

**G**

COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

For official use

[ ] [ ] [ ]

2517018

Name of company

\* COMMITTEE OF VICE-CHANCELLORS AND PRINCIPALS OF THE UNIVERSITIES  
OF THE UNITED KINGDOM\* insert full  
name of CompanyI, LINDA CHADWICKof ALSOP WILKINSON, INDIA BUILDINGS, WATER STREET, LIVERPOOL, L2 0NH† delete as  
appropriate

do solemnly and sincerely declare that I am a {Solicitor engaged in the formation of the company}†

{person named as director or secretary of the company in the statement delivered to the registrar

~~under section 10(2)}~~† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835Declared at Liverpool

Declarant to sign below

Linda Chadwickthe twenty first day of JuneOne thousand nine hundred and ninetybefore me Shark CruiseA Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

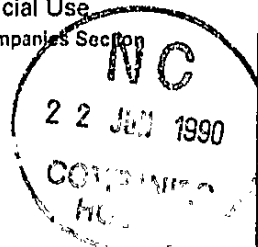
PRINTED AND SUPPLIED BY

**Jordan's**JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNNICK PLACE  
LONDON W1 0EE  
TELEPHONE 01 253 3030  
TELEX 201010Presentor's name address and  
reference (if any):Alsop Wilkinson  
Solicitors  
India Buildings,  
Water Street,  
Liverpool, L2 0NH

For official Use

New Companies Section

Post room



# G

COMPANIES FORM No. 30(5)(a)

## Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

# 30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

For official use

Company number

--	--	--	--

--

Name of company

### Note

This declaration should accompany the application for the registration of the company

\* insert full name of company

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

I, \_\_\_\_\_  
of \_\_\_\_\_

† delete as appropriate

a ~~Solicitor engaged in the formation of the above-named company~~ ~~person named as director or~~  
~~secretary of the above company in the statement delivered under section 10 of the above Act~~† do  
solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the  
above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the  
Statutory Declarations Act 1835.

Declared at Liverpool

Declarant to sign below

*Anna Chadwick*

the 21<sup>st</sup> day of June

One thousand nine hundred and ninety

before me Shirley Currie

A Commissioner for Oaths or ~~Notary Public or Justice of the Peace or Solicitor having the powers conferred on a~~  
~~Commissioner for Oaths~~

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JORDAN & SONS LIMITED  
JORDAN HOUSE  
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LONDON EC1A 3BE  
TELEPHONE 01 253 3610  
TELEX 261013

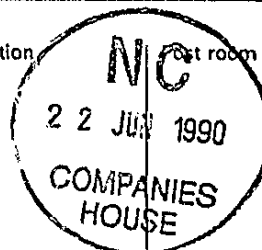


Presenter's name address and reference (if any):

Alsop Wilkinson  
Solicitors  
India Buildings,  
Water Street,  
Liverpool, L2. 0NH

For official Use

New Companies Section



**G**

COMPANIES FORM No. 10

**10****Statement of first directors  
and secretary and intended  
situation of registered office**Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

\*Insert full name  
of company

Name of company

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

The intended situation of the registered office of the company on incorporation is as stated below

29 TAVISTOCK SQUARE	
LONDON	
Postcode	WC1H 9EZ

If the memorandum is delivered by an agent for the subscribers of the  
memorandum please mark 'X' in the box opposite and insert  
the agent's name and address below

X
---

As before.	
Postcode	

Number of continuation sheets attached (see note 1)

--

Presentor's name, address and  
reference (if any):

A'scp Wilkinson  
Solicitors  
India Buildings,  
Water Street,  
Liverpool, L2 0NH

For official use

General Section

22 JUN 1990

COMPANIES  
HOUSE

Post room

COMPANIES HOUSE  
15 JUN 1990

M

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Name (note 3) PARKES		Business occupation VICE-CHANCELLOR UNIVERSITY OF LEEDS	
Previous name(s) (note 3) EDWARD WALTER		Nationality BRITISH	
Address (note 4) THE VICE-CHANCELLOR'S LODGE, GROSVENOR ROAD, HEADINGLEY		Date of birth (where applicable) (note 6)	
LEEDS	Postcode LS6 2DZ		
Other directorshipst USS			
I consent to act as director of the company named on page 1			
Signature Edward Parkes		Date 5 June 1990	

Please do not write in this margin

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3) SUTHERLAND		Business occupation PRINCIPAL KING'S COLLEGE, LONDON	
Previous name(s) (note 3) STEWART ROSS		Nationality BRITISH	
Address (note 4) 50 CHAMPION HILL LONDON		Date of birth (where applicable) (note 6)	
	Postcode SE5 8BS		
Other directorshipst			
I consent to act as director of the company named on page 1			
Signature Stewart R. Sutherland		Date 7 June 1990	

Name (note 3) WILLIAMS		Business occupation VICE-CHANCELLOR UNIVERSITY OF CAMBRIDGE	
Previous name(s) (note 3) DAVID GLYNDWR TUDOR		Nationality BRITISH	
Address (note 4) WOLFSON COLLEGE CAMBRIDGE		Date of birth (where applicable) (note 6)	
	Postcode CB3 9BB		
Other directorshipst			
I consent to act as director of the company named on page 1			
Signature D. Williams		Date 6 June 1990	

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Name (notes 3 & 7)		BURGNER	
Previous name(s) (note 3)			
Address (notes 4 & 7)		12 KINGSLEY PLACE	
HIGHGATE			
LONDON		Postcode	N6 5EA
I consent to act as secretary of the company named on page 1			
Signature		Date	
T. v. Burgner		8 June 1990	

Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

Delete if the form is signed by the subscribers.

Signature of agent on behalf of subscribers		Date
A. v. M. K. M.		21/6/90

Delete if the form is signed by an agent on behalf of the subscribers.

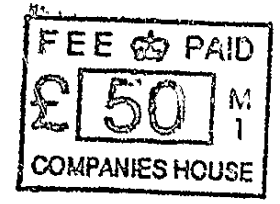
All the subscribers must sign either personally or by a person or persons authorised to sign for them

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

INC 3052/ATR



THE COMPANIES ACT 1985



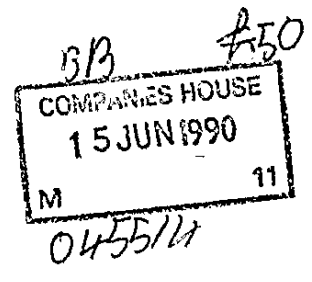
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

2517018

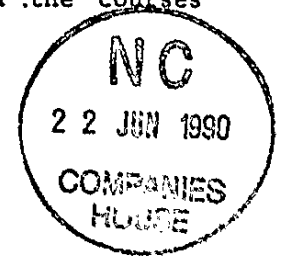
MEMORANDUM OF ASSOCIATION

of

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



1. The name of the Company (hereinafter called "the Company") is "COMMITTEE OF VICE-CHANCELLORS AND PRINCIPALS OF THE UNIVERSITIES OF THE UNITED KINGDOM".
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are to advance and to assist in the advancement of education insofar as such advancement and assistance shall be of a charitable nature and in particular, but without limitation to the generality of the foregoing, to promote, encourage and develop the university sector of higher education in the United Kingdom and in furtherance of these objects or any of them, but not further or otherwise the objects of the Company, shall include:-
  - (a) To promote and provide facilities for discussion and consultation between representatives of university institutions in the United Kingdom, on any matters affecting or relevant to the university sector of higher education in the United Kingdom;
  - (b) To formulate policies on any matters affecting or relevant to the university sector of higher education in the United Kingdom;
  - (c) To represent the university sector of higher education in the United Kingdom and to conduct dealings and to liaise with the Government, any local, national or other institutions, authorities, agencies, bodies or persons, wheresoever in the world situate;
  - (d) To provide information, advice and assistance to universities within the United Kingdom, or any of their representatives, on any aspect of educational affairs, including administrative and financial matters relating to or connected with education;
  - (e) To provide information concerning universities in the United Kingdom, their work, organisation and objectives, and the courses and facilities provided by them;



And, in pursuit of these objects, the Committee shall have the following further powers:-

- (1) To print, make and to publish or to assist in or promote the printing or making of any newspapers, periodicals, books, monographs, articles, leaflets or other literary or audio-visual undertakings that the Company may think desirable for the promotion of its objects and to distribute such as it may think fit;
- (2) To own, exploit and acquire copyrights, rights of publication or reproduction and other rights in respect of any literary, audio-visual or other works or undertakings;
- (3) To produce, present, promote, organise, manage and conduct any meetings, lectures, classes, debates, conferences, libraries, demonstrations or exhibitions for the promotion of its objects as the Company may think fit;
- (4) To solicit and procure by any lawful means and to take, accept and receive any subscription, annuity, gift of money, property or other assets, whether subject to any special trust or not, for the objects of the Company;
- (5) To purchase or by any other lawful means acquire any property or assets whatever, for any estate or interest, and any rights or privileges of any kind over or in respect of any property or assets, and subject to such consents as may be required by law, sell, lease, mortgage or otherwise dispose of or deal in or turn to account all or any of the property or assets of the Company;
- (6) To invest any money of the Company not immediately required for its purposes in or upon such investments, securities or property as the Company thinks fit, subject to such conditions (if any) as may for the time being be imposed or required by law;
- (7) To borrow or raise money on such terms, and with such consents as by law required, and on such security as may be thought fit;
- (8) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (9) To make any donations of assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any charitable associations or institutions;
- (10) To undertake and execute charitable trusts;
- (11) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formulation and registration of the Company;
- (12) To appoint such officers and employees, on such reasonable and proper terms and conditions as the Company thinks fit, as may from time to time be necessary for carrying on the work of the Company;

(13) To do all such other lawful and charitable things as will further the attainment of the objects of the Company or any of them provided that:-

- (i) the Company shall not support with its funds any object or endeavour to impose on or procure the observance by its members or others of any regulation or restriction which if any object of the Company would make it a trade union;
- (ii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without any such authority, approval or consent as may be required by law, and as regards any such property the Council or other managers or trustees of the Company shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for due administration of such property, in the same manner and to the same extent as they would have been answerable and accountable as such Board of Management or their managers or trustees if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercised by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Board of Management or other managers or trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Company were not incorporated; and
- (iii) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trustees;
- (iv) to do all or any of the things and matters aforesaid in any part or parts of the world;

And it is hereby declared that in the construction of this Clause the word "person" shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and words denoting the singular number only shall include the plural number and vice versa.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no Council Member (director) shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or monies worth from the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:-

- (i) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a Council Member (director) of the Company) for any services rendered to the Company and of

expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Company;

- (ii) of interest on money lent by a member of the Company at a reasonable and proper rate per annum;
- (iii) to any Council Member (director) of the Company for reasonable and proper out-of-pocket expenses;
- (iv) of reasonable and proper rent for premises demised or let by any member of the Company.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, the payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (one pound).

7. If upon the winding up or dissolution of the Company there shall remain, 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 given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by members of the Company at or before the time of dissolution and insofar as effect cannot be given to such provisions then to some other charitable education object.

8. True accounting records shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations contained in the Company's Articles of Association for the time being in force, such accounts shall be open to the inspection of the members. 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.

WE the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

---

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

*Edward Parkes* *The Vice-Chancellor's Lodge* *Vice-Chancellor*  
*Grosvenor Road*  
*Leeds LS6 2DZ*

EDWARD WALTER PARKES

The Vice Chancellor's Lodge, Grosvenor  
Road, Headingley, Leeds LS6 2DZ

Vice Chancellor

*D.S.T. Williams*

*Wolfson College*  
*Cambridge CB3 9BB*

*Vice-Chancellor*

DAVID GLYNDWR TUDOR WILLIAMS

Wolfson College, Cambridge, CB3 9BB

Vice Chancellor

*Stewart R. Sutherland* *50 Champion Hill* *Principal*  
*London SE5 8BS*

STEWART ROSS SUTHERLAND

50, Champion Hill, London, SE5 8BS. Principal

---

Dated this *8<sup>th</sup>* of *June* 1990

Witness to the above signatures:-

*David J. Lee*  
*19A Gloucester Avenue*  
*Regents Park*  
*London NW1 4AN*

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

GENERAL

1. (a) The Companies (Tables A to F) Regulations 1986 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
  - (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 succeeding 31st July;

"Act"

The Companies Act 1985;

"Chairman"

Chairman for the time being of the Company elected in accordance with Article 14;

"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 38 to 41 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"> <li>(a) all Universities in the United Kingdom;</li> <li>(b) all the colleges of the University of Wales other than those referred to in paragraph (c) below;</li> <li>(c) either but not both of St. David's College Lampeter and the College of Medicine in the University of Wales, each to be an eligible institution on a rotational basis;</li> </ul> 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;
"Honorary Treasurer"	the Honorary Treasurer for the time being of the Company;
"In writing"	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form;
"Month"	Calendar Month;
"Office"	The registered office of the Company;
"Seal"	The Common Seal of the Company;
"Secretary"	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 other the articles of association of the Company from time to time in force;
"United Kingdom"	United Kingdom of Great Britain and Northern Ireland;
"University"	A University or other institution in the United Kingdom designated by the Secretary of State for Education and Science as a recognised body by The Education (Recognised Bodies) Order 1988 (other than the Archbishop of Canterbury, the Council for National Academic Awards, London Business School and Royal College of Music) or such other institution as may from time to time be a recognised body and be accepted by the Council as a University;
"Vice-Chairman"	A Vice-Chairman for the time being of the Company;
"Vice-Chancellor or Principal"	The Vice-Chancellor or Principal of an 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. Subject to the provisions (so far as applicable) of the Statutes, the business of the Company may be commenced as soon after the incorporation of the Company as the Council shall think fit.
5. The Office shall be at such place in England and Wales as the Council shall from time to time appoint.

## MEMBERSHIP

6. The first members of the Company shall be the subscribers to the Memorandum of Association and such other persons as they shall nominate within forty two days of incorporation being members who are eligible at incorporation in accordance with Article 7 and they shall be entered in the Register of Members accordingly.

7. 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 8(b) including any first member who had been so nominated prior to incorporation; or
- (c) such other persons as the Council shall decide to admit to membership as an associate being the Registrar of the University of Oxford, the Registry of the University of Cambridge and such other persons not otherwise eligible for membership as the Council shall in its discretion think fit.

8. (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 its Principal, Heads of Colleges or Schools of that University or other senior officers of such Colleges or Schools 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.

- (c) Any other person declared eligible for membership under Article 7(c) shall become a Member upon signing an application for membership agreeing to become a Member on the terms of the Memorandum and Articles of Association as from time to time amended in accordance with the Statutes.

9. The name of each Vice-Chancellor or Principal and other person to be admitted to membership shall be entered on the Register of Members.

10. Unless otherwise provided by the Council, any Member shall cease automatically to be a Member upon his ceasing to be eligible under Article 8 and in particular a member nominated under Article 8(b) shall cease to be a Member at the end of an Academic Year if another person is nominated in his place.

11. The Council may resolve that any Member eligible under Article 8(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 13 is not paid by that eligible institution within the period of time provided for by the Company for such payment.

12. Any 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.

#### SUBSCRIPTIONS

13. 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 higher 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.

#### CHAIRMAN AND VICE-CHAIRMEN

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

- (a) The first Chairman shall be elected by the subscribers to the Memorandum of Association and shall hold office until 31st July 1991;
- (b) A person shall not be eligible to be elected as Chairman unless he is then also a Council Member;
- (c) A succeeding Chairman 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 he is to assume office;
- (d) 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;
- (e) The ballot shall be conducted by the method of the single transferable vote and those entitled to vote are Members eligible for membership under Article 7(a) and (b);

15. In respect of each Academic Year the Chairman may appoint not more than two Vice-Chairmen of the Company from amongst the Council Members each such Vice-Chairmen to hold office for the next succeeding Academic Year.

#### GENERAL MEETINGS

16. 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. Provided that, so long as the Company holds its first Annual General meeting within

eighteen months of its incorporation, it need not hold it in the year of its incorporation. Subject as hereinbefore provided, the Annual General Meeting shall be held at such time and place as the Council shall appoint.

17. The Chairman and Vice-Chairmen (who may only act accordingly in the absence of the Chairman and provided notice has first been given to the Chairman), the Honorary Treasurer and the Council may convene a General Meeting whenever they think fit. General Meetings shall also be convened on such requisition as is provided by Section 368 of the Act.

18. At least twenty-one days' notice in writing of every Annual General Meeting and of every 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.

19. 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

20. 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 of, and the fixing of the remuneration of, the Auditors.

21. 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 shall be a quorum.

22. 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.

23. 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.

24. 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 the meeting from which the adjournment took place. Whenever such a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

25. 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.

26. Except as provided in Article 28, 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.

27. 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.

28. 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 and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

29. Subject as herein provided, every Member who is a Vice-Chancellor or Principal or a person who becomes a member under Article 8(b) shall have one vote.

30. Save as herein expressly provided, no Member other than a Member referred to in Article 29 and duly registered shall be entitled to vote on any question at any General Meeting.

31. Members elected pursuant to Article 8(c) 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.

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

33. 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.

34. 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.

35. 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.

36. 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.

37. 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

38. Only a Vice-Chancellor or Principal or person nominated as a Member pursuant to Article 8(b) shall be eligible to be a Council Member.

39. Subject to Article 40 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 Honorary Treasurer;

- (c) not more than twelve Members elected pursuant to Article 41(a);
- (d) not more than four Members nominated pursuant to Article 41(b).

40. The first Council Members shall be the subscribers to the Memorandum of Association and these Presents and such other Members as they may nominate as Council Members within forty two days of incorporation and they may determine the period during which each of the first Council Members is to hold office.

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

- (a) in each Academic Year the Company shall by ballot elect up to four Council Members to hold office for the ensuing three Academic Years in place of those retiring at the end of the current Academic Year.
- (b) in respect of each Academic Year the Chairman for that year shall appoint up to four Members to be Council Members to hold office during that Academic Year;
- (c) if a Council Member elected under paragraph (a) of this Article ceases to be a Member his place shall be filled in accordance with Article 47 subject to re-election under paragraph (d) and 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 until the end of the Academic Year during which his predecessor was to hold office;
- (d) in the event of a Member elected to fill a casual vacancy arising because a Council Member elected under paragraph (a) of this Article has ceased to be a Council Member he shall retire when the original holder of the office of Council Member would have retired by rotation under Article 41(a);
- (e) elections shall be by single transferable 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.

42. There shall be an Honorary Treasurer of the Company elected by the Council whose term of office will normally be three Academic Years. At the expiration of the term of office of the Honorary Treasurer, whether by effluxion of time, death, resignation or other casual vacancy, the Council shall elect a new Honorary Treasurer for a further period of three complete Academic Years and, if a vacancy occurs during the course of an Academic Year, for the remaining part thereof.

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

- (i) 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
- (ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(iii) 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 with respect of his property or affairs; or

(iv) he resigns his office by written notice to the Council, or

(v) 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

(vi) his term of office shall come to an end under Article 41(a) and he is not re-elected; or

(vii) he shall cease to be a Member of the Company.

(b) In the event that any Council Member ceases to act in accordance with sub-paragraphs (i) - (v) 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 Council Member shall be entitled to any remuneration for his services as such 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 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 casual 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 so appointed 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 and willing to preside, the members of the Council 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 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 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 pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration 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 Statutes or by these Presents required to be exercised and done by the Company in General Meeting, subject nevertheless to any regulations of these Presents, the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

#### THE SECRETARY AND THE SECRETARIAT

58. The Council shall have power to appoint and from time to time to remove the Secretary on such terms as the Council shall from time to time determine in accordance with the Statutes.

59. A Secretary appointed in accordance with Article 58 hereof shall, subject to the overall control and supervision of the Council as provided for in Article 60 hereof, be responsible for inter alia the day-to-day

management and administration of the Company and subject as aforesaid, the Secretary 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 Secretariat.

#### 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 (or in the case of the first account since the incorporation of the Company made up to a date not more than seven months before such meeting) 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

64. 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 an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the 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 previous thereof were repeated in these Articles.

### INDEMNITY

72. Every Council Member and every officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Council Member, officer or Auditor 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.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Edward Parkes	The Vice-Chancellor's Lodge Grosvenor Road Leeds LS6 2DZ	Vice-Chancellor
EDWARD WALTER PARKES	The Vice-Chancellor's Lodge, Grosvenor Road, Headingley, Leeds, LS6 2DZ	Vice Chancellor
D. T. Williams	Wolfson College Cambridge CB3 9BB	Vice-Chancellor
DAVID GLYNDWR TUDOR WILLIAMS	Wolfson College, Cambridge, CB3 9BB	Vice Chancellor
Stewart R. Sutherland	50 Champion Hill London SE5 8BS	Principal
STEWART ROSS SUTHERLAND	50, Champion Hill, London, SE5 8BS	Principal

Dated this 8<sup>th</sup> day of June 1990

Witness to the above signatures:-

DAVID ANDERSON-  
EVANS  
19A Gloucester  
Avenue  
Regents Park  
London  
NW1 7AU

*[Handwritten signature]*  
19A Gloucester Avenue  
Regents Park  
London NW1 7AU

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

No. 2517018

I hereby certify that  
COMMITTEE OF VICE-CHANCELLORS AND  
PRINCIPALS OF THE UNIVERSITIES OF THE UNITED  
KINGDOM

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 29 JUNE 1990

*Mrs. M. Moss*  
MRS. M. MOSS

an authorised officer