Company Number: 02600590

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association of GuildHE Limited

(adopted by Special Resolution passed on 22nd October 2026)

Preliminary

1. The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles and any other regulations set out in any other statute, or in any statutory instrument or other subordinate legislation made under any statute concerning companies, including the model articles of association for a private company limited by guarantee contained in Schedule 2 of The Companies (Model Articles) Regulations 2008 (as amended), shall not apply to the Company and these Articles alone shall constitute the regulations of the Company.

2. In these Articles the following expressions have the following meanings unless inconsistent with the context:

"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
"Board of Trustees"	the board of directors and charity trustees of the Company appointed in accordance with Articles 61 and 62
"Chief Executive Officer" or "CEO"	means the chief executive officer of the Company, as may be appointed from time to time by the Board of Trustees in accordance with Article 75
"the Company"	GuildHE Limited
"Companies Act 1985"	the Companies Act 1985 (as amended from time to time)
"Companies Act 2006"	the Companies Act 2006 (as amended from time to time)

"electronic address"	any address or number used for the purposes of sending or receiving documents or information by electronic means
"electronic form" and "electronic means"	have the meaning given in section 1168 of the Companies Act 2006
"Eligible Institution"	any provider of higher education as defined by the Higher Education and Research Act 2017, the Further and Higher Education (Scotland) Act 2005, the Higher Education (Wales) Act 2015 or the Higher Education (Northern Ireland) Order 2005, in either the further education or higher education sector
"executed"	includes any mode of execution
"hard copy form"	has the meaning given in section 1168 of the Companies Act 2006
"Head"	the vice chancellor, principal, director, rector or person of equivalent status or title, in overall charge as chief executive of an Eligible Institution
"in writing"	hard copy form or electronic form or website communication
"Member"	unless otherwise stated and as the context admits or requires a member of the Company, and "Membership" shall be construed accordingly
"Observer"	means a person admitted as an observer to the Board of Trustees by the Members in accordance Article 63
"the Office"	the registered office of the Company
"the Register"	the register of Members of the Company
"the Secretary"	the secretary for the time being of the Company and any person appointed by the Board of Trustees from time to time to perform any of the duties of the secretary
"the Statutes"	the Companies Acts as defined in section 2 of the Companies Act 2006 (including the Companies Act 1985 and the Companies Act 2006) and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force relating to companies and affecting the Company
"the United Kingdom"	England, Scotland, Wales, Northern Ireland, the Channel Islands, and the Isle of Man
"Vice Chairs"	the Vice Chairs of the Company appointed by the Members pursuant to Article 61

Unless inconsistent with the context, words importing the singular number only shall include the plural number and vice versa.

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Words importing persons shall include corporations.

The word “body” includes any association, institution or aggregate of persons, whether incorporated or unincorporated, and whether of a voluntary nature or otherwise.

Reference herein to any provision of the Statutes shall be construed as a reference to such provision as modified by any statute for the time being in force.

Save as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

Objects

3. The objects for which the Company is established are to promote and improve higher education in the United Kingdom and elsewhere in direct furtherance of the objects and missions of Company members by the promotion of discussion and consultation, the formulation of policies and the provision of representation, information, advice and assistance.

Powers

4. In furtherance of the above objects but not otherwise in the Company shall have the following powers:-

    4.1. To promote and provide a forum and facilities within which discussion and consultation between members and associate members of the Company and others (“Stakeholders”), on any matters affecting or relevant to higher education;

    4.2. To formulate policies on any matters affecting or relevant to higher education in the United Kingdom;

    4.3. To represent Stakeholders and to conduct dealings and to liaise with the Government, any local, national or other institutions, authorities, agencies, bodies or persons, wheresoever in the world situated;

    4.4. To provide information, advice and assistance to Stakeholders, or any of their representatives, on any aspect of educational affairs, including administrative and financial matters relating to or connected with education;

    4.5. To provide information about Stakeholders, the work, organisation and objectives, and the courses and facilities provided by them;

    4.6. To purchase, take on lease or on exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections;

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4.7. Subject to the provisions herein contained, to employ and pay officers and other persons or bodies whose services are required for carrying out any of the objects of the Company; and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and immediate dependants;

4.8. To act as trustee and to undertake or accept any trusts or obligations which are charitable in accordance with the purposes of the Company and which may be lawfully undertaken by the Company;

4.9. To invest money, subject to the jurisdiction of the Charity Commissioners for England and Wales, in or upon any investments, securities or property as may be thought fit authorised by law for the investment of trust funds and with such sanction as may be required by law with respect to moneys subject to such jurisdiction;

4.10. Subject to such consents as may be required by law, to borrow or raise money in such manner and upon such terms as the Company shall think fit, and in particular upon the security by way of mortgage, charge, debenture or otherwise of all or any part of the property of the Company;

4.11. Subject to such consents as may be required by law, to sell, manage, develop, let, mortgage, or otherwise deal with or turn to account all or any part of the property, assets, rights and privileges of the Company;

4.12. To arrange and provide for or join in arranging and providing for the holding of conferences, training courses, exhibitions, meetings, lectures and classes;

4.13. To establish and support and aid in the establishment and support or any charitable associations or institutions and to subscribe or guarantee money for charitable purposes;

4.14. To solicit and procure by any lawful means and to take, accept and receive any subscription annuity, gift of money, property or other assets whether subject to any special trust or not, for the objects of the Company;

4.15. To transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Company not required for the purposes of the Company to any charitable body having objects similar to those of the Company;

4.16. To apply for, promote and obtain or join in applying for promoting or obtaining any Act of Parliament, Provisional Order, Royal Charter or Licence of any authority, necessary or desirable for the furtherance or realisation of any of the objects or purposes of the Company and to take all such steps and proceedings, and to do all such acts and things either alone or jointly with others, whether by opposing applications or proceedings or otherwise, as shall be necessary or expedient to protect the interests of the Company;

4.17. To federate or amalgamate with, affiliate or become affiliated to any charitable body having objects similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Article 4 hereof and to

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acquire and undertake all or any part of the assets, liabilities and engagements of any such body, which the Company may lawfully acquire or undertake;

4.18. To do all such other lawful things as are necessary to the attainment of the above objects or purposes.

Provided that:

(i) In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) In case the Company shall take or hold any funds provided by or through the medium of a Crown or Government Body the Company shall only deal with or invest the same in such manner as embodied from time to time in the appropriate grant conditions and financial memoranda.

(iii) The objects of the Company shall not extend to the regulation of relations between workers and employees or organisations of workers and organisations of employers.

(iv) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law, and as regards any such property the Board of Trustees of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members of the Board of Trustees would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners, over such members of the Board of Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

Income

5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company and no Member of the Company nor Board of Trustees shall be appointed to any office of the Company paid by salary in money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

(i) of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;

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(ii) of interest on money lent by any Member of the Company at a rate not exceeding 2% less than the base lending rate prescribed for the time being by the bank appropriate to the Company or 3% whichever is the greater;

(iii) of reasonable and proper rent for premises demised or let by any Member of the Company;

(iv) of fees, remuneration or other benefit in money or money's worth to a company of which a Member of the Company may be a member for any services rendered to the Company;

(v) to any Member of the Company of reasonable out of pocket expenses.

Membership

6. The Members of the Company shall be such persons or institutions as the Board of Trustees shall admit to Membership (being persons or institutions who are eligible for Membership in accordance with this Article). A person or institution is eligible for Membership if they are:

   6.1. an Eligible Institution; or

   6.2. such other person or institution as the Board of Trustees shall in its discretion decide to admit to Membership.

7. Each Eligible Institution, person or institution eligible for Membership under Article 6 shall be entitled to be considered for Membership upon signing and submitting an application for Membership. The Board of Trustees shall have an absolute discretion to admit or refuse to admit any person or institution to Membership upon receipt of an application for Membership. No Eligible Institution shall be unreasonably refused Membership. Written reasons will be provided in any case where Membership is refused.

8. Unless otherwise determined by the Board of Trustees, each Member of the Company shall be represented by the Head of the Eligible Institution or, in the case of Members appointed in accordance with Article 6.2, the Member's authorised representative.

9. Unless otherwise provided by the Board of Trustees, any Member shall cease automatically to be a Member upon ceasing to be eligible under Article 6. In the case of significant material changes in the corporate form of an Eligible Institution, for example through changes to ownership or through merger, then the Membership will be subject to review by the Board of Trustees.

10. The Board of Trustees may resolve that any Member eligible under Article 6 shall cease to be a Member in the event that the subscription due to the Company from the Eligible Institution, person or institution is not paid by the Eligible Institution, person or institution within the period of time provided for by the Company for such payment.

11. The Chair of the Board of Trustees may resolve that any Member should be suspended from Membership pending an investigation into concerns that the actions of the Member could

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result in reputational damage to the Company, or for other good cause. Written notice of the reason(s) for suspension will be provided in each case.

12. A Member may at any time withdraw from Membership of the Company by giving at least nine months' notice to the Company expiring on July 31st of the following year.

13. A Member shall forthwith cease to be a Member if they are removed from Membership by a resolution passed by a majority of members of the Board of Trustees following a removal recommendation by the Chair of the Board that the actions of the Member could result in reputational damage to the Company, or for other good cause. Written reasons will be provided in any case where a Member is removed from Membership.

14. The Secretary shall maintain the Register and shall enter therein the name and address of every Member for the time being and such other details as may from time to time be prescribed by law and shall remove therefrom the name of any person or institution ceasing to be a Member in any such circumstance as aforesaid.

15. The liability of Members is limited.

Sub-associations

16. Subject to the following provisions, the Company may establish sub-associations for special interest organisations of the Company's Members and other relevant institutions.

17. Each sub-association must be approved by the Board of Trustees.

18. Each sub-association must comply with the following:

    18.1. the adoption of articles of association or other constitution that has been approved by the Board of Trustees and, at all times, accords with the powers and objects of the Company;

    18.2. the establishment of appropriate management arrangements agreed with the GuildHE Executive;

    18.3. the appointment of a Chair, who shall also be an observer at general meetings if they are not already eligible to attend as the authorised representative of a Member. The Chair shall chair both general meetings of the sub-association and meetings of the relevant management group;

    18.4. the adoption of financial, accounting and audit procedures consistent with the financial, accounting and audit procedures of the Company. The sub-association accounts form part of the Company's accounts but shall be ringfenced within those accounts;

    18.5. the establishment of separate voting procedures consistent with the voting procedures of the Company; and

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18.6. the adoption of a prohibition on distribution of assets to the members of the sub-association on dissolution or otherwise.

19. Each sub-association shall submit an initial list of members for approval by the Executive. If the Executive does not approve the application of a proposed member, the sub-association shall refuse to admit that proposed member to membership.

20. Prior approval of the Board of Trustees must be obtained to any amendments to the articles of association or other constitution referred to in Article 18.1.

21. Each sub-association shall have the power to make rules or bye-laws regarding the government and conduct of the sub-association. Prior approval of the Board of Trustees must be obtained to such rules and bye-laws.

Subscriptions

22. In each year the Board of Trustees shall fix the subscription or subscriptions to be paid by each Member of the Company. The Board of Trustees may decide not to levy any subscription on any Members eligible for Membership pursuant to Article 6 who are individuals and not representatives of a Member.

General Meetings

23. The Company shall hold a general meeting in every year as its Annual General Meeting and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last Annual General Meeting.

24. General meetings including the Annual General Meeting shall be held at such time and place as may be determined by the Board of Trustees. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

25. The Board of Trustees may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by the Statutes.

26. At least fourteen days' written notice of every Annual General Meeting and of every other general meeting (exclusive in every case both of the day on which notice is served or deemed to be served and of the day of the meeting) shall be given. Every notice shall specify the place, the day and time of meeting, and the general nature of the business to be dealt with at the meeting. Notice shall be given to all Members (and the auditors). With the consent of all the Members having the right to attend and vote at a meeting of Members, or of such proportion of them as is prescribed by the Statutes, a meeting may be convened by such notice period as those Members may think fit.

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

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Proceedings at General Meetings

28. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board of Trustees and of the auditors, the election of members of the Board of Trustees in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

29. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. At an Extraordinary General Meeting one half of the Members carrying the right to attend and vote at the general meeting personally present shall be a quorum. At an Annual General Meeting the quorum shall be one third of the Members personally present carrying the right to attend and vote at the general meeting.

30. 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 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 time and place as the Board of Trustees 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.

31. Any Member may participate in a general meeting by means of video or telephone conferencing 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 Statutes, the Member 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 Chair of the meeting then is.

32. The Chair of the Board of Trustees (who shall be elected by the Members at a general meeting) shall preside as Chair at every general meeting, but if there be no such Chair, or if at any meeting they shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some other Member who shall be present to preside at the meeting.

33. The Chair 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an 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.

34. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless the Chair or two Members present in person or by proxy demand a postal ballot of Members.

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35. If a postal ballot be demanded as aforesaid, it shall be taken in such manner as the Chair of the meeting shall direct, and the result of the postal ballot shall be deemed to be the resolution of the meeting at which the postal ballot was demanded.

36. No postal ballot shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.

37. In the case of an equality of votes, whether on a show of hands or on a postal ballot, the Chair of the meeting shall be entitled to a second or casting vote.

38. The demand for a postal ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question of which a postal ballot has been demanded.

Votes of Members

39. Subject as hereinafter provided, every Member, whether an organisation or an individual, present in person or by proxy shall have one vote.

40. A Member shall have the right to appoint another person as their proxy to attend and vote at a general meeting of the Company instead of the Member.

41. The instrument appointing a proxy shall be in writing under the hand of the appointor or their attorney duly authorised in writing.

42. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

43. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

44. The instrument appointing a proxy shall be in the common form or in such other form as the Board of Trustees may accept and shall unless otherwise stated be valid both for the meeting to which it relates and at any adjournment thereof. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

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Written resolutions

45. Subject to Article 48 a written resolution of the Members passed in accordance with this Article 45 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:

    45.1. as an ordinary resolution if it is passed by a simple majority of the eligible Members; or

    45.2. as a special resolution if it is passed by Members representing not less than 75 per cent of the eligible Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.

46. Where a resolution is proposed as a written resolution of the Company, the eligible Members are the Members who would have been entitled to vote on the resolution on the circulation date (as defined in the Companies Act 2006) of the resolution.

47. Any resolution of the Members for which the Companies Act 2006 does not specify whether it is to be passed as an ordinary resolution or as a special resolution shall be passed as an ordinary resolution.

48. A Members' resolution under the Companies Act 2006 removing a director or an auditor before the expiration of their term of office may not be passed as a written resolution.

49. A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.

50. A Member signifies their agreement to a proposed written resolution when the Company receives from them an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:

    50.1. if the document is sent to the Company in hard copy form, it is authenticated if it bears the signature of the person sending it;

    50.2. if the document is sent to the Company in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Company or, where no such manner has been specified by the Company, if it is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.

51. A written resolution is passed when the required majority of eligible Members have signified their agreement to it. In the case of a Member that is an organisation, its authorised representative may signify its agreement.

52. A proposed written resolution shall lapse if it is not passed within 28 days beginning with the circulation date (as defined in the Companies Act 2006).

53. Communications in relation to written resolutions shall be sent to the Company's auditors in accordance with the Companies Act 2006.

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54. The Members may require the Company to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Companies Act 2006.

The Board of Trustees

55. The business of the Company shall be managed by the Board of Trustees in respect of such functions as the Members may delegate to it from time to time. The members of the Board of Trustees shall be appointed in accordance with Articles 61 and 62.

56. The Members may from time to time and at any time appoint a new member of the Board of Trustees either to fill a casual vacancy or by way of addition to the Board of Trustees provided any prescribed maximum be not thereby exceeded.

Powers of the Board of Trustees

57. Members of the Board of Trustees shall form the board of directors of the Company (and shall be trustees of the Company as a registered charity). The Board of Trustees may exercise all such powers of the Company in respect of such functions as the Members may delegate to it from time to time, and on behalf of the Company the Board of Trustees shall carry out all such acts (limited as aforesaid) as may be exercised and done by the Company and as are not by the Statutes 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 Statutes affecting the Company and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Members shall invalidate any prior act of the Board of Trustees which would have been valid if such regulation had not been made.

58. The Board of Trustees may exercise all the powers of the Company to borrow from time to time for the purposes of the Company such sums as they think fit and may secure the repayment of any such sums by mortgage or charge upon all or any of the property or assets of the Company or otherwise as they may think fit.

59. The members for the time being of the Board of Trustees may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Trustees shall at any time be or be reduced in number to less than any prescribed minimum number, it shall be lawful for them to act as the Board of Trustees for the purpose of filling up vacancies in their body, but not for any other purpose. If any time there shall be no member or members of the Board of Trustees but there shall be a Member or Members of the Company such Member or Members of the Company or a majority of them may act to fill a vacancy as aforesaid.

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Proceedings of the Board of Trustees

60. The Board of Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit (subject as hereinafter provided). The quorum necessary for the transaction of business shall be 4 (or such greater number as the Board of Trustees shall from time to time determine). Questions arising at any meeting shall be decided by a majority of votes. In any case of an equality of votes the Chair shall have a second or casting vote.

61. The Members of the Company shall from time to time elect one Member as Chair and two Members as Vice Chairs of the Board of Trustees, each to hold office for a period of three years or such other period as the Members shall decide. The Chair shall be entitled to preside at all meetings of the Board of Trustees at which they shall be present, but if at any meeting the Chair be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members of the Board of Trustees present shall choose one of their number to be Chair of the meeting.

62. The Board of Trustees shall consist of the Chair, Vice Chairs (appointed as aforesaid) and additional members comprising:

    62.1. Three Members elected to the Board of Trustees by the Members; and
    62.2. Members co-opted to the Board of Trustees by the existing Board of Trustees;

to hold office in such case for a period of three years or (in the case of co-opted members under Article 62.2) such other period as the Members or Board of Trustees shall decide, subject to Article 66.

63. Notwithstanding Article 62, the Members may at their entire discretion appoint, and remove, one or several Observers from time to time as additional members of the Board of Trustees. Observers shall not be entitled to vote on the Board of Trustees and shall have such other rights and responsibilities as the Members may from time to time decide.

64. Elected members of the Board of Trustees may serve for two consecutive terms of three years but shall not serve for at least one year before subsequent re-election to the Board of Trustees.

65. In deciding on co-options, members of the Board of Trustees will have regard to the diversity of Eligible Institutions represented on the Board of Trustees.

66. Co-opted members must stand down as members of the Board of Trustees after three years in office but may be subsequently co-opted after a period of not less than one year thereafter. Co-opted members may stand for election immediately after three years in office.

67. If a member of the Board of Trustees is elected as the Chair or Vice Chair, then the above time limits shall be extended to allow completion of the relevant period of office.

68. Meetings of the Board of Trustees shall be held at least six times in any one year.

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69. A meeting of the Board of Trustees 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 Board of Trustees generally.

70. The Board of Trustees may delegate any of their powers to committees consisting of such member or members of the Board of Trustees as they think fit, who shall have the power to co-opt additional members, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Trustees. All acts and proceedings of any such committee shall be reported to the Board of Trustees soon as possible and such committees will remain liable to the Board of Trustees for all acts and proceedings undertaken in accordance with powers delegated under this Article.

71. All acts bona fide done by any meeting of the Board of Trustees or of any committee of the Board of Trustees, or by any person acting as a member of the Board of Trustees, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Trustees.

72. The Board of Trustees shall cause proper minutes to be made of all appointments of officers made by the Board of Trustees and of the proceedings of all meetings of the Board of Trustees and of committees of the Board of Trustees, 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 of the facts therein stated.

73. A resolution in writing signed by all the members for the time being of the Board of Trustees or of any committee of the Board of Trustees who are entitled to receive notice of a meeting of the Board of Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or of such committee duly convened and constituted.

74. Any member of the Board of Trustees may participate in a meeting of the Board of Trustees or of any committee of the Board of Trustees of which they are a member by means of video or telephone conferencing 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 Statutes, the member 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 Chair of the meeting then is.

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Chief Executive Officer

75. The Board of Trustees may establish a role of Chief Executive Officer or CEO, who shall be appointed by the Board of Trustees for such period and with such duties and remuneration as they may think fit, and any CEO so appointed may be removed by them. The CEO shall have right of attendance at all Board of Trustee and general meetings. Such a person may if necessary also be appointed as the Secretary under Article 76.

Secretary

76. The Secretary of the Company shall be appointed by the Board of Trustees for such period as they may think fit, and any Secretary so appointed may be removed by them. The Board of Trustees 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.

The Seal

77. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Trustees, and in the presence of at least two members of the Board of Trustees or one member of the Board of Trustees and the Secretary.

78. The said members or member and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

Disqualification of Members of the Board of Trustees

79. The office of a member of the Board of Trustees shall be vacated:

    79.1. If a receiving order is made against them or they make any arrangements or composition with their creditors;
    79.2. If they are deemed by a simple majority of the Company to be so disabled by any illness or condition as to be unable properly to fulfil their duties;
    79.3. If by notice in writing to the Company they resign their office;
    79.4. If they cease to hold office by reason of any order made under the Company Directors Disqualification Act 1986;
    79.5. If they are removed from office by a resolution duly passed pursuant to sections 168 and 169 of the Companies Act 2006;
    79.6. If they are removed or resign from their office as the Head or representative of a Member of the Company;
    79.7. If they are deemed by a simple majority of the Board of Trustees to be unable or unfit to discharge the functions of a Trustee;
    79.8. If they cease to be eligible to be a director of a charity.

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Accounts

80. The Board of Trustees shall cause proper books of account to be kept with respect to:

    80.1. all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
    80.2. all sales and purchases of goods by the Company; and
    80.3. the assets and liabilities of the Company.

81. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

82. The books of account shall be kept at the Office, or, subject to sections 386 to 389 of the Companies Act 2006 at such other place or places as the Board of Trustees shall think fit, and shall always be open to the inspection of the members of the Board of Trustees.

83. The Board of Trustees shall from time to time determine whether and to what extent and to 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 whose representatives are not members of the Board of Trustees, and no Member (whose representative is not a member of the Board of Trustees) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Trustees or by the Company in general meeting.

84. At the Annual General Meeting in every year the Board of Trustees shall lay before the Company a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Trustees and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Statutes, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

85. The auditors' report shall be open to inspection and be read before the meeting as required by the Statutes.

Audit

86. Once at least in every year the accounts of the Company shall be completed by one or more qualified auditor or auditors who shall report as to whether or not the income and expenditure account and balance sheet in their opinion gives a true and fair view of the state of affairs of the Company.

87. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

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Notices

88. Any notice to be given to or by any Member or member of the Board of Trustees under these Articles shall be in writing or shall be given in electronic form to an address for the time being notified for that purpose to the person giving the notice except that a notice calling a meeting of the Board of Trustees need not be in writing.

89. The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at its registered address or by leaving it at that address or by giving it in electronic form to an address for the time being notified to the Company by the Member.

90. A Member which gives to the Company an address either within or outside the United Kingdom at which notices may be given to it, or an address to which notices may be sent in electronic form, shall be entitled to have notices given to it at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.

91. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

92. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given 48 hours after the envelope containing it was posted. Proof that a notice in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice contained in electronic form shall be deemed to be given at the expiration of 48 hours after the time it was sent.

93. Notice of every general meeting shall be given in any way set out above to:

    93.1. every Member except those which (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom or electronic address for the giving of notices to them;
    93.2. every person being the insolvency practitioner or other similar officer of a where the Member but for its insolvency would been entitled to receive notice of the meeting;
    93.3. the auditor for the time being of the Company; and
    93.4. each member of the Board of Trustees.

94. No other person shall be entitled to receive notices of general meetings.

Indemnity

95. Every member of the Board of Trustees, officers and the Secretary of the Company shall be indemnified out of funds and assets of the Company against all liabilities incurred by him or her as such Board of Trustees member, officer or Secretary in defending any proceedings,

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whether civil or criminal, in which judgment is given in his or her favour or in which they are acquitted, or in connection with any application under section 1157 of the Companies Act 2006 in which relief is granted to him or her by the court.

Dissolution

96. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that they are a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which they cease to be a member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

97. If upon 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, but shall be given or transferred to some other charitable body or bodies, institution or institutions having objects similar, wholly or partially to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst 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 body or bodies, institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and in and so far as effect cannot be given to the aforesaid provisions, then to some other charitable education object.

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