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

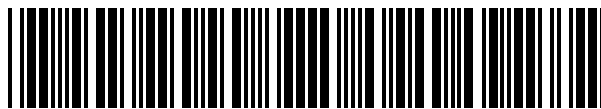
Company Number **15573269**

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

CU HEALTH AND CARE LIMITED

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

Given at Companies House, Cardiff, on **18th March 2024**



N15573269P



Companies House



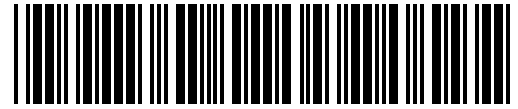
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **18/03/2024**

XCZ4E1R4

Company Name in full:

CU HEALTH AND CARE LIMITED

Company Type:

Private company limited by guarantee

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**COVENTRY UNIVERSITY PRIORY STREET
COVENTRY
UNITED KINGDOM CV1 5FB**

Sic Codes:

**85410
85421
85422**

Proposed Officers

Company Director 1

Type: **Person**
Full Forename(s): **ANN-MARIE**
Surname: **CANNABY**
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/04/1966** *Nationality:* **BRITISH**
Occupation: **PRO-VICE-CHANCELLOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type: **Person**
Full Forename(s): **IAN MITCHELL**
Surname: **MARSHALL**
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/04/1957** *Nationality:* **BRITISH**
Occupation: **CHIEF OPERATING OFFICER**

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type:	Person
Full Forename(s):	PAUL MALCOLM
Surname:	KENDRICK
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	UNITED KINGDOM

Date of Birth: ****/07/1980** *Nationality:* **BRITISH**
Occupation: **CHIEF FINANCE OFFICER**

The subscribers confirm that the person named has consented to act as a director.

Company Director 4

Type:	Person
Full Forename(s):	STEPHEN JOHN
Surname:	GALLIFORD
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	UNITED KINGDOM

Date of Birth: ****/06/1963** *Nationality:* **BRITISH**

Occupation: **PRO-VICE-CHANCELLOR**

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Guarantee

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

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

Name: **COVENTRY UNIVERSITY**

Address **COVENTRY UNIVERSITY PRIORY STREET
COVENTRY
UNITED KINGDOM
CV1 5FB**

Amount Guaranteed **£10.00**

Lawful Purpose Statement

The subscribers confirm that the company has been formed for lawful purposes.

Statement of Compliance

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

memorandum delivered by an agent for the subscriber(s): **YES**

Agent's Name: **RAVI SAPARA**

Agent's Address: **NO. 1 CIRCLE SQUARE 3 SYMPHONY PARK
MANCHESTER
UNITED KINGDOM
M1 7FS**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **RAVI SAPARA**

Agent's Address: **NO. 1 CIRCLE SQUARE 3 SYMPHONY PARK
MANCHESTER
UNITED KINGDOM
M1 7FS**

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of CU HEALTH AND CARE LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Authentication
COVENTRY UNIVERSITY	Authenticated Electronically

Dated: 18/03/2024

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
COMPANY NUMBER: []

ARTICLES OF ASSOCIATION
OF
CU HEALTH AND CARE LIMITED
INCORPORATED ON [] 2023

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CU HEALTH AND CARE LIMITED

(registered number: [])

("the company")

1. EXCLUSION OF MODEL ARTICLES

The model articles of association for private companies limited by guarantee contained in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended at the date of adoption of these articles shall not apply to the company.

2. INTERPRETATION

- 2.1 Without prejudice to any other definitions contained elsewhere in these articles, the following words and expressions shall in these articles have the meanings set out or referred to opposite each respectively (unless the context otherwise requires):

"the Act"	means the Companies Act 2006;
"address"	means a postal address or, for the purposes of electronic communication, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the company;
"articles"	means these articles of association;
"business day"	means a day other than a Saturday, Sunday or public holiday in the location where a member has established its registered address or principal centre of activities;
"Commission"	means the Charities Commission for England and Wales and any successor body thereto;
"company"	means the company intended to be regulated by these articles;
"Connected"	has the meaning given to such term in article 44;

"director"	means a director of the company. The directors are charity trustees as defined by section 177 of the Charities Act 2011;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"electronic form"	has the meaning given in section 1168 of the Act;
"eligible director"	means in relation to any matter a director who would be entitled to vote on the matter concerned at a meeting of directors, but excluding any director whose vote is not to be counted in respect of the matter concerned;
"Material Benefit"	means a benefit that may or may not be financial but that has monetary value;
"member"	means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with these Articles;
"memorandum"	means the company's memorandum of association;
"Objects"	means the objects of the company as stated in article 4;
"Office for Students"	means the non-departmental public body of the Department for Education, acting as the regulator and competition authority for the higher education sector in England or any successor body;
"officers"	includes the directors and the secretary;
"ordinary resolution"	has the meaning given in section 282 of the Act;
"proxy notice"	has the meaning given in article 15;
"secretary"	means any person who may be appointed to perform the duties of the secretary of the company from time to time (if any);
"special resolution"	has the meaning given in section 283 of the Act;
"subsidiary"	has the meaning given in section 1159 of the Act;
"University"	means Coventry University or any successor body or organisation carrying on the activities thereof;
"University Director"	means a director appointed to the Company by the University either prior to the date of adoption of these articles;
"University Subsidiary"	means any wholly-owned subsidiary of the University from time to time other than the company; and
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 2.2 Save as otherwise specifically provided in these articles and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these articles.
- 2.3 Any reference in these articles to any provision of any statute or to any other legislative provision shall be deemed to include a reference to any statutory or other legislative modification or re-enactment of that provision from time to time in force.
- 2.4 In these articles, where the context so permits, words importing the singular number shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter and vice versa; words importing persons shall include bodies corporate, unincorporated associations and partnerships.
- 2.5 The headings to each of these articles are inserted for ease of reference only and shall not affect the construction or interpretation of these articles.
- 2.6 A reference in these articles to an **"article"** followed by a particular number is a reference to the relevant article of these articles bearing that number.
- 2.7 Any phrase introduced by the terms **"including"**, **"include"**, **"in particular"** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

3. **LIABILITY OF MEMBERS**

- 3.1 The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while it is a member or within one year after it ceases to be a member, for:
- 3.1.1 payment of the company's debts and liabilities contracted before it ceases to be a member;
 - 3.1.2 payment of the costs, charges and expenses of winding up; and
 - 3.1.3 adjustment of the rights of the contributories among themselves.

4. **OBJECTS**

- 4.1 The objects and purposes for which the company is established are restricted specifically to:
- 4.1.1 the advancement of education for the public benefit by the conduct of teaching and learning, scholarship and research (including the publication of research) including without limitation health and subjects allied to health and social care; and
 - 4.1.2 such other charitable purposes (according to the laws of England and Wales) as the directors acting via a special resolution see fit from time to time.

5. **POWERS**

- 5.1 The company has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the company has power:
- 5.1.1 to establish itself as an education institution within the apprenticeship, further and higher education sectors and, subject to regulatory approvals, seek degree awarding powers and university title;
 - 5.1.2 to provide, on such terms as the company shall think fit, and to admit students to facilities for and to promote instruction study training and research full-time, part-time, modular or other types of courses, lectures, seminars, conferences,

training, e-learning, distance learning, blended learning or other forms of teaching and learning now or in the future devised;

- 5.1.3 to assess the performance of persons by examinations and by other means;
- 5.1.4 to provide, upon such terms as the company shall think fit, such student facilities, materials and other things as are suitable or convenient for any purposes of the company;
- 5.1.5 on the grounds of assessment including examinations and other forms of test and assessment or study or research or other evidence of achievement or as a recognition of service to the company or as a mark of distinction and respect, to grant to persons approved by the company such degrees (subject to the company obtaining degree awarding powers as such term is defined under the Higher Education and Research Act 2017), honorary degrees, diplomas, licences, certificates, credits, academic distinctions or awards as the company may think fit and to withhold or withdraw the same if the company shall consider that there are good grounds for such withholding or withdrawal;
- 5.1.6 to participate as the company may think fit in any arrangements with the University and any university or institute of higher education or with any other body having the appropriate powers whereby students of the company may become qualified to receive any degrees or other academic qualifications of such other body;
- 5.1.7 to establish such relationships with the University, other universities or other educational institutions or any other body as may be thought desirable or expedient, including the recognition of courses or parts of courses of or taught at the University, such other universities and educational institutions and other bodies as leading to awards or credits of the company;
- 5.1.8 to provide or cause to be provided accommodation and related facilities for staff and students;
- 5.1.9 to provide for the recreational, social and spiritual needs and general welfare of the students and the staff of the company.
- 5.1.10 to raise funds and receive contributions from any person whatsoever by way of subscription, donation, grant or otherwise. In doing so, the company must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 5.1.11 to carry out or cause to be carried out or fund any and all types of research for any of the Objects as set out in article 4.1.1 including but not limited to basic, translational, clinical, behavioural, educational and population-based research and dissemination, production, distribution, application or other use of the results of any such research;
- 5.1.12 to assign, licence or otherwise deal in and exploit the findings of research;
- 5.1.13 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.1.14 to sell, lease or otherwise dispose of all or any part of the property belonging to the company;
- 5.1.15 to borrow money and to charge the whole or any part of the property belonging to the company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;

- 5.1.16 to co-operate with other charities, voluntary bodies, non-governmental organisations, publicly funded organisations and statutory authorities and to exchange information and advice with them;
- 5.1.17 to establish trading subsidiaries;
- 5.1.18 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.1.19 to grant funding up to the University to further the company's charitable objects;
- 5.1.20 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 5.1.21 to provide, arrange, promote or fund seminars, lectures, exhibitions, meetings, courses, conventions and conferences nationally and internationally relating to all or any of the Objects;
- 5.1.22 to prepare, publish and distribute, or assist in the preparation, publication or distribution of, material including the results of research (whether gratuitously or not), whether in physical, electronic or other format, relating to the Objects or anything done in pursuance thereof;
- 5.1.23 to promote public education, understanding, awareness of, or interest in the Objects, including the performance or support of any activities that might improve any public understanding, awareness or interest thereof;
- 5.1.24 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.1.25 to make grants or loans of money, to give prizes and charitable donations and to administer money and funds;
- 5.1.26 to employ and remunerate such staff as are necessary for carrying out the work of the company. The company may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article to;
 - 5.1.26.1 deposit or invest funds;
 - 5.1.26.2 employ a professional fund-manager; and
 - 5.1.26.3 arrange for the investments or other property of the company to be held in the name of a nominee;

in the same manner as the trustees of a trust are permitted to do by the Trustee Act 2000 and subject to the same conditions;

 - 5.1.26.4 to provide indemnity insurance for the directors and any other officers of the company in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and
 - 5.1.26.5 to pay out of the funds of the company the costs of forming and registering the company both as a company and as a charity.

6. **APPLICATION OF INCOME AND PROPERTY**

- 6.1 The income and property of the company shall be applied solely towards the promotion of the Objects.

Payments to directors:

- 6.2 A director is entitled to be reimbursed from the property of the company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the company.
- 6.3 A director may benefit from trustee indemnity insurance cover purchased at the company's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6.4 A director may receive an indemnity from the company in the circumstances specified in article 40.1.
- 6.5 A director may not receive any other benefit or payment unless it is authorised by article 7.

Payments to members – donations, supply of services or goods, repayment of advances or loans, payment of rent

- 6.6 Subject to article 7, none of the income or property of the company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the company. This does not prevent a member who is not also a director receiving:
 - 6.6.1 a benefit from the company in the capacity of a beneficiary of the company;
 - 6.6.2 reasonable and proper remuneration for any goods or services supplied to the company.

7. BENEFITS AND PAYMENTS TO THE COMPANY DIRECTORS, CONNECTED PERSONS AND MEMBERS

- 7.1 The income and property of the company shall be applied solely towards the promotion of the Objects and directors must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the company but:
 - 7.1.1 directors may be paid interest at a reasonable rate on money lent to the company;
 - 7.1.2 directors may be paid a reasonable rent or hiring fee for property let or hired to the company;
 - 7.1.3 directors who are beneficiaries may receive charitable benefits in that capacity;
 - 7.1.4 the company may reimburse directors in respect of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the company;
 - 7.1.5 directors may benefit from trustee indemnity insurance purchased pursuant to article 6.3;
 - 7.1.6 the company may indemnify directors in accordance with article 40.1;
 - 7.1.7 without prejudice to article 7.2, the company may make payment to any company in which a director has no more than a 1% shareholding; and
 - 7.1.8 directors may receive benefits pursuant to article 7.2.
- 7.2 Any director (or any connected person whose remuneration might result in a director obtaining a Material Benefit) may enter into a contract with the company to supply goods or services in return for a payment or other Material Benefit but only if:
 - 7.2.1 the goods or services are actually required by the company;

- 7.2.2 any conflict of interests is authorised by the directors in accordance with article 8.2;
- 7.2.3 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in article 8.3;
- 7.2.4 in any financial year, less than half of the directors are subject to such a contract (or have a connected person who is subject to such a contract).
- 7.3 A director or connected person may take part in the normal trading and fundraising activities of the company on the same terms as members of the public.
- 7.4 In articles 7.1 and 7.2:
 - 7.4.1 **“company” includes any company in which the company:**
 - (a) holds more than 50% of the shares; or
 - (b) controls more than 50% of the voting rights attached to the shares; or
 - (c) has the right to appoint one or more directors to the board of the company.
 - 7.4.2 **“connected person”** has the meaning set out in article 44.
- 8. **DIRECTORS’ INTERESTS**
 - 8.1 A director must avoid a situation in which he or she has an interest or duty that conflicts or possibly may conflict with the interests of the company. This duty is not infringed if:
 - 8.1.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 8.1.2 the situation is authorised by the **directors** in accordance with article 8.2; or
 - 8.1.3 the conflict is authorised by virtue of any other provision in the articles; or
 - 8.1.4 the situation relates to the purchase of trustee indemnity insurance in accordance with article 6.3.
 - 8.2 If a conflict of interests arises for a director, the unconflicted directors may authorise such a conflict of interests provided that:
 - 8.2.1 the procedure in article 8.3 is followed;
 - 8.2.2 authorisation will not result in any direct or indirect Material Benefit being conferred on any director or any connected person that would not be permitted by article 7; and
 - 8.2.3 the unconflicted directors consider it is in the best interests of the **company** to authorise the conflict of interest in the circumstances.
 - 8.3 Whenever a director has an interest in a matter to be discussed at a meeting of the directors or a committee the director concerned must:
 - 8.3.1 declare his or her interest before discussion begins on the matter;
 - 8.3.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 8.3.3 not be counted in the quorum for that part of the meeting;

8.3.4 withdraw during the vote and have no vote on the matter.

8.4 A director shall be authorised for the purposes of section 175 of the Companies Act 2006 to act or continue to act as a director of the company notwithstanding that at the time of his appointment or subsequently he also holds office as trustee, a director or other officer of, or is employed by, or is otherwise interested in the University and any other University Subsidiary or undertakings of the University and no further authorisation under articles 8.2 or 8.3 shall be necessary in respect of any such interest.

9. **MEMBERS**

9.1 The subscriber to the memorandum is the first member of the company.

9.2 Membership is open to persons:

9.2.1 who apply to the company in the form required by the directors; and

9.2.2 who have received members' prior approval.

The University (as member) may in its absolute discretion decline to accept any application for membership and they need not give any reasons for doing so.

9.3 Membership is not transferable.

9.4 The directors must keep a register of names and addresses of the members.

10. **CLASSES OF MEMBERSHIP**

10.1 The directors may, subject to members' prior unanimous approval, establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

10.2 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

10.3 The rights attached to a class of membership may only be varied if all the members consent in writing to the variation.

11. **TERMINATION OF MEMBERSHIP**

11.1 Membership is terminated if:

11.1.1 the member ceases to exist;

11.1.2 provided that there be at least one other member at the time of resignation, the member resigns by no less than 7 days written notice to the company; or

11.1.3 the member is removed from membership by unanimous decision of all of the other members for the time being.

12. **GENERAL MEETINGS**

12.1 The directors may (and on the requisition of members in accordance with the Companies Act must) call a general meeting at any time.

13. **NOTICE OF GENERAL MEETINGS**

13.1 The minimum periods of notice required to hold a general meeting of the company are:

13.1.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution; and

- 13.1.2 fourteen clear days for all other general meetings.
- 13.2 A general meeting may be called by shorter notice if it is so agreed by all the members having a right to attend and vote at the meeting.
- 13.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 15.
- 13.4 The notice must be given to all the members and to the directors and auditors.
- 13.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the company.
14. **PROCEEDINGS AT GENERAL MEETINGS**
- 14.1 No business shall be transacted at any general meeting unless a quorum is present.
- 14.2 Where there is only one member, a quorum is one member. Where there is more than one member, a quorum is two members, including the University for as long as the University remains a member of the company.
- 14.3 The authorised representative of a member organisation shall be counted in the quorum.
- 14.4 If:
- 14.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or
- 14.4.2 during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to the same day of the next week at the same time and the same place and each member shall, unless otherwise agreed, be notified by the directors in writing of the date, time and place of the adjourned meeting. Non quorate meetings of the members shall be adjourned as stated above until a quorum is met.
- 14.5 At each general meeting, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 14.6 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 14.7 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 14.8 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 14.9 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 14.10 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 14.10.1 by the person chairing the meeting; or
- 14.10.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or

- 14.10.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 14.11 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 14.12 The result of the vote must be recorded in the minutes of the company but the number or proportion of votes cast need not be recorded.
- 14.13 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 14.14 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 14.15 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 14.16 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 14.17 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 14.18 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 14.19 The poll must be taken within thirty days after it has been demanded.
- 14.20 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 14.21 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 15. **CONTENT OF PROXY NOTICES**
- 15.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - 15.1.1 states the name and address of the member appointing the proxy;
 - 15.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 15.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 15.1.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 15.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 15.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 15.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 15.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

- 15.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

16. **DELIVERY OF PROXY NOTICES**

- 16.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- 16.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 16.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 16.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

17. **WRITTEN RESOLUTIONS**

- 17.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75% of members, including the University for as long as it is a member) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 17.1.1 a copy of the proposed resolution has been sent to every eligible member;
 - 17.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75% of members, including the University for as long as it is a member) of members has signified its agreement to the resolution;
 - 17.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date; and
 - 17.1.4 any document or communication signifying a member's agreement to a written resolution includes a copy of the full text of the resolution to which the member is agreeing.
- 17.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 17.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.
- ## 18. **VOTES OF MEMBERS**
- 18.1 Subject to article 10, every member shall have one vote.
- 18.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 18.3 Any organisation that is a member of the company must nominate a person who is a trustee, council member, director or employee of that member to act as its representative at any meeting of the company and for the purposes of signing or otherwise agreeing to written resolutions.
- 18.4 The organisation must give written notice to the company of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless

the notice has been received by the company before the meeting starts. The representative may continue to represent the organisation until written notice to the contrary is received by the company.

- 18.5 Any notice given to the company will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The company shall not be required to consider whether the representative has been properly appointed by the organisation.

19. **AMENDMENT OF ARTICLES**

- 19.1 None of the provisions of these articles may be amended except by means of a resolution which has received unanimous members' prior approval.

20. **NUMBER OF DIRECTORS**

- 20.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

20.1.1 by notice given by the University pursuant to article 38; or

20.1.2 by a decision of the directors (provided such person has been approved in writing in advance by the University (for so long as the University is the holder of not less than 90% of the voting rights of the company)).

- 20.2 Unless otherwise determined by ordinary resolution of the members, there shall be a minimum of two directors and the number of directors shall not be subject to any maximum of 12.

- 20.3 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 34.

- 20.4 All directors shall meet the "fit and proper" test for members of the governing body of a registered higher education provider of higher education as required by the Office for Students from time to time.

- 20.5 In appointing and nominating directors the members and the directors shall seek to ensure that the board has a balanced skill set with appropriate diversity appropriate for the nature, scale and complexity of the company.

- 20.6 The first directors shall be those persons notified to Companies House as the first directors of the company.

- 20.7 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

21. **DIRECTORS' GENERAL AUTHORITY**

- 21.1 Subject to these articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company unless they are subject to any restrictions imposed by the Act, the articles or any resolution.

- 21.2 No alteration of these articles retrospectively invalidates anything which the directors have done prior to that alteration which would have been valid had that alteration not been made.

- 21.3 The directors may regulate their proceedings as they think fit, subject to the provisions of these articles.

22. **MEMBER CONSENT**

- 22.1 The members may, by special resolution, direct the directors to take, or refrain from taking specified action.

22.2 No such resolution retrospectively invalidates anything which the directors have done before the passing of the resolution.

23. **DIRECTORS MAY DELEGATE**

23.1 Subject to these articles, the directors may delegate any of the powers or functions which are conferred on them under these articles: to such person or committee; by such means (including by power of attorney); to such an extent (including collaterally with or to the exclusion of their own powers); in relation to such matters or territories; and on such terms and conditions; as they think fit provided that:

23.1.1 where such powers or functions are delegated to a committee each such committee shall include at least one director;

23.1.2 committees to which such powers or functions are delegated must follow procedures which are based as far as they are applicable on those provisions of these articles which govern the taking of decisions by directors; and

23.1.3 the terms of any delegation must be recorded in the minute book.

23.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from these articles if they are not consistent with them.

24. **DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

24.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 25.

25. **DECISIONS**

25.1 Questions arising at a meeting of the directors shall be decided by a majority of votes.

25.2 A decision may not be taken in accordance with this article 25 if the eligible directors would not have formed a quorum at such a meeting. A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

25.3 Subject to article 25.4, a resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

25.4 Each director may sign a single document setting out the resolution and containing a statement that they agree to the resolution or the agreement of the directors evidenced by several documents containing the text of the resolution in the same form to each of which one or more directors has signified their agreement. A written resolution of the directors is passed when the last director signs or otherwise signifies agreement to the resolution in accordance with this article 25.4.

25.5 Subject to article 25.6, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

25.5.1 who was disqualified from holding office;

25.5.2 who had previously retired or who had been obliged by the constitution to vacate office;

25.5.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

25.5.4 if without:

25.5.4.1 the vote of that director; and

25.5.4.2 that director being counted in the quorum;

the decision has been made by a majority of the eligible directors present and entitled to vote at a quorate meeting.

25.6 Article 25.5 does not permit a director or connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 25.5 the resolution would have been void, or if the director has not complied with article 8.

26. **CALLING A DIRECTORS' MEETING**

26.1 There shall be a meeting of the directors at least three times per year, or as may otherwise be decided from time to time by the directors.

26.2 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice. The secretary must call a meeting of the directors if so requested to do so by a director.

26.3 Notice of any directors' meeting must indicate:

26.3.1 its proposed date and time;

26.3.2 where it is to take place; and

26.3.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

26.4 Notice of a directors' meeting must be given to each director in writing and for the avoidance of doubt notice by email shall be sufficient for these purposes.

26.5 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company at any time. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

27. **PARTICIPATION IN DIRECTORS' MEETINGS**

27.1 Subject to these articles, directors participate in a directors' meeting, or part of a directors' meeting, when the meeting has been called and takes place in accordance with these articles and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

27.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other. A meeting may be held by suitable electronic or virtual means in which each participant may communicate with all the other participants.

27.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

28. **QUORUM FOR DIRECTORS' MEETINGS**

28.1 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic or virtual means agreed by the directors in which a participant or participants may communicate with all the other participants in accordance with article 27.2.

- 28.2 Subject to article 8.3, the quorum for directors' meetings shall be three eligible directors provided that one of them is a University Director. A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 28.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- 28.3.1 to appoint further directors (provided such persons have been approved in writing in advance by the University (for so long as the University is a member)); or
- 28.3.2 to call a general meeting so as to enable the members to appoint further directors.
29. **CHAIRING OF DIRECTORS' MEETINGS**
- 29.1 The directors may appoint a director to chair their meetings (provided such person has been approved in writing in advance by the University (for so long as the University is a member)).
- 29.2 The person so appointed for the time being is known as the chair.
- 29.3 The directors may terminate the chair's appointment at any time (provided such termination has been approved in writing in advance by the University (for so long as the University is a member)).
- 29.4 If the chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.
30. **CASTING VOTE**
- 30.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 30.2 Article 30.1 shall not apply in respect of a meeting (or part of a meeting) at which, for the purposes of that meeting (or part of a meeting), the chair or other director is not an eligible director.
31. **MINUTES**
- 31.1 The directors must keep minutes of all:
- 31.1.1 appointments of officers made by the directors;
- 31.1.2 proceedings at meetings of the company;
- 31.1.3 meetings of the directors and committees of directors including:
- (a) the names of the directors present at the meeting;
- (b) the decisions made at the meetings; and
- (c) where appropriate the reasons for the decisions.
32. **ACCOUNTS**
- 32.1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 30.2 The directors must keep accounting records as required by the Companies Acts.

33. **DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

Subject to these articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

34. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

34.1 A director shall cease to hold office if he or she:

- 34.1.1 ceases to be a director by virtue of any provision in the Companies Act 2006 or is prohibited by law from being a director;
- 34.1.2 a bankruptcy order is made against that person;
- 34.1.3 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- 34.1.4 in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 34.1.5 resigns as a director by notice to the company (but only if at least two directors will remain in office when the notice of resignation is to take effect);
- 34.1.6 notification in writing is received from the University in respect of the removal of such person as a director in accordance with the provisions of article 38.2;
- 34.1.7 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated; or
- 34.1.8 is determined by the Office for Students not to be fit and proper to act in that capacity.

35. **MEANS OF COMMUNICATION TO BE USED**

35.1 Subject to these articles, anything sent or supplied by or to the company under these articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

35.2 Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

35.3 Any notice to be given to or by any person pursuant to the articles must be in writing.

35.4 The company may give any notice to a member either:

- 35.4.1 personally; or
- 35.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address sent by pre-paid first-class post, recorded delivery or registered post or (if the notice is to be served by post outside the country from which it is sent), reputable international courier service; or
- 35.4.3 by leaving it at the address of the member; or
- 35.4.4 by giving it in electronic form to the member's address; or

- 35.4.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
- 35.5 A member who does not register an address with the company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the company.
- 35.6 A member present in person at any meeting of the company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 35.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 35.8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 35.9 Notice shall be deemed to be given:
- 35.9.1 if delivered personally, at the time of delivery; or
 - 35.9.2 in the case of pre-paid first class post, recorded delivery or registered post, 2 (two) Business Days from the date of posting; or
 - 35.9.3 in the case of a reputable international courier service 5 (five) Business Days from the date of posting; or
 - 35.9.4 if delivered by email, on receipt of a delivery email from the correct address;
- provided that if deemed receipt under the previous paragraphs of this clause is not within between 9:00am and 5:00pm on a business day at the place of receipt, that notice shall be deemed to be received at 9.00am on the next business day in the place of receipt.
36. **COMPANY SEALS**
- 36.1 Any common seal may only be used by the authority of the directors.
- 36.2 The directors may decide by what means and in what form any common seal is to be used.
- 36.3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 36.4 For the purposes of this article, an authorised person is:
- 36.4.1 any director of the company;
 - 36.4.2 the company secretary (if any); or
 - 36.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.
37. **NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**
- Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

38. **MEMBER CONSENT**

- 38.1 Whenever the University, or any subsidiary of the University, shall be the holder of not less than 90% of the voting rights of the company, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these articles.
- 38.2 The University may at any time and from time to time:
- 38.2.1 appoint any person to be a director of the company or remove from office any director howsoever appointed but so that in the case of a managing director or a director appointed to any other executive office its removal from office shall be deemed an act of the company and shall have effect without prejudice to any claim for damages for breach of any contract of service between said director and the company;
 - 38.2.2 impose restrictions on all or any of the powers of the directors to such extent as the University may by notice in writing to the company prescribe.
- 38.3 Any appointment, removal or notice of the University made or given under this article **Error! Reference source not found.** shall be in writing served on the company and signed on behalf of the University by a person duly authorised for the purpose.
- 38.4 Each of the following shall not be undertaken without the prior written consent of the University (for so long as it is a member):
- 38.4.1 any amendment to the company's articles of association;
 - 38.4.2 the registration of any person as a member of the company;
 - 38.4.3 an alteration to the name or registered office of the company;
 - 38.4.4 any change to the nature of the company's business as carried on at the date of adoption of these articles or the commencement of any new business not being ancillary or incidental to such business;
 - 38.4.5 the adoption or amendment of the company's business plan;
 - 38.4.6 any material changes to the subject areas or levels of education delivered by the company which have not already been approved in the business plan;
 - 38.4.7 any material correspondence with the regulators of the company which is outside that required to satisfy standard functional operations;
 - 38.4.8 the introduction for the benefit of any current or former director, employee or any other person any incentive scheme or arrangement (including, without limitation, any commission, profit sharing or bonus scheme);
 - 38.4.9 the entry into any arrangement, contract, lease or license or transaction by the company:
 - 38.4.9.1 which is outside the normal course of the business of the company; or
 - 38.4.9.2 which is otherwise than on arm's length market terms.
 - 38.4.10 the creation of any mortgage, charge, lien (other than a lien arising in the ordinary course of trading) or encumbrance on any assets or the granting of an option to acquire any assets;
 - 38.4.11 any change of:
 - 38.4.11.1 the accounting reference date of the company or a material change to its accounting policies; or

- 38.4.11.2 any change of auditors of the company; or
- 38.4.11.3 any change of accountants of the company (if different to auditors); or
- 38.4.11.4 any change of solicitors of the company (if not from the approved list notified to the company by the University from time to time).
- 38.4.12 The entering into of any transaction or series of related transactions (whether at one time or over a period of time) involving the incurring of expenditure or the disposal of any capital assets or assets and which involves a total outlay or receipt of more than £100,000 (pounds sterling).
- 38.4.13 the creation or grant of any encumbrance over the whole or any part of the business of the company, its undertaking or assets from time to time;
- 38.4.14 the grant of any rights (by licence or otherwise) in or over any intellectual property owned or used by the company;
- 38.4.15 the making of any claim, disclaimer, surrender, election or consent of a material nature for tax purposes;
- 38.4.16 the factoring or assignment of any book debts of the company;
- 38.4.17 the incurring of any borrowings or the issue of any loan capital.
- 38.4.18 the making of any loan (otherwise than by way of deposit with a bank or other institution the normal business of which includes the acceptance of deposits) or the grant of any credit (other than in the normal course of trading) or the giving of any guarantee (other than in the normal course of trading) or indemnity;
- 38.4.19 the amalgamation or merger with any other company or business undertaking, the formation or acquisition of any subsidiary, the direct or indirect acquisition of shares in any other company or the direct or indirect participation in any partnership or joint venture;
- 38.4.20 the presentation of any petition or passing of any resolution for the winding up of the company, the service of notice of intention to appoint an administrator in respect of the company, the appointment of an administrator of the company or the presentation of any petition for an administration order in respect of the company; and
- 38.4.21 the appointment of any agent or intermediary to conduct the whole or any part of the business of the company; and
- 38.4.22 the commencement, settlement or compromise of any legal dispute or proceeding to which the company is a party (other than routine debt collection) which is:
 - 38.4.22.1 material; or
 - 38.4.22.2 poses a risk to the University.
- 38.5 No person dealing with the company shall be concerned to see or enquire whether the powers of the directors have been in any way restricted pursuant to these articles or whether any requisite consent of the University has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party has at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

39. **INDEMNITY AND INSURANCE**

- 39.1 The company shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 39.2 In this article a "relevant director" means any director or former director of the company.
- 39.3 The company may indemnify an auditor against any liability incurred by him or her or it:
- 39.3.1 in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
 - 39.3.2 in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.
- 39.4 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any Relevant Loss.
- 39.5 In this article "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in accordance with and subject to the conditions in section 189 of the Charities Act 2011.
40. **REGULATIONS**
- 40.1 The directors may from time to time make such reasonable and proper regulations as they may deem necessary or expedient for the proper conduct and management of the company.
- 40.2 The regulations may regulate the following matters but are not restricted to them:
- 40.2.1 the matters listed in articles 20.1;
 - 40.2.2 the setting aside of the whole or any part or parts of the company's premises at any particular time or times or for any particular purpose or purposes;
 - 40.2.3 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - 40.2.4 generally, all such matters as are commonly the subject matter of company rules.
- 40.3 The company in general meeting has the power to alter, add to or repeal the regulations.
- 40.4 The directors must adopt such means as they think sufficient to bring the regulations to the notice of members of the company.
- 40.5 The regulations shall be binding on all members of the company. No regulation shall be inconsistent with, or shall affect or repeal anything contained in, the articles.
41. **DISPUTES**
- 41.1 If a dispute arises between members of the company about the validity or propriety of anything done by the members of the company under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.
42. **DISSOLUTION**
- 42.1 The members of the company may at any time before, and in expectation of, its dissolution unanimously resolve that any net assets of the company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the company be applied or transferred in any of the following ways:
- 42.1.1 directly for the Objects; or

- 42.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
- 42.1.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 42.2 Subject to any such resolution of the members of the company, the directors of the company may at any time before, and in expectation of, its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the company be applied or transferred:
 - 42.2.1 directly for the Objects; or
 - 42.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 42.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 42.3 In no circumstances shall the net assets of the company be paid to or distributed among the members of the company (except to a member that is itself a charity) and if no resolution in accordance with article 42.1 is passed by the members or the directors the net assets of the company shall be applied for charitable purposes as directed by the Court or the Commission.
- 43. **ACADEMIC FREEDOM AND FREEDOM OF SPEECH**
- 43.1 Staff of the company, while engaged in teaching and research in accordance with their terms and conditions of service, shall have freedom within the law to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges.
- 43.2 The company shall take such steps as are reasonably practical, including without limitation approving and regularly reviewing a code of practice, to ensure that freedom of speech within the law is secured for its students and staff and for visiting speakers.
- 44. **CONNECTED PERSON**
- 44.1 In article 7, article 8 and article 25.6, "**connected person**" means:
 - 44.1.1 a child, parent, grandchild, grandparent, brother or sister of the director;
 - 44.1.2 the spouse or civil partner of the director or of any person falling within paragraph 44.1.1 above;
 - 44.1.3 a person carrying on business in partnership with the director or with any person falling within paragraph 44.1.1 or 44.1.2 above;
 - 44.1.4 an institution which is controlled:
 - 44.1.4.1 by the director or any connected person falling with paragraphs 44.1.1, 44.1.2 or 44.1.3 above; or
 - 44.1.4.2 by two or more persons falling within paragraph 44.1.4 above, when taken together
 - 44.1.5 a body corporate in which:
 - 44.1.5.1 the director or any connected person falling within paragraphs 44.1.1 to 44.1.3 above has a substantial interest; or
 - 44.1.5.2 two or more persons falling within sub-paragraph 44.1.5.1 above who, when taken together, have a substantial interest.

44.1.5.3 sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.