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Company No. 06112716

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**Articles of Association of UNIVERSITY CENTRE PETERBOROUGH**

Incorporated 16 February 2007

Adopted by special/written resolution passed on 5 June 2020

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**ACT UNDER WHICH INCORPORATED**  
**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**UNIVERSITY CENTRE PETERBOROUGH (the "Company")**  
**(adopted by special resolution on 5 June 2020)**

1. **PRELIMINARY**

The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles shall not apply to the Company and these Articles alone shall constitute the regulations of the Company.

2. **DEFINITIONS AND INTERPRETATION**

2.1 In these Articles the following expressions have the following meanings unless expressly otherwise stated:

<b>"Academic Year"</b>	means 1 <sup>st</sup> August to 31 <sup>st</sup> July in the following year
<b>"Act"</b>	the Companies Act 2006 (as amended or re-enacted from time to time)
<b>"these Articles"</b>	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
<b>"clear days"</b>	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
<b>"Commission"</b>	the Charity Commission for England and Wales
<b>"communication"</b>	means the same as in the Schedule 5 to the Act

<b>“consolidation”</b>	means the process of consolidation of the Company’s accounts with PRC’s accounts as set out section 399 of the Act and the term “consolidated” shall be construed accordingly
<b>“director”</b>	A director for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company
<b>“electronic communication”</b>	means the same as in Schedule 5 to the Act
<b>“executed”</b>	includes any mode of execution
<b>“governor”</b>	a director
<b>“member”</b>	PRC and all other person(s) who agree to become and are admitted as a member of the Company and whose name is entered in the register of members as member
<b>“office”</b>	the registered office of the Company
<b>“PRC”</b>	means Peterborough Regional College Further Education Corporation
<b>“Reserved Matters”</b>	those matters set out in the Appendix to these Articles
<b>“seal”</b>	the common seal of the Company (if any)
<b>“secretary”</b>	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
<b>“United Kingdom”</b>	Great Britain and Northern Ireland.

2.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

### 3. **OBJECTS**

The objects ("**the Objects**") for which the Company is established is the advancement of education and learning for public benefit and (without prejudice to the generality of the foregoing) in pursuance thereof:

- 3.1 to establish, carry on and conduct a higher education institution with the aim of becoming and to operate once achieved a University in Peterborough with its own degree awarding powers and University title;
- 3.2 to provide courses of instruction leading to the award of degrees (from itself or pending it getting its own degree awarding powers from Anglia Ruskin University or other degree awarding bodies) or other appropriate qualifications;
- 3.3 to support, aid and assist in any way the activities of PRC as an institution of education, learning and research;
- 3.4 to foster and support the founding of a University in Peterborough;
- 3.5 to advance knowledge and learning and to provide education and training; and
- 3.6 to provide for the needs of students of the Company.

### 4. **POWERS**

In furtherance of the above Objects but not further or for any other purpose the Company shall have the following powers ("**the Powers**"):

- 4.1 to provide on such terms as the Company shall think fit and to admit students to facilities for instruction, study, training and research both full-time and part-time having regard to the educational and training needs of the public;
- 4.2 to assess the performance of persons by examinations and by other means;
- 4.3 to provide, upon such terms as the Company shall think fit, such libraries, reading rooms, museums, laboratories and workshops, galleries, club rooms, premises for sports, playing fields, refectories and residential accommodation and such furniture, fixtures, apparatus, equipment, books, publications and other things as are suitable or convenient for any purposes of the Company;
- 4.4 on the grounds of examination 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 licences, certificates, credits, academic distinctions or awards (including without limitation on a joint or dual basis) 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;

- 4.5 to participate as the Company may think fit in arrangements made with any university or institute of higher or further 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 body;
- 4.6 to establish such relationships with 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, those universities and educational institutions or other bodies;
- 4.7 to provide or cause to be provided accommodation and related facilities for staff and students;
- 4.8 to establish subsidiary undertakings, companies and trusts, and to accept appointment as trustee, and to enter into joint ventures and partnerships, to subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities in subsidiary undertakings of the Company, joint ventures or partnerships or other companies for any purpose which may directly or indirectly further all or any of the Objects;
- 4.9 to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or lien, or by all such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) undertaken on behalf of the Company by any of the Company's subsidiary undertakings, joint ventures, partnerships and other companies, organisations and associations whether incorporated or not for any purpose which may directly or indirectly further all or any of the Objects and Powers;
- 4.10 to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to all or any of the Objects and to obtain from any such government or authority any rights, privileges, licences, contracts and concessions; and to carry out, exercise and comply with any such arrangements, rights, privileges, licences, contracts and concessions;
- 4.11 to grant, lend or advance money or give credit to such persons or companies, organisations or associations whether incorporated or not, on such terms as may be thought fit, with or without security, and otherwise to assist any person or company, organisations or associations for any purpose which may seem directly or indirectly to further all or any of the Objects and Powers;
- 4.12 to solicit, receive and accept grants, financial assistance, donations, endowments, gifts (both inter vivos and testamentary) and loans of money, rents, hereditaments and other property whatsoever, real or personal, subject or not to any specific trusts or conditions;

- 4.13 to borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular, but without limiting the generality of the foregoing, by mortgages of or changes upon the undertaking and all or an of the real and personal property (present and future) of the Company, or by the creation and issue of bonds, debentures, debenture stock or other obligations or securities of any description;
- 4.14 to undertake, execute and perform any trust or conditions affecting any property of any description of the Company whether acquired by gift or otherwise;
- 4.15 to invest funds of the Company not immediately required for its purposes in or upon such investments, securities or property as it may think fit, and subject also as provided by **Article 5** hereof;
- 4.16 to employ and engage the services of such persons as are considered necessary for furthering the Objects including without limitation engaging the services of persons from PRC to provide higher and further education services;
- 4.17 to grant, continue and pay such salaries and pensions in respect of services as may from time to time be thought proper and to establish, maintain or contribute to contributory or non-contributory pension, life assurance or superannuation funds or arrangements for the benefit of, or provide donations, gratuities, pensions and allowances to persons employed or formerly employed by the Company or any subsidiary undertaking of the Company or their dependants and to make payment towards insurance of such persons, and to do any of these things either alone or in conjunction with or through any other company, trust or fund;
- 4.18 to found or maintain fellowships, exhibitions, scholarships, bursaries, studentships and prizes and similar encouragements to academic work;
- 4.19 to promote, arrange, organise and conduct seminars, conferences, lectures, classes and courses of study, instruction and training for persons whether or not being students of the Company and to provide opportunities and facilities for persons to undertake study and research;
- 4.20 to provide advisory services and centres for information for the use of the students or staff of the Company or, upon such terms as the Company shall think fit, for the use of the public or any classes or members of the public;
- 4.21 to license, deal in, develop and in any way turn to account any processes, inventions, discoveries, patents, copyrights, designs, trademarks or written or other material in which the Company or any student or member of the staff may have been involved and to apply for patents and copyrights and other protections in respect thereof;

- 4.22 to prepare, edit, print, publish, issue, acquire, circulate and distribute books, papers, periodicals and other literary material, pictures, prints, photography, films, recordings, electronic documents and mechanical and other models and equipment and to establish, form, promote, conduct and maintain collections, displays and exhibitions of literature, statistics, information and other material of an educational nature;
- 4.23 to acquire or cause to be acquired (whether by purchase, lease, exchange, hiring or otherwise) any real or personal property and any rights or privileges, and to enter into agreements and arrangements to secure the provision of the same, and to undertake or cause to be undertaken the development, construction, maintenance and alteration of any property, buildings or erections which the Company may think necessary for, conducive or incidental to the furtherance of all or any of the Objects and Powers;
- 4.24 to provide for the discipline of staff, students and other persons using any of the facilities of the Company and to regulate such use in such manner as the Company may think fit;
- 4.25 to make and publish any regulations and procedures for the government and conduct of the Company and its students, and to alter, amend, vary, add to or rescind any such regulations and procedures as from time to time may be deemed expedient;
- 4.26 to prescribe, alter, vary or waive, fees, subscriptions and charges of all descriptions to be levied or made by the Company;
- 4.27 to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of any buildings which may be required for the promotion of the objects of the Company;
- 4.28 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- 4.29 to take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions in any form to the funds or property of the Company; or to any funds or property of the Company or property of which the Company shall be the Manager or Trustee;
- 4.30 to undertake and carry out the office or offices and duties of manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate for any purpose which may seem directly or indirectly to further all or any of the Objects;

- 4.31 to accept payment in discharge or satisfaction of any debt, obligation or liability to the Company in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or in any other securities, or in any combination of the above and generally on such terms as may be considered expedient;
- 4.32 to pay for any property, assets or rights acquired by the Company and to discharge or satisfy any debt, obligation or liability of the Company, either in case of any other securities which the Company has power to issue or the provision of services or in any combination of the above and generally on such terms as may be considered expedient;
- 4.33 to raise funds (but not by means of taxable trading where taxable trading means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects and the profits of which are liable to tax);
- 4.34 to insure the governors against the costs of a successful defence to a criminal prosecution brought against them as governors or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the governors concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty; and
- 4.35 to do all such lawful things as are necessary or advisable or thought fit for the attainment or furtherance of the Objects or any of them.

## 5. **INCOME AND PROPERTY**

- 5.1 The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the Objects and save as set out in **Article 5.2** below no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company and (subject as aforesaid) no governor shall be appointed to any paid office to the Company and no remuneration or other benefit in money or money's worth shall be given by the Company to any governor or connected person.
- 5.2 The provisions of **Article 5.1** shall nevertheless be subject to the following exceptions:-
  - 5.2.1 a governor may be reimbursed any out-of-pocket expenses incurred by them in connection with their attendance to any matter affecting the Company but always in accordance with the expenses policy approved by the governors from time to time and may benefit from insurance policies effected in relation to the Objects;



- 5.2.2 a governor or member may consider and vote upon proposals for the Company to insure the governors and of the Company against personal liabilities incurred by them in the proper performance of their duties and the Company obtaining such insurance and paying the premiums and the Company may purchase trustee indemnity insurance in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 5.2.3 a governor or connected person or member may be paid interest on money lent to the Company at a reasonable rate per annum not exceeding 2 per cent above the published base lending rate of National Westminster Bank PLC (or any successor thereto);
- 5.2.4 a governor or connected person or member may be paid a reasonable and proper rent for premises leased or let by them to the Company;
- 5.2.5 a governor or connected person or member may enter into a contract for the supply of services, or goods that are supplied in connection with the provision of services, provided by them to the Company where that is permitted and in accordance with sections 185 and 188 Charities Act 2011;
- 5.2.6 a governor or connected person may receive a benefit from the Company in the capacity of a beneficiary of the Company provided that a majority of the governors do not benefit in this way;
- 5.2.7 the Vice Chancellor, members of staff and examiners of the Company who are governors may be paid all remuneration, fees and royalties to which they would be entitled if they were not governors provided always that no such person shall be entitled to vote upon any resolution providing for payment of or relating to such remuneration or relating to the conditions of service of any such officer or servant of the Company;

PROVIDED in each case that no governor shall be entitled to vote upon any resolution providing for or relating to his or her conditions of service as a member of the staff or examiner or any salary or fee or royalties payable to him or her.

5.3 In this **Article 5**, "connected person" means:

- 5.3.1 a child, parent, grandchild, grandparent, brother or sister of the governor;
- 5.3.2 the spouse or civil partner of the governor or of any person falling within paragraph 5.3.1;

- 5.3.3 a person carrying on business in partnership with the governor or with any person falling within paragraphs 5.3.1 or 5.3.2;
- 5.3.4 an institution which is controlled:
  - 5.3.4.1 by the governor or any connected person falling within paragraphs 5.3.1, 5.3.2 or 5.3.3; or
  - 5.3.4.2 by two or more persons falling within sub-paragraph 5.3.4.1 when taken together,
- 5.3.5 a body corporate in which:
  - 5.3.5.1 the governor or any connected person falling within paragraphs 5.3.1, 5.3.2 or 5.3.3 has a substantial interest; or
  - 5.3.5.2 two or more persons falling within subparagraph 5.3.5.1 who, when taken together, have a substantial interest.
- 5.4 Subject to **Article 5.5** and the consent of the Commission (if required), the Company and its governors on the authority of a governors' meeting may be paid an annual fee for acting as governor of the Company or as director of a subsidiary of the Company.
- 5.5 The Company and its governors may only rely on the authority provided by **Article 5.4** if each of the following conditions is satisfied:
  - 5.5.1 no governor shall participate in any decision concerning the payment of fees to him or relating to the level of his or her own fee;
  - 5.5.2 the governors shall in every case determine that the qualifications of the governor concerned and their particular responsibilities in their capacity as a non-executive governor of the Company are such as to justify payment of a fee;
  - 5.5.3 the fee payable shall not be more than is reasonable in the circumstances;
  - 5.5.4 in assessing pay increases, the governors shall be entitled to increase payments to governors on an annual basis in line with the Consumer Prices Index, but in the event that it assesses that a larger increase is merited it will make an application to seek the consent of the Commission;
  - 5.5.5 a majority of the governors then in office are not in receipt of remuneration or payments authorised by **Article 5**.

5.6 A governor's duty under the Act to avoid a conflict of interest with the Company does not apply to any transaction authorised by this **Article 5**.

## 6. **MEMBERS**

6.1 As at the date of adoption of these Articles PRC and such other persons (if any) as are admitted to membership in accordance with these Articles shall be members of the Company.

6.2 No person shall be admitted as a member of the Company unless it is approved by the members. Membership of the Company is not transferable.

6.3 Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the governors require to be executed by it agreeing to be bound by the Memorandum and these Articles and on being so admitted its name shall be entered in the register of members of the Company.

6.4 The members shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for their decision but nothing in these Articles shall entitle the members to discriminate in any way between applicants for membership by reason of race, colour, sex or creed.

6.5 Subject to **Article 6.6** and subject to all moneys presently payable by it to the Company pursuant to any rules or bye-laws made by the governors pursuant to these Articles having been paid, a member may at any time withdraw from the Company by giving at least one year's notice in writing to the Company to expire on an Academic Year Commencement Date so long as after such resignation there shall be at least one member.

6.6 Membership will terminate automatically:

6.6.1 where a member has given a valid notice under **Article 6.5** withdrawing as a member, with effect from the Academic Year Commencement Date when such withdrawal takes effect;

6.6.2 if a member ceases to exist and is not replaced by a successor institution; or

6.6.3 if a member ceases to carry on as an education institution.

7. The liability of the members is limited.

8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while it is a member , or within one year after it ceases to be a member , for payment of the debts and

liabilities of the Company contracted before it 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 One Pound Sterling.

9. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company (unless they be charities), but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of **Article 5** hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable objects.

## 10. **GENERAL MEETINGS**

- 10.1 The Company may hold general meetings (including annual general meetings) in as provided in the Act.
- 10.2 The governors may whenever they think fit call general meetings.
- 10.3 The governors shall, on the requisition of the members pursuant to the provisions of the Act, comply with their obligations under the Act to forthwith proceed to convene a general meeting.
- 10.4 If at any time there are not within the United Kingdom sufficient governors capable of acting to form a quorum, any governor or any member of the Company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the governors.
- 10.5 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and in any common form or in such other form as the governors may approve. The instrument of proxy shall, unless the contrary is stated in it, be valid for any adjournment of the meeting as well as for the meeting to which it relates, and shall be deemed to include authority to vote as the proxy thinks fit on any amendment of a resolution put to the meeting for which it is given.
- 10.6 The instrument appointing a proxy and (if required by the governors) any authority under which it is executed or a copy of the authority (certified notarially or in any other manner approved by the governors) may be delivered to the registered office, or to some other place or to some person specified or agreed by the governors, before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to act or, in the

case of a poll taken after the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid.

## **11. PROCEEDINGS AT GENERAL MEETINGS**

- 11.1 No business shall be transacted at any general meeting unless a quorum of members is present. A quorum shall be at least one member present in person or by proxy or (being a corporation) by a duly authorised representative.
- 11.2 If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the governors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 11.3 The chairperson of PRC shall preside as chairperson at every general meeting of the Company.
- 11.4 If there is no such chairperson, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall choose one of their number to be chairperson of the meeting.
- 11.5 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 11.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on, the declaration of the result of the show of hands, a poll is duly demanded. A demand by a person as a proxy for a member shall be the same as a demand by the member. A poll may be demanded by a member only on any resolutions relating to Dominant Influence Matters.

- 11.7 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 11.8 A poll shall be taken immediately at the meeting at which it is demanded. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 11.9 A declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting 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.
- 11.10 In the case of an equality of votes, the chairperson of the meeting shall not be entitled to a casting vote in addition to any other vote which he or she may have.
- 11.11 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

## 12. **VOTES OF MEMBERS**

- 12.1 On a show of hands or poll each member shall have one vote.
- 12.2 On a poll, votes may be given personally (including by an authorised representative) or by proxy.
- 12.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

## 13. **NUMBER OF GOVERNORS**

- 13.1 Unless otherwise determined by ordinary resolution the number of governors shall be not fewer than thirteen, among whom governors shall be appointed as follows:
- 13.1.1 no more than **four** governors to be appointed and removed by PRC (for so long as it is a member);

- 13.1.2 at least **four** independent non-executive governors appointed by PRC two of such persons being persons appearing to PRC to have experience of higher education in the United Kingdom and the remainder having shown capacity in industrial, commercial, finance, legal or employment matters or the practice of any relevant profession and in each case being independent of PRC (the "**Independent Governors**") (and so that PRC shall procure that there shall always be more governors in office appointed under this Article than under **Article 13.1.1** above);
- 13.1.3 no more than **three** governors who may be co-opted and removed by the governors from time to time (who could include local stakeholders) (the "**Co-opted Governors**");
- 13.1.4 **one** member of the academic staff of the Company appointed by election from among the whole academic staff body (the "**Staff Governor**");
- 13.1.5 **one** student of the Company elected by the students of the Company, or if PRC so decides, by a recognised association representing such students, but so that if such person is under 18 then such person shall be an observer only (the "**Student Governor**"); and
- 13.1.6 the Principal of PRC ex officio for the time being.
- 13.2 A person shall only be able to become and remain a governor for so long as they are not a member. All governors shall meet the "fit and proper" test of a governor of a higher education institution as imposed by the Office for Students from time to time.
- 13.3 In appointing governors under **Article 13.1** the board of governors shall ensure that the board of governors has a balanced skills set with appropriate diversity and gender mix.
- 13.4 Independent Governors shall be elected for a term of three years. A retiring Independent Governor shall be eligible for re-election for up to two further terms each of three years.
- 13.5 Co-opted Governors shall serve for a term of no more than five years. The appointment of a Co-opted Governor must be approved by the majority of the other governors of the Company and the members. Such an appointment must be for a specific reason that requires the particular skills of the individual concerned and should be for a term agreed in advance but in any case subject to a formal review by the rest of the board of governors after three years.

- 13.6 Each Staff Governor shall serve for a term of three years and shall be eligible for re-election for maximum two further terms. A Staff Governor's term shall expire on the date of appointment of his or her successor or if the Staff Governor ceases to be a member of staff of the Company.
- 13.7 Each Student Governor shall remain a governor for the shorter of one academic year (1<sup>st</sup> August to the following 31<sup>st</sup> July) or upon them ceasing to be a student of the Company. A Student Governor shall be eligible for re-election for a maximum of two further terms.
- 13.8 The term of office for a governor (other than any chairperson the governors appoint under **Article 18.5**, or any other term of office specified in this **Article 13**) shall be three years, and each governor shall be permitted to hold a maximum of three terms of office. The term of office for the chairperson shall be five years and he or she shall be subject to annual re-election by the governors.
- 13.9 The Company shall at the meeting at which any Independent Governor retires use its reasonable endeavours to fill up the vacated office by electing a person to it.
- 13.10 If at any meeting at which an election of Independent Governor ought to take place, the place of any retiring Independent Governor is not filled up, and this would result in their number falling below the minimum number of four, the meeting shall stand for a period not exceeding thirty days with the date and time for the adjourned meeting being agreed before the adjournment, and if at such adjourned meeting, the place of any retiring Independent Governor is not filled up, the retiring Independent Governor may exceptionally serve for up to six months to allow a new Independent Governor to be appointed.
- 13.11 Independent Governors shall be appointed following a selection process run by a nominations committee of the governors taking account of the need for the board of governors to have a balanced skillset appropriate for the Company and taking account of gender and diversity balance.
- 13.12 No person holding any office of profit (otherwise than as a member of staff at the Company) under the Company shall be eligible to be a governor.
- 13.13 Any appointment or removal of a governor pursuant to **Article 13.1** shall be in writing and signed by or on behalf of the appointing member and served on the other member(s) and the Company at its registered office, marked for the attention of the secretary or delivered to a duly convened meeting of the governors. Any such appointment or removal shall take effect when received by the Company or at such later time as shall be specified in the notice.



13.14 In respect of a governor who is appointed by PRC under **Article 13.1.1**, PRC undertakes to indemnify the Company against all losses, claims, damages, awards and reasonable costs and expenses which the Company suffer or incur by reason of a claim brought by such governor by reason of his or her removal from office by PRC in accordance with **Article 13.1.1**.

13.15 The governors may invite persons to attend governors meetings and contribute to the discussions but have no vote. There must always be a majority of Independent and Co-opted Governors present.

#### 14. **NO ALTERNATE DIRECTORS**

A governor shall not be entitled to appoint an alternate director.

#### 15. **POWERS OF GOVERNORS**

15.1 Subject to the provisions of the Act, the Memorandum of Association and these Articles the business of the Company shall be managed by the governors who may exercise all the powers of the Company. No alteration of the Memorandum of Association or of these Articles shall invalidate any prior act of the governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this **Article 15.1** shall not be limited by any special power given to the governors by these Articles and a meeting of governors at which a quorum is present may exercise all powers exercisable by the governors. The governors shall, save to the extent required by law, be obliged to comply with any directions given by the member(s) by virtue of any resolution passed on a poll under **Article 12.2** whether or not those directions are for the benefit of the Company.

15.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the governors shall from time to time by resolution determine.

15.3 Provided that a governor has disclosed to the board of governors the nature and extent of an interest that he or she has concerning matters with regard to PRC (and the board of governors first confirm that such interest represents either a conflict of loyalties or commonality of interest but not a conflict of interest (as such terms are defined by the Charity Commission)), a governor shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in this **Article 15** and if he or she shall vote on any resolution as aforesaid his or her vote shall be counted.

15.4 Except in the circumstances mentioned in **Article 15.3** a governor must absent himself or herself from any discussions of the governors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of

the Company and any personal interest (including but not limited to any personal financial interest) and such a governor shall not be entitled to vote.

## 16. **DELEGATION OF GOVERNORS' POWERS**

16.1 The governors may delegate any of their powers (and revoke any delegation in whole or part or alter the terms and conditions of any delegation) to any person or committee consisting of at least two persons including at least one or more governors (always including at least one governor appointed by PRC under **Article 13.1.1** except for the audit committee) and such other persons (if any) not being governors co-opted on to such committee as the governors think fit provided that the number of co-opted persons not being governors shall be less than one half of the total number of members of such committee. Any such delegation may be made subject to any conditions the governors may impose and may be collateral to their own powers and may be revoked or altered. Subject to any such conditions the proceedings of a committee shall be governed by the Articles regulating the proceedings of governors so far as they are capable of applying.

16.2 The overall responsibility and accountability of any actions or decisions taken by the committees; boards or persons to whom the governors have delegated its responsibilities lies with the governors.

## 17. **DISQUALIFICATION AND REMOVAL OF GOVERNORS**

The office of a governor shall be vacated if:

17.1 he or she is removed by his or her appointing member pursuant to **Article 13.1**;

17.2 his or her appointing member ceases to be a member of the Company;

17.3 he or she ceases to be a governor by virtue of any provision of the Act or these Articles or he or she becomes prohibited by law from being a governor or being a trustee of a charity; or

17.4 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

17.5 he or she is, or may be, suffering from mental disorder and either:

17.5.1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

17.5.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his

or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or

- 17.6 he or she resigns his or her office by notice to the Company; or
- 17.7 he or she shall for more than six consecutive months have been absent without permission of the governors from meetings of governors held during that period and the governors resolve that his or her office be vacated; or
- 17.8 he or she brings or threatens to or does bring either him or herself or the Company into disrepute and the Governors resolve that his or her office be vacated; or
- 17.9 the governors resolve that it is in the interests of the Company that the office of a governor be vacated.

**18. PROCEEDINGS OF THE GOVERNORS AND RESERVED MATTERS**

- 18.1 Subject to the provisions of these Articles, the governors may regulate their meetings, as they think fit. A governor may, and the secretary at the request of a governor shall, call a meeting of the governors. Questions arising at a meeting shall be decided by a majority of votes with each governor having one vote and the chairperson not having a second or casting vote). In the case of an equality of votes, the chairperson shall not have a second or casting vote. Notice of every meeting of the governors shall be given to each governor, including governors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service.
- 18.2 Any governor may participate in a meeting of the governors or a committee constituted pursuant to **Article 16** of which he or she is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, a governor participating in such manner shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairperson of the meeting then is.
- 18.3 The quorum for the transaction of the business of the governors may be fixed by the governors, and unless so fixed at any other number, shall consist of at least 40% of the governors (rounded down to the nearest whole number). Each governor shall have one vote.

- 18.4 The continuing governors or a sole continuing governor may act notwithstanding any vacancies in their number, but, if the number of governors is less than the number fixed as the quorum, they may act only for the purpose of calling a general meeting.
- 18.5 The governors may appoint a further governor to be the chairperson of the board of governors and may remove him or her from that office. Unless he or she is unwilling to do so, the governor so appointed shall preside at every meeting of the governors at which he or she is present. But, if there is no governor holding that office, or if the governor holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the governors present may appoint one of their number to be chairperson of the meeting.
- 18.6 All acts done by any meeting of the governors or of a committee constituted pursuant to **Article 16**, or by any person acting as a governor shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any governor or person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a governor and had been entitled to vote.
- 18.7 A resolution in writing, signed by all the governors entitled to vote at a meeting of governors or of a committee constituted pursuant to **Article 16** shall be as valid and effectual as if it had been passed at a meeting of the governors or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more governors or members of the committee (as the case may be).
- 18.8 Where a decision is or includes a Reserved Matter (as specified in **Appendix 1**), the governors must refer it to be determined by resolution of the member. Any resolution including or relating to a Reserved Matter shall only be deemed to be passed provided it has received the affirmative vote of the member.

## 19. **SECRETARY**

- 19.1 Subject to the provisions of the Act, the secretary shall be appointed by the member for such term (subject to **Article 13.8** where the secretary is also a governor), at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them; provided always that no governor may hold office as secretary where such office is remunerated.
- 19.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a governor and the secretary shall not be satisfied by its being done by or to the same person acting both as governor and as, or in place of, the secretary.

## 20. **MINUTES**

The governors shall cause minutes and entries to be made in books kept for the purposes:

- 20.1 recording the names and addresses of all members and governors; and
- 20.2 recording all appointments of officers made by the governors; and
- 20.3 recording all proceedings at meetings of the Company and of the governors and of committees constituted pursuant to **Article 16** including the names of governors and others (as appropriate) present at each such meeting.

## 21. **THE SEAL**

- 21.1 If the Company has a seal it shall only be used with the authority of the governors or of a committee constituted pursuant to **Article 16** which is comprised entirely of governors. The governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one governor and by the secretary or another governor.

## 22. **ACCOUNTS AND ANNUAL REPORT**

- 22.1 It is acknowledged that the Company is a subsidiary of PRC. The Accounts of the Company shall be included in the consolidated financial statements of PRC.
- 22.2 Each member shall (as such) have a right to inspect any accounting records or other book or document of the Company including as conferred by statute or upon request where the latest accounts will be forwarded by the Company.
- 22.3 If the Company is not an exempt Charity the governors shall comply with the requirements of charities law with regard to statement of accounts, preparation of an annual report, preparation of an annual return and their transmission to the Commission and the governors shall notify the Commission of any changes to the Charity's entry on the Register of Charities.

## 23. **NOTICES**

- 23.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing but this shall include any form of electronic communication.
- 23.2 The Company may give notice to a member either personally or by sending it by first class post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address, or (if he or she has no registered address within the United Kingdom) to or at the address, if any, within the United Kingdom supplied by him or her to the Company for the giving of

notices to him or her, but otherwise, no such member shall be entitled to receive any notice from the Company.

- 23.3 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted.

Where a notice is sent by electronic communication the notice shall be deemed to have been given at the expiration of 24 hours after the time of transmission.

- 23.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

## 24. **ACADEMIC BOARD**

- 24.1 The governors shall, using their powers under the Act, establish and thereafter maintain an Academic Board to act as its academic authority which shall take such measures and act in such a manner as shall best promote the academic and professional work of the Company and safeguard the standards of its awards. The governors shall establish and thereafter maintain regulations governing the composition, powers and responsibilities of the Academic Board. The Chair of the Academic Board shall be a person of academic standing having knowledge and experience of the standards of degrees awarded in the United Kingdom.
- 24.2 This **Article 24.2** shall only apply in the event of and for so long as the Company has degree-awarding powers from the Privy Council. In that event and for so long as the Company has degree-awarding powers, the governors have a duty to provide the Privy Council and Office for Students with at least 28 days written notice of their intention to directly or indirectly dissolve or otherwise cause the Academic Board's powers or responsibilities to be reduced, before doing so.
- 24.3 Furthermore the governors have a duty to inform the Privy Council and Office for Students of any change of ownership of the Company in accordance with the then current guidance issued by the Office for Students relating to change of control of institutions with degree awarding powers including the proposed arrangements to ensure that students are not prejudiced and that the standard

of provision is in accordance with the criteria for degree awarding powers. The Company shall provide all reasonable assistance in respect of any notification required and/or directed by the Privy Council and/or Office for Students.

25. **CLOSURE OF A PROGRAMME**

Any proposal to withdraw a programme of study leading to an award of the Company shall be subject to the approval of the Academic Board. Before implementing such proposal, the governors must demonstrably safeguard the interests and rights of students registered on the programme and the standards of the relevant award.

26. **CHANGE OF NAME OF COMPANY**

In addition to any other method available under the Companies Act for effecting a change of name of the Company, the Company's name may to the extent it includes "university" in its name only be changed with the consent of the Secretary of State for Education.

27. **INDEMNITY**

Subject to the provisions of, and so far as may be permitted by, the Act and the charities law but without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company may indemnify every governor, or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his or her duties or the exercise of his or her powers or otherwise in relation to or in connection with his or her duties, powers or office, including any liability which may attach to him or her in respect of any negligence, default, breach of duty or breach of trust in relation to anything done by him or her as a governor or other officer of the Company.

28. **STUDENT UNION**

To the extent there is a Student Union of the Company, (the "**Student Union**") then it shall be independent of, and not controlled by, the Company. The governors have the right to review the Student Union's constitution every five years. No amendment to or rescission of the Student Union's constitution is valid unless and until approved by the governors. The governors shall have the right to appoint two persons to the board of the Student Union.

29. **AUDIT COMMITTEE**

- 29.1 The governors shall establish a committee, to be known as the Audit Committee, to advise on matters relating to the board of governors' audit arrangements and systems of internal control.

29.2 The Audit Committee shall consist of at least three persons and may include members of staff of the Company with the exception of those in senior posts.

30. **RULES OR BY-LAWS**

30.1 The governors may from time to time make such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company regulate:

30.1.1 meetings of the governors and committees constituted pursuant to **Article 16** in so far as such procedure is not regulated by these Articles;

30.1.2 and, generally, all such matters as are commonly the subject matter of such rules,

provided, nevertheless, that no rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Company or these Articles,

30.2 The Company shall have power to alter or repeal the rules or by-laws referred to in **Article 30.1** and to make additions thereto. The governors shall adopt such means as they deem sufficient to bring to the notice of members all such rules or bye-laws made pursuant to this **Article 30**.



## **APPENDIX 1**

### *Reserved matters*

- i) Approval of the company secretary of the Company.
- ii) The terms of reference of the Audit Committee.
- iii) The terms of reference of any other committee of the Company.
- iv) Approval of the constitution of the Company's students' union.
- v) The Company disposing, whether by sale lease or otherwise any of the assets of the Company (for a sum of £100,000 or above) otherwise than the ordinary course of operations of the Company except to the extent provided in the annual operating plan.
- vi) Buying, leasing or licensing any assets outside the terms of the annual operating plan except for any asset which has a value of less than £100,000.
- vii) Giving or making any loans, borrowing or credit in excess of £10,000 in aggregate.
- viii) Giving any guarantee, suretyship or indemnity.
- ix) Creating any subsidiary, becoming a member of any legal entity, entering in to any joint venture, merger or material contract outside the ordinary course of the Company's operations except as set out in the annual operating plan.
- x) Creating any encumbrance, mortgage or charge over the whole or any part of the undertaking of assets of the Company.
- xi) Commencing, settling or bringing any legal proceedings outside of the Company's ordinary course of business.
- xii) Entering into any contracts or arrangements outside of the Company's ordinary course of business otherwise than in accordance with the annual business plan or any standing orders made under the Articles or the financial regulations of the Company.
- xiii) Applying for any administration order.
- xiv) Except with the consent of the member, admitting any new member of the Company.
- xv) Embarking on any negotiations or conclude any negotiations for consolidation, merger or acquisition of any business or undertaking of any person.
- xvi) Making any arrangement with any revenue authority or the Commission.
- xvii) Attempting to secure funding otherwise than in accordance with the delegation policy approved by the member and from time to time amended with the Company.
- xviii) the approval of the annual business plan of the Company.
- xix) the approval of the annual budget of the Company.