

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE UNIVERSITIES AND COLLEGES ADMISSIONS SERVICE
("the Company")

Adopted by Special Resolution of the Members
on 4 February 2020

GENERAL

1

1.1 In these Articles, if not inconsistent with the subject or context, the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column:

WORDS	MEANINGS
the Act	the Companies Act 2006 as modified by statute or re-enacted from time to time
Accountant	a member of a recognised professional accountancy body or institute of accountants
Admissions Cycle	the period of 14 months running from 1 September in any one year to 31 October in the following year
these Articles	these articles of association, and the regulations of the Company from time to time in force
The Association of Colleges	the committee of that name established by the Colleges of Further Education of England or like organisation which is appointed from time to time
Award	a recognised higher education award with a UK source of validation or accreditation (e.g. Cert HE, Dip HE, HNC, HND, foundation degree or first degree) as the Directors may determine

the Auditors	The Auditors of the time being of the Company
Board of Directors or Board	the Board of Directors for the time being of the Company
the Chair	the chair for the time being of the Company appointed in accordance with Article 33.2
the Company	the Universities and Colleges Admissions Service (company number 02839815)
the Commission	the Charity Commission for England and Wales
The Committee of University Chairs	the committee of that name or like organisation established from time to time
the Deputy Chair	the deputy Chair for the time being of the Company appointed in accordance with Article 33.6
the Director or Directors	the director or directors (also known as the charity trustee or trustees) for the time being of the Company
Financial Expert	an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000
GuildHE Limited	the conference of that name established by the Colleges of Higher Education of England and Wales or like organisation which is appointed from time to time
Head	the head of an Institution of higher or further education having the title or role of Vice Chancellor (or equivalent) for an institution of higher education and Principal (or equivalent) for an institution of further education
Independent	as determined in the absolute discretion of the Nominations Committee but includes that a potential Director shall not have a significant business relationship with the Company or represent an institution of higher/further

	education, a mission group, a trade membership group or a government body
Member	a member for the time being of the Company who has been admitted as a member pursuant to and in accordance with these Articles
Membership	membership of the Company in accordance with these Articles
Month	calendar month
Nominations Committee	the Committee constituted under these Articles or such other like committee established by the Directors from time to time which shall make recommendations to the Board of Directors concerning the appointment of Directors and shall make other recommendations for the appointment of persons to sub-committees and other groups within the Company
OSCR	the Office of the Scottish Charity Regulator
the Office	the registered office of the Company from time to time
Register of Members	the register of Members as maintained in accordance with section 113 of the Act
the Seal	the Common Seal of the Company
the Secretary	the Secretary for the time being of the Company
Solicitor	a person who has been admitted as a solicitor of the Senior Courts of England and Wales and whose name is on the roll kept by the Law Society under section 6 of the Solicitors Act 1974
Subsidiary or Subsidiaries	any company: (a) in which the Company holds a majority of its voting rights; or (b) of which the Company is a member which has the right to appoint or remove a majority of its board of directors; or (c) of which the Company is a member which controls alone, pursuant to an agreement

with other members, a majority of its voting rights

Undergraduate Admissions the process used to select applicants for admissions to higher education programmes

the **United Kingdom** Great Britain and Northern Ireland

Universities Scotland the Committee of Scottish Higher Education Principals or like organisation which is appointed from time to time

Universities UK the Committee of that name established by the Universities of the United Kingdom of Great Britain and Northern Ireland or like organisation which is appointed from time to time

- 1.2 Throughout these Articles "charitable" means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005. For the avoidance of doubt, the system of law governing the constitution of the Company is the law of England and Wales.
- 1.3 Words importing the singular number only shall include the plural number, and vice versa.
- 1.4 Words importing persons shall include corporations.
- 1.5 In writing includes written, printed or lithographed, or partly one and partly another, and other modes, including delivery by electronic means, of representing or reproducing words in a visible form.
- 1.6 Institutions or establishments of higher, further or secondary education as referenced in these Articles means any respective institution or establishment of higher, further or secondary education as recognised as such by the Directors.
- 1.7 Subject as aforesaid, any words or expressions defined in the Act at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.
- 1.8 Any reference to a statute or statutory provision shall include any statutory re-enactment or modifications thereof.

NAME

- 2 The name of the Company is "THE UNIVERSITIES AND COLLEGES ADMISSIONS SERVICE".

OBJECTS

- 3 The object for which the Company is established is to advance and to assist in the advancement of education in universities, and other higher, further or secondary education establishments in so far as such advancement and assistance shall be of an exclusively charitable nature, in particular, but without prejudice to the foregoing, by providing and maintaining an organisation to facilitate the consideration by such universities and other higher, further or secondary education establishments of applications for admission to and to assist applicants in gaining access to such universities and education establishments.

POWERS

- 4 In furtherance of the above objects but not further or otherwise the Company shall have the following powers:
- 4.1 to print, publish and distribute in writing any newspapers, periodicals, books, articles, leaflets and information;
- 4.2 to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain, restore, improve and alter buildings or erections;
- 4.3 to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company subject to such consents as may be required by law;
- 4.4 to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;
- 4.5 to borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit subject to such consents as may be required by law;
- 4.6 to take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Company;
- 4.7 to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Company shall not undertake any taxable permanent trading activities in raising funds for the charitable objects aforesaid;

- 4.8 to draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments, whether in paper or electronic means, and to operate bank accounts;
- 4.9 to deposit or invest in its own name or in the name of nominees moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided and to pay nominees any reasonable fee required;
- 4.10 to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking established with the intention of directly or indirectly benefiting the Company;
- 4.11 to make any donations in cash or assets or establish, administer or support or aid in the establishment, administration or support of or constitute or lend money (with or without security) to or for any exclusively charitable trusts, associations or institutions; to co-operate or collaborate with and enter into joint ventures with other charities, bodies and statutory authorities operating in furtherance of the above objects or similar charitable purposes and to exchange information and advice with them;
- 4.12 to undertake and execute charitable trusts;
- 4.13 subject to the provisions of Article 5 to engage and pay upon such reasonable and proper terms as may be thought fit any person or persons not being Directors whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company;
- 4.14 subject to the provisions of Article 5 to make any reasonable and necessary provision for the payment of pensions, superannuation and life assurance whilst in membership of a pension scheme to or on behalf of employees or former employees and their spouses and dependants;
- 4.15 to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Company and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of Members by these Articles;
- 4.16 to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation, registration and administration of the Company;

- 4.17 to promote and carry out research into any aspect relating to progression to and admission to universities and other higher, further or secondary education establishments; to prepare statistics and databases; to publish the useful results of such research; to grant licences or assignments of any copyrights or other intellectual property rights arising out of or in connection with such research;
- 4.18 to provide advice;
- 4.19 to organise (or to make grants or loans towards the costs of others organising) meetings, lectures, conferences, broadcasts or other courses of instruction;
- 4.20 to make planning applications, applications for consent under bye-laws or building regulations or other similar applications;
- 4.21 to pay any rent and other outgoings and expenses in relation to property and to execute and do all such other instruments, acts and things as may be required in connection with the use, maintenance, upkeep, expansion, alteration or improvement of such property;
- 4.22 to establish or acquire Subsidiaries to carry on any trade;
- 4.23 to enter into any funding or other arrangement with any government or any other authority (municipal, local or otherwise) and to obtain from such government or authority any rights, concessions, privileges, licences and permits;
- 4.24 to enter into contracts to provide services to or on behalf of other bodies;
- 4.25 to purchase lease or hire and operate and maintain any equipment necessary or convenient for the administration of the Company;
- 4.26 to make grants or loans of money and to give guarantees;
- 4.27 to insure the property of the Company against any foreseeable risk and take out insurance policies to protect the Company when required;
- 4.28 to set aside funds for special purposes or as reserves against future expenditure;
- 4.29 to delegate the management of investments to a Financial Expert, but only on terms that:
 - (a) require the Financial Expert to comply with any investment policy (and any revision of that policy) set down in writing for the Financial Expert by the Directors;
 - (b) require the Financial Expert to report every transaction to the Directors;

- (c) require the Financial Expert to review the performance of the investments with the Directors regularly;
- (d) entitle the Directors to cancel the delegation arrangement at any time;
- (e) require the investment policy and the delegation arrangement to be reviewed with the Directors regularly;
- (f) require all payments to the Financial Expert to be on a scale or at a level which is agreed in advance and to be notified promptly to the Directors on receipt;
- (g) prohibit the Financial Expert from doing anything outside the powers of the Directors;

4.30 to do all such other lawful things as will further the attainment of the objects of the Company or any of them.

APPLICATION OF INCOME AND PROPERTY

5

5.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any Member and no Director shall without the prior written permission of the Commission be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any Member, officer, servant or consultant of the Company (not being a Director of the Company) for any services rendered to the Company and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such Member, officer, servant or consultant of the Company;
- (b) to any Director who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by such Director or a firm controlled by the said Director when instructed by the other Directors to act in that capacity on behalf of the Company provided that:

- (i) the said Director shall be absent from all meetings at which the employment and remuneration of such Director, firm or company are discussed during the relative discussion;
 - (ii) the said Director shall not vote on any resolution relating to the employment or remuneration of such Director, firm or company;
 - (iii) the other Directors are satisfied that the employment of the Director, firm or company in question is both necessary and expedient in the interests of the Company;
- (c) to any Director under a contract for the supply of services or goods that are supplied in connection with the provision of services to the Company or a Subsidiary where that is permitted in accordance with and subject to the conditions in these Articles and sections 185 and 186 of the Charities Act 2011 namely that:
 - (i) any such payment relates to services supplied to and actually required by the Company or Subsidiary (and/or the reimbursement of reasonable and proper expenses incurred in carrying out any such services) and the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services;
 - (ii) the amount and terms of any such payment are set out in a written agreement and are approved by the Board of Directors who are satisfied that the payment is in the best interests of the Company;
 - (iii) the Director concerned is absent from the part of the meeting where there is discussion of his or her remuneration, service contract, services or any other matter relating to a payment to him or her; and
 - (iv) the said Director does not vote on any such matter as a Director and is not to be counted when calculating the quorum of Directors present at the meeting.
- (d) of interest on money lent by a Member or Director at a rate per annum not exceeding 2 per cent less than the base lending rate prescribed for the time being by a major London clearing bank or 3 per cent whichever is the greater;
- (e) to any Director of reasonable and proper out-of-pocket expenses;

- (f) to a company of which a Member or a Director may be a member holding not more than one hundredth part of the capital of such company;
- (g) of reasonable and proper rent for premises demised or let by any Member or by any Director;
- (h) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Directors (or any of them) in relation to the Company provided that such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default
- (i) provided that notwithstanding the provisions of Article 5.1 no more than a minority of Directors then in office may receive remuneration from the Company or any Subsidiary.

LIABILITY OF THE MEMBERS

6 The liability of the Members is limited.

7 Every Member undertakes to contribute to the assets of the Company, in the event of the same being wound up whilst in Membership, or within one year after the Membership ceased, for payment of the debts and liabilities of the Company contracted before the Membership ceased and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1 (one pound).

MEMBERSHIP

8 For the purposes of registration the number of Members is declared to be unlimited.

9 The Company must maintain a Register of Members.

10 Membership is open to any organisation interested in promoting the objects of the Company and that:

- (a) offers teaching and learning for one or more undergraduate level programmes leading to an Award;
- (b) has a principal officer who is a full member of Universities UK, GuildHE Limited, Universities Scotland or the Association of Colleges;
- (c) recruits through the Company for Undergraduate Admissions unless otherwise agreed by the Directors; or

(d) satisfies such other conditions as shall be determined by the Directors from time to time and which shall be communicated to the Members.

11 Every organisation wishing to become a Member shall apply to the Company in the form required by the Directors and shall be admitted to Membership on approval of such application by the Directors. The name of every organisation admitted to Membership shall forthwith be communicated to the Secretary who shall inform the Member that it has been so admitted.

12 Any admitted Member shall be deemed to have agreed to be bound by these Articles.

13 Members shall pay to the Company such single or annual or other periodic subscriptions and accept such terms and conditions of Membership as the Directors may from time to time determine.

14 Membership is terminated if the Member concerned:

- (a) Gives written notice of resignation to the Company such notice to expire on the last day of the then current Admission Cycle or an alternative date as agreed with the Company;
- (b) ceases to exist;
- (c) is more than six months in arrears in paying the relevant subscription if any (but in such a case the Member may be reinstated on payment of the amount due);
- (d) on conclusion of an Admission Cycle no longer satisfies the conditions for Membership at Article 10 above, save that the Directors may permit the Member's Membership to continue if in their reasonable opinion this would be in the best interests of the Company; or
- (e) is removed from Membership by resolution of the Directors on the ground that in their reasonable opinion it would be in the best interests of the Company for the Member's Membership to be terminated (but only after notifying the Member in writing and considering the matter in the light of any written or oral representations which the Member concerned puts forward within 14 days of receiving notice).

15 A Member which ceases to have a separate legal identity in the event of any merger of institutions or the division of an institution into separate institutions shall by decision of and at the discretion of the Board of Directors cease to be a Member with effect from the date of such merger or division and the new legal entity or entities created as

the case may be thereby shall be entitled to be assessed for eligibility for Membership under the provisions of these Articles.

16 Membership is not transferable.

17 Every corporation and unincorporated association which is admitted to Membership may exercise such powers as are prescribed by section 323 of the Act.

GENERAL MEETINGS

18

19

20 The Secretary shall, on an order of the Directors or at the written request of not less than one tenth of the Members, convene a general meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the Chair who shall authorise the holding of a general meeting within 28 days of the receipt of such order or request.

21 There shall be given at least 14 days' notice in writing of every other general meeting (exclusive in every case both of the day on which such notice is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company.

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

PROCEEDINGS AT GENERAL MEETINGS

23

24 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twenty Members (or one tenth of the total number of Members whichever shall be the greater) present in the person of their duly authorised representatives or by a duly appointed proxy shall be a quorum.

25 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the

next week, at the same time and place, or at such other place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

26 The Chair or in the absence of the Chair a Deputy Chair shall preside as Chair at every general meeting, but if the Chair and the Deputy Chair shall be absent, or if at any meeting none of them is present within 15 minutes after the time appointed for holding the same, the Members present shall choose some other Director to preside or if no Director be present, or if all the Directors present decline to take the chair, the Members shall choose some Member who is present (but not by proxy) to preside.

27 The Chair of the meeting may, with the consent of any meeting of the Members at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

28

28.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, by Members present in the person of their duly authorised representatives or by proxy and entitled to vote and, unless a poll is, before or upon the declaration of the result by the show of hands, demanded by the Chair of the meeting or by Members present in person or by proxy having at least one tenth of the total voting rights, a declaration by the Chair of the meeting 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 minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

28.2 Subject to the provisions of Article 28.3 if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28.3 No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.

29

29.1 The Chair of the meeting may vote on all matters and in the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.

29.2 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

30 Every Member who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of the Membership shall be entitled to attend general meetings and cast one vote.

31

31.1 Votes may be given in person by the duly authorised representatives of Members present at a meeting or by proxy.

31.2 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the Directors may approve, and the Directors may at their discretion treat a faxed or other machine-made copy of an instrument in any such form as an original copy of the instrument. 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.

31.3 The instrument appointing a proxy and (if required by the Directors) any authority under which it is executed or a copy of the authority (certified notarially or in any other manner approved by the Directors) may:

- (a) be delivered to the Office, or to some other place within the United Kingdom or to some person specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting at any time not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- (b) in 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.

32 Subject to sections 290 to 300 of the Act, 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 the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of the Members has signified its agreement to the resolution in an authenticated document which has been received at the Office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Members have signified their agreement. In the case of a Member that is an organisation, its authorised representative may signify its agreement.

DIRECTORS

33

33.1 Unless and until otherwise determined by the Company in general meeting by special resolution, the Board of Directors shall consist of at least seven, but not more than thirteen Directors.

33.2 The Nominations Committee shall nominate an Independent individual with skills, experience and capability relevant to the Company as Chair of the Board.

33.3 The Nominations Committee shall nominate persons in the following categories (taking into account and ensuring appropriate geographical representation) for appointment to the Board:-

- (a) no more than six persons who shall be senior leaders of higher education and at least three of these shall be the Head of an institution of higher education; and

- (b) no more than six Independent persons with skills, experience and capability relevant to the Company.

33.4 Any person who is willing to act as a Director and is permitted to be so appointed by the law and these Articles may be nominated to be a Director by the Nominations Committee and appointed to be a Director by a decision of the Board of Directors.

33.5 In making appointments to the Board and when periodically reviewing the composition requirements of the Board, the Board of Directors shall have regard to

the need for diversity on the Board with a balance of skills, knowledge and experience including persons who have skills in areas such as without limitation, IT, finance and audit, marketing and communications, HR, technology, data, digital expertise or such other skills, knowledge and experience that the Board may require from time to time.

- 33.6 A Deputy Chair may be elected by the Board of Directors and the Board of Directors shall determine the criteria for the Deputy Chair from time to time.
- 33.7 If for any reason a Director ceases to be a senior leader of higher education, or in the case on an Independent Director, if any reason or change in circumstances materially affects the skills, knowledge and experience which formed the basis of their appointment the Board shall determine whether the office of the Director shall be vacated.
- 33.8 Subject to earlier termination under Articles 34 and 33.7 and the provisions of Article 33.9 each appointment of a Director shall be for up to four years concluding on the last day of the month following the fourth anniversary of appointment. Directors may be re-appointed by the Board of Directors for up to one additional term of up to four years having due regard to the Directors performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required.
- 33.9 On the expiration of a second period of appointment of four years, a Director may only be re-appointed if an interim period of two years, during which the person has not been a Director, has elapsed. However the Board may determine that the person holding the office of Chair or any Director may be re-appointed as a Director under Article 33.9 for a further period of up to two years directly following the expiration of his second period of appointment of four years and following the end of that further period of two years there must be an interim period of two years, during which the Chair or said Director has not been a Director, before he can be re-appointed.
- 33.10 Any appointment made pursuant to this Article shall be notified to the Secretary.

TERMINATION OF A DIRECTOR'S TERM OF OFFICE

34

- 34.1 The office of a Director shall be vacated if the Director:
- (a) becomes bankrupt or makes any arrangement or composition with creditors generally;
 - (b) is disqualified from acting as a charity trustee by virtue of section 178 of the Charities Act 2011 and such other statute as shall be in force from time to time;

- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs provided that a registered medical practitioner who is treating the Director gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (d) resigns from office by giving notice in writing to the other Directors (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
- (e) becomes prohibited from holding office by reason of any court order made under the Act;
- (f) is removed from office by a resolution duly passed pursuant to section 168 of the Act;
- (g) shall have been absent without permission of the Directors from four consecutive meetings of the Directors and the Directors shall resolve that the office of the absentee Director be vacated.
- (h) when appointed fell within one of the categories listed at Article 33.3 (a) to (c) inclusive and the Board has determined pursuant to Article 33.7 that the office of the Director shall be so vacated by reason of the cessation of the role by which the Director was appointed to the Board.

34.2 In addition and without prejudice to the provisions of sections 168 and 169 of the Act, the Members may by ordinary resolution remove any Director before the expiration of that Director's period of office, and may by an ordinary resolution appoint another suitably qualified alternative person to hold office for up to two periods of four years from the date of such appointment.

34.3 The Directors may at any time, if they should be of the opinion that the interests of the Company so require, remove any Director whom they have appointed in accordance with Article 33. Such removal shall take effect immediately upon lodgement of a copy of the Directors' resolution at the Office. A copy of the notice shall be sent in writing by pre-paid post to the address of the Director who is to be so removed. No such notice shall be sent except on the vote of a majority of the Directors present (excluding the vote of the Director who is to be so removed) and voting at a meeting of the Directors, which majority shall include one half of the total number of Directors for the time being.

POWERS OF DIRECTORS

35 The business of the Company shall be managed by the Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company including, without prejudice to the generality of the foregoing, the power to borrow, and as are not by the Act or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to these Articles, to the provisions of the Act for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

36 The Directors may act notwithstanding any vacancy in their body.

37 If the Directors shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of admitting persons to Membership, filling up vacancies in their body, or summoning a general meeting, but not for any other purpose.

PROCEEDINGS OF THE BOARD OF DIRECTORS

38

38.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least two such meetings shall be held in each academic year.

38.2 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.

39 The Chair may assess the opinion of the Board on any issue as expressed in debate or correspondence without calling for a vote but a vote must be taken if any Director so requests and that request is seconded by another Director.

40 Voting on any issue shall be by show of hands unless any Director present shall demand a ballot and decisions taken by vote and by postal ballot shall be determined by a majority of those present and/or voting. Each Director shall be entitled to one vote and in the case of an equality of votes the Chair also shall have a casting vote.

- 41 A Director, and the Secretary at the request of a Director, shall at any time summon a meeting of the Directors by notice served upon the Directors. A Director who is absent from the United Kingdom and who has not given an address within the United Kingdom at which notices may be served upon the said Director shall not be entitled to notice of a meeting.
- 42 The Chair shall preside as Chair at all meetings of the Directors at which he shall be present, but if at any meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting or is not willing to preside the Directors present shall choose the Deputy Chair or if they are not present or unwilling to preside, one of their number to be Chair of the meeting.
- 43
- 43.1 A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
- 43.2 The quorum for meetings of the Directors shall be seven or such other number as the Directors may determine.
- 44
- 44.1 The Directors may delegate any of their powers to any sub-committee including those sub-committees listed in Article 44.2 below. The subcommittees may consist of such of their number together with such other persons as they think fit provided that not less than one of the members of any sub-committee must be a Director.
- 44.2 The Board of Directors shall have the power to create such sub committees as it shall determine from time to time. The Board of Directors shall approve the terms of reference and membership for these sub-committees from time to time and shall review the structures of all sub-committees on a regular basis.
- 44.3 Any sub-committee formed pursuant to Article 44 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Directors. The resolution making the delegation shall specify the financial limits within which any sub-committee shall function. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors. All acts and proceedings of such sub-committees shall be promptly reported to the Directors.

- 44.4 Unless otherwise determined by the Directors, a quorum shall be present if the total number of the members of the sub-committee present is at least equal to one-half of the members of the sub-committee for the time being provided that a meeting of a sub-committee shall only be quorate if at least one of the members present is a Director.
- 45 Subject to these Articles, the Directors may delegate any of the powers which are conferred to them under these Articles to such person or committee; by such means (including power of attorney); to such an extent; in relation to such matters or territories; and on such terms and conditions, as they think fit. This includes the delegation of such powers as are necessary for the day to day management of the Company.
- 46 All acts bona fide done by any meeting of the Directors or of any sub-committee, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.
- 47 The Directors shall cause proper minutes to be made of all appointments of the Directors and of the proceedings of all meetings of the Company and of the Directors and of sub-committees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 48 A resolution in writing which has been signed (or where agreement has otherwise been signified in writing) by all the Directors for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Directors or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such sub-committee duly convened and constituted.

UCAS COUNCIL

- 49
- 49.1 There shall be a UCAS Council or such like organisation established by the Board from time to time, which shall be an advisory body. The principal role of the UCAS Council shall be to:-

- (a) Advise and inform the Board of Directors on issues relating to the admissions process as perceived by Members and other stakeholders;
- (b) Inform and challenge the strategy and direction of the Company; and
- (c) Make representations to the Board of Directors on any aspect of the Company's business.

49.2 The Board of Directors shall consider the issues raised by the UCAS Council and shall co-operate and respond as appropriate to its views and guidance. In particular, the Board of Directors shall:-

- (a) Provide the UCAS Council with regular reports on the Company's performance;
- (b) Respond to the UCAS Council in respect of feedback and outline proposed actions as appropriate;
- (c) Consult the UCAS Council on key decisions such as admissions policy and major strategic changes and take on board the recommendations of the UCAS Council as appropriate.

49.3 The composition of members of the UCAS Council and its proceedings shall be as set out in terms of reference as approved by the Board from time to time but so that:

- (a) the Chair of the UCAS Council shall be a member of the Committee of University Chairs or such other person of similar standing; and
- (b) both the Chief Executive Officer of the Company and the Chair of the Board of Directors or their respective nominated deputies shall be required to attend the UCAS Council meetings.

CONFLICTS OF INTEREST

50

TRANSACTIONAL CONFLICTS

50.1 A Director must declare the nature and extent of any interest, direct or indirect, which s/he has in any proposed transaction or arrangement with the Company. A Director must absent himself or herself from any discussions of the Directors 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).

- 50.2 Subject to Article 50.3, all acts done by a meeting of the Directors or of a committee of the Directors shall be valid notwithstanding the participation in any vote of the Directors of a Director who was disqualified from office, who had previously retired or had been obliged by the constitution to vacate office or who was not entitled to vote on the matter whether by reason of a conflict of interest or otherwise if without the vote of that Director and that Director being counted in the quorum, the decision has been made by a majority of the Directors at a quorate meeting.
- 50.3 Article 50.2 does not permit a Director 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 50.2, the resolution would have been void or if the Director has not complied with Article 50.1.

SITUATIONAL CONFLICTS

- 50.4 The Members hereby authorise any conflict of interest for a Director which arises solely by virtue of the relevant conflicted Director being connected with a Member of the Company so that subject to Article 50.1 the Director may continue to participate in discussions leading to the making of a decision and/or to vote PROVIDED ALWAYS THAT this authorisation shall not authorise the conflicted Director to receive any payment or material benefit from the Company.
- 50.5 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these Articles the unconflicted Directors may, if they form a quorum and are satisfied that it is in the best interests of the Company to do so, authorise the conflicted Director to:
- (a) continue to participate in discussions leading to the making of a decision and/or to vote; or
 - (b) disclose to a third party information confidential to the Company; or
 - (c) take any other action not otherwise authorised which does not involve the receipt by the conflicted Director of any payment or material benefit from the Company; or
 - (d) refrain from taking any step required to remove the conflict.
- 50.6 Notwithstanding any other provisions of this Article 50, the Board of Directors may resolve in their absolute discretion that a Director (“Potentially Conflicted Director”) does have a conflict of interest arising under either Article 50.1 or 50.5, regardless as to whether to not that Director has declared such an interest. The Potentially

Conflicted Director must be absent from that part of the meeting at which the issue of whether such a conflict of interest arises is discussed by the Board of Directors and therefore shall not be entitled to vote nor be counted in the quorum in relation to a decision on such a matter.

SECRETARY

51

51.1 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

51.2 The Board of Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

SEAL

52 The Seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors.

ACCOUNTS

53 The Directors shall cause accounting records of the Company to be kept in accordance with section 386 of the Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).

54 Accounting records shall be kept at the Office or, subject to section 388 of the Act, at such other place or places as the Directors shall think fit and shall always be open to the inspection of the Directors.

55 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being officers of the Company and no such Member (not being such an officer) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

56 The Directors must prepare for each financial year accounts as required by the Act. 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 Statement of Recommended Practice.

57

57.1

57.2 The annual accounts and reports shall be circulated in accordance with Part15 of the Act and these Articles.

AUDIT

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

59 Auditors shall be appointed and reappointed, and their duties regulated in accordance with the Act.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

60

60.1 The Directors must comply with the requirements of the Charities Act 1993 and the Charities and Trustee Investment (Scotland) Act 2005 with regard to the:

- (a) transmission of a copy of the statements of account to the Commission;
- (b) preparation of an annual report and the transmission of a copy of it to the Commission and to OSCR; and
- (c) preparation of an annual return and its transmission to the Commission and OSCR.

60.2 The Directors must notify the Commission and OSCR promptly of any changes to the Company's entry on the Central Register of Charities or the Scottish Charity Register respectively

60.3 The Directors must comply with the requirements of the Charities Act (Northern Ireland) 2008 (as applicable) with regard to the:

- (a) requirement to register the Company as a section 167 institution;
- (b) preparation of a financial statement relating to the Company's operations for charitable purposes in or from Northern Ireland;
- (c) preparation of a statement of activities relating to the Company's operations for charitable purposes in or from Northern Ireland; and

- (d) compliance with order(s) and/or regulation(s) made by the Department for Social Development affecting the operation of the Company for charitable purposes in or from Northern Ireland.

NOTICES

- 61 A notice may be served by the Company upon any Member:
 - 61.1 personally; or
 - 61.2 by sending it by pre-paid first-class post addressed to such Member at an address as appearing in the Register of Members; or
 - 61.3 by electronic communication subject to Article 63 below.
- 62 Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address or number within the United Kingdom at which notices may be served upon the said Member shall be entitled to have notices served upon the said Member at such address or number, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Company.
 - 62.1 Any notice, if served by post pursuant to Article 61.2 shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.
 - 62.2 Any notice or other document which pursuant to these Articles is required to be served by any Member on the Company or on the Secretary or any other officer of the Company may be served by any of the means set out in Article 61 addressed to the Company or to the Secretary or other officer of the Company, as the case may be, at the Office.
- 63
 - 63.1 Nothing in this Article 63 affects any requirement imposed, or contrary provision made by or under any enactment.
 - 63.2 Any documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company must be sent or supplied in accordance with the provisions of the Act.

- 63.3 Subject to the provisions of the Act, the Company may make any documents or information authorised or required by any provision of the Act to be sent or supplied by the Company to any Member available on a website.
- 63.4 Any documents or information which are authorised or required by any provision of these Articles to be sent or supplied by or to the Company (and which are not authorised or required to be sent or supplied in accordance with the Act) may (unless these Articles require them to be sent or supplied in another way) nevertheless, be sent or supplied in accordance with the company communications provisions (as defined in the Act) (including, for the avoidance of doubt and in relation to documents or information to be sent or supplied by the Company to the Members only, by making such documents and information available on a website).
- 63.5 The provisions of Section 1147 of the Act (with the exception of Section 1147(5) which shall not apply) shall apply to any documents or information sent or supplied by the Company.

INDEMNITY

- 64 Subject to the provisions of the Act but without prejudice to any indemnity which a Director may otherwise be entitled, every Director and other officer and Auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by the Director in defending any proceedings, whether civil or criminal, in which judgement is given in the Director's favour or in which the Director is acquitted, or in connection with any application in which relief is granted to the Director by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

DISSOLUTION

- 65 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 but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Article 5 hereof, such institution or institutions to be determined by Members at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the Directors for some other charitable purpose or purposes.