GENERAL MEETINGS

17. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Subject as hereinbefore

provided, the Annual General Meeting shall be held at such time and place as the Council shall appoint.

18. The Chairman or the Treasurer or the Council may convene a General Meeting at any time and General Meetings shall also be convened on such requisition as is provided by Section 368 of the Act. In the absence of the Chairman, the Vice-Chairmen acting together also have the right to convene a General Meeting but shall, where possible, give notice of their intention to the Chairman at the first available opportunity by any means of communication open to them.

19. At least twenty-one days' notice in writing of every Annual General Meeting and of every General Meeting convened to pass a special resolution, and at least fourteen days' notice in writing of every other General Meeting (exclusive in every case both of the date on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these Presents or under the Statutes entitled to receive such notices from the Company; but with the consent of all the Members of the Company having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.

20. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

21. All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the auditors and the appointment, and the fixing of the remuneration, of the auditors.

22. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided one quarter of the Company's total membership present in person or by proxy shall be a quorum.

23. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the Members of the Company, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council 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 Members present shall be a quorum.

24. The Chairman or, in his absence, one of the Vice-Chairmen shall preside as chairman at every General Meeting, but if there be no such Chairman or Vice-Chairman, or if at any meeting none of them shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose one of their number who shall be present to preside.

25. The chairman may, with the consent of any meeting of the Members of the Company 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 an adjourned meeting other than business which might properly have been transacted at the the meeting from which the adjournment took place. Whenever such a meeting is adjourned for fourteen days or more, at least seven days' notice shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

26. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the chairman; or

(b) by at least six Members present in person or by proxy; or

(c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings 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 such resolution.

The demand for a poll may be withdrawn.

27. Except as provided in Article 29, if a poll is duly demanded it shall be taken in such a manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

28. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

29. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs not being more than thirty days after the poll is demanded and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

30. Subject as herein provided, every Member (but not an Associate Member) shall have one vote.

31. Save as herein expressly provided, no Member other than a Member referred to in Article 30 and duly registered shall be entitled to vote on any question at any General Meeting.

32. Associate Members elected pursuant to Article 12 shall be entitled to receive notice of and to attend and speak at General Meetings of the Company, but shall not be entitled to vote thereat. The Council shall be entitled to

invite other representatives of Eligible Institutions to attend any General Meeting but a person so invited shall not have a vote.

33. On a poll votes may be given either personally or by proxy.

34. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy so appointed need not be a Member of the Company but, unless he is a Member, must be a senior officer of the institution of which the Member is Vice-Chancellor or Principal or other senior officer.

35. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

36. An instrument appointing a proxy shall be in such form as the Council shall from time to time prescribe or from time to time allow.

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

38. Subject to the provisions of the Statutes, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (which resolution may consist of several documents in the like form each signed by one or more such Members) or a resolution to which every Member so entitled has signified his acquiescence in writing or by fax shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

THE COUNCIL

39. Only a Vice-Chancellor or Principal or person nominated as a Member pursuant to Article 7(b) shall be eligible to be a Council Member.

40. Subject to Article 41 and otherwise as hereinafter provided, and unless and until otherwise determined by the Company in General Meeting the Council shall consist of:-

- (a) the Chairman;
- (b) the two elected Vice-Chairmen and one nominated Vice-Chairman;
- (c) the Treasurer;
- (d) not more than twelve Members elected pursuant to Article 42(a);
- (e) not more than four Members nominated pursuant to Article 42(b).

41. The Council Members at the date of adoption of these Articles shall be the existing Council Members but the officers and Council Members to take office on 1st August 1993 shall be those named in the special resolution which also adopts these Articles as the Articles of Association of the Company.

42. Council Members shall be elected in accordance with the provisions of this Article:-

- (a) in each Academic Year beginning with the Academic Year 1993-94 the Company shall by ballot elect up to four Council Members to hold office for the ensuing three Academic Years in place of those elected Members who are retiring at the end of the then current Academic Year.
- (b) in respect of each Academic Year the Chairman for that year shall nominate up to four Members to be Council Members to hold office during that Academic Year;
- (c) if an elected Council Member (i.e. one named as an elected Council Member in the resolution referred to in Article 41 or one elected pursuant to paragraph (a) of this Article) ceases to be a Council Member his place shall be filled in accordance with a resolution of the Council pursuant to Article 47 and the person so elected shall retire when the original holder of the office of Council Member would have retired by rotation under paragraph (a) of this Article;
- (d) if a Council Member nominated under paragraph (b) of this Article ceases to be a Council Member his place shall be filled by the Chairman for the time being for the remainder of the Academic Year for which he was nominated;
- (e) elections shall be conducted by the method of single transferable vote of the Members entitled to vote;
- (f) a Council Member shall be eligible for re-election unless he intends to retire as a Member during the next ensuing Academic Year.

43. (a) The office of Council Member shall be vacated if:-

- (i) he shall cease to be a Member of the Company;
- (ii) he ceases to be a Council Member by virtue of any provisions of the Statutes or he becomes prohibited by law from being a director; or
- (iii) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (iv) he is, or may be suffering from mental disorder and either:-
 - (aa) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or
 - (bb) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers in respect of his property or affairs; or

- (v) he resigns his office by written notice to the Council, or
 - (vi) he shall for more than twelve consecutive months have been absent without permission of the Council from meetings held during that period and the Council resolves that his office be vacated; or
 - (vii) his term of office shall come to an end under Article 41(a) and he is not re-elected.
- (b) In the event that any Council Member ceases to act in accordance with sub-paragraphs (iii) and (iv) inclusive of paragraph (a) of this Article 43, or is removed from office pursuant to Article 44, he shall immediately forthwith cease to be a Member of the Company.
44. The Company may by ordinary resolution of which special notice has been given in accordance with the Act remove any Council Member before the expiration of his period of office notwithstanding anything in these presents or in any agreement between the Company and such Council Member.
45. No officer (other than the Chief Executive and the Secretary) or Council Member shall be entitled to any remuneration for his services as such officer or Council Member, but the Council may pay any reasonable and proper out-of-pocket expenses incurred by any such Council Member in the performance of his duties or otherwise in connection with the affairs of the Council.
46. The Company may, from time to time in General Meeting increase or reduce the number of Council Members and may (subject to the provisions for eligibility of Council Members contained herein) make the appointments necessary for effecting any such increases.
47. The Council shall have power at any time and from time to time (subject to the provisions for eligibility of Council Members contained herein) to appoint any person to be a Council Member, either to fill a vacancy or, if the number of Council Members has been increased pursuant to Article 46 but the places have not been filled, as an addition to the Council. Any Council Member appointed pursuant to Article 46 shall hold office during the current Academic Year when he shall retire but shall be eligible for re-election.

PROCEEDINGS OF THE COUNCIL

48. (a) The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that at least one such meeting shall be held in each of the three academic terms in each year.
- (b) The Chairman may assess the opinion of the Council on any issue as expressed in debate or correspondence without calling for a vote. In the event of a decision to take a vote, the vote shall be by show of hands unless the Council decides that voting by postal ballot shall be substituted therefor and each Council Member shall have one vote. Decisions taken by vote and by postal ballot shall be determined respectively by a majority of those Council Members present and voting and a majority of Council Members who return valid voting papers to the Secretary by a date previously announced. In the case of an equality of votes the Chairman shall have a casting vote.

49. The Council may whenever it thinks fit and shall, when a request is made in writing by not less than one-third of the Council Members stating the business for which it is required, convene an Extraordinary General Meeting.

50. The Chairman or in his absence a Vice-Chairman shall preside as chairman at all meetings of the Council at which he shall be present, but if at any meeting neither the Chairman nor a Vice-Chairman be present within a reasonable period after the time appointed for holding the meeting, the Council Members present shall choose one of their number to be chairman of the meeting.

51. The quorum necessary for the transaction of the business of the Council may be fixed by the unanimous vote of all the Council Members but this must never be less than eight members of the Council.

52. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Council generally.

53. (a) A Council Member shall not vote in respect of any contract or arrangement in which he is interested or any other matter arising thereout, and, if he does vote, his vote shall not be counted.

(b) For the purposes of this Article a Council Member shall be deemed not to be interested in any contract or arrangement or any matter arising thereout if his interest therein arises solely by virtue of his being an officer of an Eligible Institution or a member of a company in which he holds beneficially not more than one hundredth part of the capital.

54. (a) Subject to the provisions contained in these Presents, the Council may establish standing or other committees, advisory groups and working parties. Any committee, advisory group or working party so formed shall conform to any regulations imposed on it by the Council.

(b) Any committee shall consist exclusively of Council Members in respect of the following matters:-

(i) the doing of any matter, act or thing which is required to be done by the Council under or by virtue of any provision of the Statutes or which involves the alteration, amendment or addition to these Presents or any bye-laws or regulations made thereunder;

(ii) the termination of the membership of any Member of the Company or the Council;

(iii) the approval of the annual estimates and the authorisation of the expenditure of any money of the Company, except within such limits as the Council shall consider reasonably necessary for the proper performance of the functions of any committee or working party formed from time to time.

(c) Members of any standing or other committee, advisory group or working party need not be Council Members.

55. All acts bona fide done by any meeting of the Council or of any committee, advisory group or working party constituted in accordance with

these Presents or by any person acting as a Council Member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Council Member.

56. The Council shall cause proper minutes to be made of all appointments of the officers of the Company and of the proceedings of all meetings of the Company and of the Council.

57. Subject as provided in these Presents the business of the Company shall be managed by the Council who may do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these Presents required to be exercised and done by the Company in General Meeting, subject nevertheless to any regulations contained in or made pursuant to these Presents and to such regulations, being not inconsistent with the aforesaid regulations, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which was valid at the time it was made or done.

THE CHIEF EXECUTIVE

58. The Council shall have power to appoint and from time to time remove the Chief Executive on such terms as the Council shall from time to time determine. Subject to the overall control and supervision of the Council, the Chief Executive shall be responsible for, inter alia, the day-to-day management and administration of the Company and shall be entitled to appoint such other persons to be employed by the Company either full-time or part-time on such terms and conditions as are approved by the Council and as may be reasonably necessary or advisable for discharging the functions of the Company.

SECRETARY

59. The Council shall have power to appoint and from time to time remove one or more persons to act as the Secretary or joint Secretaries of the Company on such terms as the Council shall from time to time determine in accordance with the Statutes. The Council may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall while so acting be deemed for all purposes to be the Secretary of the Company.

SEAL

60. The Council shall provide for the safe custody of the Seal of the Company and such Seal shall not be affixed to any deed or document except by the authority of the resolution of the Council and in the presence of either one Council Member and the Secretary or two Council Members and such one Council Member and the Secretary or two Council Members shall sign every instrument to which the Seal shall be so affixed 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.

ACCOUNTS

61. The Council shall cause accounting records of the Company to be kept in accordance with the Statutes.

62. Accounting records shall be kept at the Office, or subject to Section 222 of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council and the Company.

63. The financial year of the Company shall end on 31st July in each year and at the next following Annual General Meeting the Council shall lay before the Company a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirement by law to be annexed or attached thereto or to accompany the same) shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 of the Act, be sent to the auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection and be read before the meeting as required by Section 241 of the Act.

AUDIT

65. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

65. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

NOTICES

66. A notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.

67. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company and address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Company.

68. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.

69. Any notice or other document which pursuant to these Presents is required to be served by any Member on the Company or on the Secretary or any other officer of the Company may be served by leaving the same at the Office or by sending the same through the post in a prepaid envelope addressed to the Council or to the Secretary or other officer of the Company, as the case may be, at the Office.

70. Any resolution altering these Presents shall be ineffective unless:-

- (i) notice of the intention to move it has been given to the Secretary not less than forty days prior to the date of the Meeting at which it is intended it shall be moved. The notice shall be in such form as the Council may from time to time prescribe and shall recite the resolution intended to be moved.
- (ii) any approval as may be required by the Department of Trade and the Charity Commission of England and Wales shall have been obtained.

DISSOLUTION

71. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Presents.

INDEMNITY

72. Every Council Member and the Chief Executive and the Secretary of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Council Member or Chief Executive or Secretary in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court.

Certified a true copy of the Articles
of Association as amended by Special
Resolution passed on 8th December 1995

Chief Executive and Secretary

