

No 05078498

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY
GUARANTEE

ARTICLES OF ASSOCIATION

OF

UNIVERSITY OF SUFFOLK

INCORPORATING THE INSTRUMENT AND

“clear days” in relation to the period of a notice means a period excluding:

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect;

“Commission ” means the Charity Commission for England and Wales;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company;

“company or “ UoS” means the company intended to be regulated by the articles;

“Conflict ” means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

“directors ” means the directors of the Company. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

“document ” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form ” has the meaning given in section 1168 of the Companies Act 2006;

“officers ” includes the directors and the secretary (if any);

“seal” means the common seal of the Company if it has one;

“secretary ” means any person appointed to perform the duties of the secretary of the Company; and

“senate” shall have the meaning set out in article 29;

“United Kingdom ” means Great Britain and Northern Ireland;

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

- 2.2 Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Company.

- (iii) to promote academic and applied research and all other types of research, teaching, scholarship and knowledge transfer;
- (iv) to support, aid and assist in any way the activities of other charitable institutions concerned with the advancement of education, lea6(h)0.6()0.2Fe9 0 TwTw T* [(educ)-2(at)-6.6(i)2.6(on,)-6.6(l)2.6lh

- 5.1.8 to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions;
- 5.1.9 to found or maintain Fellowships, Exhibitions, Scholarships, Bursaries, Studentships and Prizes and similar encouragement to academic work;
- 5.1.10 to provide for the discipline of staff, students and other persons and to regulate such use in such manner as the Company may think fit;
- 5.1.11 to make and publish any regulations and procedures for the government and conduct of UoS 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;
- 5.1.12 to participate as UoS may see fit in any arrangements made with any other university or education body having the appropriate powers whereby students of UoS may become qualified to receive any degrees or other academic qualification of any such other body;
- 5.1.13 to establish such relationships with other universities or other educational institutions or any other body as may be thought desirable or expedient, including the recognition of courses or parts of courses of, or taught at, such other universities and educational institutions and other bodies as leading to Awards or Credits of UoS;
- 5.1.14

- (ii) to pay out of the funds of the Company the costs of forming and registering the Company.

6 Application of income and property

6.1 The income and property of the Company shall be applied in the following order:

12 General meetings

- 12.1 The Company may in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year. Any annual general meeting shall be specified as such in the notices calling it. An annual general

- 14.18 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 14.19 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place

- 15.1.4 is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 15.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 15.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 15.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 15.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 15.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

16 Delivery of proxy notices

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

17 Written resolutions

- 17.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been

entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

17.1.1 a copy of the proposed resolution has been sent to every eligible member;

17.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

17.1.3 it is contained in an authenticated document which has been received by the Company within the period of 28 days beginning with the circulation date.

17.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

18 Votes of members

18.1 Every member shall have one vote.

18.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

19 Directors

19.1 A director must be a natural person aged 16 years or older.

19.2

20.2 Of the appointed directors:

20.2.1 up to thirteen (referred to as the “independent directors”) shall be persons appearing to the directors to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession or to have other appropriate experience;

20.2.2 at least one and not more than two shall be members of the senate (who are also academic members of staff at UoS) and nominated by the senate;

20.2.3 at least one and not more than two shall be students at UoS nominated by the students at UoS; and

20.2.4 at least one and not more than nine (referred to as the “co-opted directors”) shall be persons nominated by those directors who are not themselves co-opted directors.

20.3 The co-opted directors required by article 20.2.4 above shall be a person or persons who have experience in the provision of education.

20.4 A person (other than a person appointed in pursuance of articles 20.2.2 and/or 20.2.3 above) who is:

20.4.1 employed at UoS;

20.4.2 a full-time student at UoS; or

20.4.3 an elected member of any local authority.

is not eligible for appointment as a director otherwise than as a co-opted director.

20.5 A person who is not for the time being enrolled as a student at UoS shall be treated as such a student during any period when he has been granted leave of absence from UoS for the purposes of study or travel or for carrying out the duties of any office held by him in the student union at UoS.

20.6 At least half of all the directors shall be independent directors.

- 20.7 Independent directors shall not normally serve for more than either of two terms of four years, or three terms of three years, except where subsequently undertaking a new and more senior role within the Board of Directors.
- 20.8 Any deputy or vice chair appointed by the Board of Directors shall be one of the independent directors.
- 20.9 A director may not appoint an alternate director or anyone to act on his or h

23.1.5

- 24.9 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 24.10 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.
- 24.11 The directors shall appoint a director to chair their meetings and may at any time revoke such appointment. Such person shall always be one of the independent directors.
- 24.12 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting (provided such person is an independent director).
- 24.13 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to h(2.6(nt)4)-2(ei)2.6(c)Q 0.072 T

- 25.3 The directors may revoke or alter a delegation.
- 25.4 All acts and proceedings of any committees must be fully and promptly reported to the directors.

26 Validity of directors' decisions

- 26.1 Subject to article 26.2, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

- 26.1.1 who was disqualified from holding office;
- 26.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 26.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- 26.1.4 the vote of that director; and
- 26.1.5 that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

- 26.2 Article 26.1, does not permit a director or connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 26.1, the resolution would have been void, or if the director has not complied with article 8.

27 Responsibilities of Board of Directors

- 27.1 The directors shall be responsible for ensuring that the Objects of the Company are fulfilled. Without prejudice to the generality of the functions exercisable by the board of directors on behalf of the Company, those functions shall include the following:

- 27.1.1 the determination of the educational character, mission and corporate plans of the Company and for oversight of its activities;
- 27.1.2 ensuring the effect and efficient use of resources, the solvency of the Company and the safeguarding of its assets;

27.1.3

28.2 The chief executive shall have a general responsibility to the board of directors for ensuring that the object of the Company is fulfilled and for maintaining and promoting the efficiency, discipline and good order of the Company and shall have such powers and duties as may be entrusted to him by the board of directors, to include:

28.2.1

35 Indemnity

35.1 The Company shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

35.2 In this article a “relevant director ” means any director or former director of the Company.

35.3 The Company may indemnify an auditor against any liability incurred by him or her or it:

35.3.1 in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or

35.3.2 in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

36 Rules

36.1 The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

37 Disputes

37.1 If a dispute arises between members of the Company about the validity or propriety of anything done by the members of the Company under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

38 Dissolution

38.1 If the Company

and if that cannot be done then to some other company, university, corporation or institution.

39 Interpretation

39.1 In articles 9.1 and 26.2, “connected person ” means:

39.1.1 a child, parent, grandchild, grandparent, brother or sister of the director;

39.1.2 the spouse or civil partner of the director or of any person falling within paragraph 39.1.1 above;

39.1.3 a person carrying on business in partnership with the director or with any person falling within paragraph 39.1.1 or 39.1.2 above;

39.1.4 an institution which is controlled:

(i) by the director or any connected person falling within paragraphs 39.1.1, 39.1.2 or 39.1.3 above; or

(ii) by two or more persons falling within paragraph 39.1.4(i) above, when taken together;

39.1.5 a body corporate in which:

(i) the director or any connected person falling within paragraphs 39.1.1 to 39.1.3 above has a substantial interest; or

(ii) two or more persons falling within sub-paragraph 39.1.5(i) above whom, when taken together, have a substantial interest.

Sections 350 – 352 of the Charities Act