

	<p>an institution which is controlled –</p> <p>by the director or any connected person falling within sub-clause (1), (2), or (3) above; or</p> <p>by two or more persons falling within sub-clause 4(a), when taken together</p> <p>a body corporate in which –</p> <p>(a) the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or</p> <p>two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.</p> <p>Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.</p>
“Permitted Conflicting Situation”	<p>means, in respect of any director, that director at any time:</p> <p>being employed or otherwise engaged by the University or any University Subsidiary;</p> <p>holding any office of the University or any University Subsidiary; or</p> <p>(c) being a member of any pension scheme operated from time to time by the University or any University Subsidiary.</p> <p>A director who is the subject of a Permitted Conflicting Situation shall not (in accordance with section 180(4)(b) of the Companies Act 2011) be in breach of his general duties to the Company merely as a consequence of such Permitted Conflicting Situation.</p>
“Secretary”	Any person appointed to perform the duties of the Secretary of the Company.
“University”	means the University of Central Lancashire or any successor body or organisation carrying on the activities thereof;
“University Subsidiary”	means any wholly-owned subsidiary of the University from time to time other than the Company; and
“the United Kingdom”	Great Britain and Northern Ireland.

Expressions referring to “in writing” shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Company.

OBJECTS

The objects for which the Company is established are:

to advance education of the public in such a manner as may be charitable and in particular but not to limit the generality of the foregoing to promote interest in and the understanding of general education and environment research including work related to science, technology, education, industrial and other wastes;

2.1.2 to conduct research and to publish the results of all such research including (but without limiting the generality of the foregoing) to encourage and assist general educational research and to conduct research in education, environment, health, technology and industrial and any related sciences or in any particular aspects thereof;

2.1.3 to establish and or support an educational institution to further the Company's objects;

2.1.4 to advance the general benefit of the public in such a manner as may be charitable and in particular but not to limit the generality of the foregoing to enhance the provision of education generally and the environment as a result thereof.

2.2 In furtherance of the above objects but not further or otherwise the Company shall have the following powers:

2.2.1 to raise funds and in doing so, the Company must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

2.2.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

2.2.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Company. In exercising this power, the Company must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

2.2.4 to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Company must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;

2.2.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

2.2.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Company's objects;

2.2.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

2.2.8 to act as trustee of any charitable trust or company in connection with the purposes of the Company;

2.2.9 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

2.2.10 to employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company employ or remunerate a director only to the extent it is

permitted to do so by articles 2.4 to 2.7 inclusive and provided it complies with the conditions in those articles;

2.2.11 to:

2.2.11.1 deposit or invest funds;

2.2.11.2 employ a professional fund-manager; and

2.2.11.3 arrange for the investments or other property of the charity to be held in the name of a nominee; in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

2.2.12 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

2.2.13 to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;

2.2.14 to do all other lawful things necessary to the carrying out of its objects;

1.3 Provided always that:

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;

in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commission 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 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 extent as they would as such Board 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 of the High Court or the Charity Commission over such Board but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated;

the Company may:

make such arrangements as it thinks fit for any investments of the Company or income from those investments to be held by a corporate body which is incorporated in England and Wales (or which has established a branch or a place of business in England or Wales) as the Company's nominee; and

pay reasonable and proper remuneration to any corporate body acting as the Company's nominee in pursuance of this clause.

The income and property of the Company wheresoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in these Articles of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Company. Save that this provision does not prevent any contribution by the Company to another charity (including a Member) with similar charitable objects.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest on money lent by any member of the

Company which is reasonable having regard to the market rate of interest prevailing from time to time on money lent or reasonable and proper rent for any premises demised or let by any members of the Company nor prevent the directors of the Company arranging for the purchase, out of the funds of the Company, of insurance designed to indemnify the directors of the Company in accordance with the terms of, and subject to the conditions in the Charities Act nor prevent the payment of an indemnity in accordance with Article 19 of the Company's Articles of Association.

But so that no member of the Board of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees by the Company without the prior written consent of the Charity Commission and that no remuneration or other benefit in money's worth shall be given by the Company to any member of such Board except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company and except in connection with the purchase of insurance intended to indemnify the directors of the Company in accordance with the terms of, and subject to the conditions in the Charities Act and except in connection with the payment of an indemnity in accordance with the Company's Articles of Association.

PROVIDED that Clause 2.6 shall not apply to any payment to any company of which a member of the Board may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

MEMBERS' LIABILITY

The liability of members is limited.

Every member of the Company undertakes to contribute such amount as may be required, not exceeding £10, to the assets of the Company in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of debts and liabilities of the Company contracted before he ceases to be a member and of the cost charges and expenses of winding up and for adjustment of the rights of contributories among themselves.

If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to, or distributed among charitable institution or institutions having charitable objects similar to the objects of the Company (including a member) and which shall prohibit the distribution of its or their income or property among its or their members. If and so far as effect cannot be given to such provision then to some other charitable purpose.

MEMBERSHIP

The number of members with which the Company proposes to be registered is unlimited.

Any individual, partnership or other unincorporated body or a body corporate which at the date of application carries on business may by notice in writing to the Company apply to be admitted to membership.

Prospective members may become members when:

An application in writing for membership has been submitted to and agreed by the existing member(s).

A member of the Company shall enjoy the rights granted to him by these Articles. Neither the member nor any representative of the member shall be entitled by virtue of such membership or representation to obtain any preference for persons in his employment in the allocation of places on any course carried out on the premises of the Company or to any share of any profits made by the Company or of its assets on winding up.

The Company shall have power by notice in writing to a member summarily to terminate its membership

of the Company in any of the following events:

If being an individual (including a member of an unincorporated body) he shall become bankrupt or make any arrangement or composition with his creditors.

If being an incorporated body it shall go into liquidation whether voluntary or compulsory or otherwise be dissolved or if it shall be found to be insolvent or be deemed unable to pay its debts or takes any action in relation to its winding up, dissolution or reorganisation (otherwise than for the purposes of an amalgamation or reconstruction whilst solvent), or an encumbrancer takes possession of any part of its business or assets or it goes into administration or compound with its creditors.

If being a partnership the partnership shall be dissolved whether by agreement between the partners or by operation of law.

A member whose membership is terminated shall nevertheless remain liable to pay all moneys due from that member to the Company at the date of termination of membership. A member who ceases to be a member for whatsoever cause shall have no claim upon the Company its property and funds and shall cease to be entitled to any of the benefit and privileges of membership.

A member may resign from membership by giving not less than one months' notice in writing to the Company, provided that with the approval of the resolution of the Company in General Meeting a member shall be entitled to resign membership at an earlier time or by shorter notice.

Membership is not transferrable and a person's membership terminates when that person dies or ceases to exist.

5. APPOINTMENT OF CHAIR AND VICE CHAIR OF THE COMPANY

5.1 The Chair and the Vice Chair shall be appointed by the member(s).

6. GENERAL MEETINGS

6.1 The Board may whenever it thinks fit convene a General Meeting and shall summon such a meeting, if so requested, in writing by the Chair of the Company or members representing not less than ten per cent of the members of the Company.

6.2 Subject to article 7.3 below, all General Meetings shall be called by fourteen days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meetings to such persons as are under these Articles of Association entitled to receive such notices from the Company.

6.3 Notwithstanding article 6.2 above, a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority in number of the members having the right to attend and vote at the meeting (whether personally or as aforesaid) being a majority together representing not less than ninety per cent of the total voting rights at that meeting of all members. The accidental omission to give notice of meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

7. PROCEEDINGS AT GENERAL MEETINGS AND DECISIONS OF MEMBER(S)

7.1 All business shall be deemed special that is transacted at a General Meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the appointment of the Chair and/or Vice Chair and directors and the

appointment of and the fixing of the remuneration of the auditors.

- 7.2 All members shall be entitled to attend such meetings.
- 7.3 No business shall be transacted at any General Meeting unless a quorum of persons entitled to attend and vote is present at the time when the meeting proceeds to business; save as shall be otherwise determined at the General Meeting prior to the General Meeting in question, member(s) representing not less than five per cent of members present in person shall be a quorum.
- 7.4 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the persons entitled to attend and vote who are present shall be a quorum.
- 7.5 The Chair of the Company or in her/his absence the Vice Chair shall preside at every General Meeting of the Company. If the Vice Chair is not present the members of the Company present and entitled to vote shall elect one of their number to preside.
- 7.6 Any General Meeting may adjourn from time to time as the meeting thinks fit.
- 7.7 A resolution agreed in writing by the requisite number of member(s) of the Company, as per the Companies Act 2006, shall be as valid and effectual as if it had been passed at a General meeting duly convened and held.
8. VOTES OF MEMBERS
- 8.1 Voting at a General Meeting shall be by a show of hands. Every member present shall have one vote.
- 8.2 The chief executive, managing director or similar (if any) and the Secretary to the Company are entitled to attend and speak at any General Meeting but not to vote.
- 8.3 In respect of voting by proxy, the relevant provision(s) of the Companies Acts shall apply.
9. APPOINTMENT OF DIRECTORS
- 9.1 The Board of Directors of the Company shall consist of a minimum of three people and a maximum of twelve people (or such other number of people as the Company, in General Meeting, shall from time to time fix), appointed by written resolution of the members.
- 9.2 If any casual vacancy shall occur among the directors, the Board, with the written consent of the member(s), may appoint a person to fill that vacancy.
- 9.3 The Board may act notwithstanding any vacancy in its body provided that if the number of directors shall fall below three then until there are at least three directors, the Board may only act for the purposes of summoning a General Meeting in accordance with the relevant provisions of these Articles.
- 9.4 The Secretary of the Company shall be entitled to attend and speak at all meetings of the Board but not to vote.
- 9.5 The Board may also invite such other persons as it thinks fit to attend and speak (but not vote) at meetings of the Board either generally or on any specific occasion.
- 9.6 Directors shall not be entitled to receive remuneration from the Company for acting as such, but shall be entitled to be paid all expenses properly incurred by them in attending and returning from meetings of the Board or any committee thereof or otherwise in connection with the business of the Company.

10. DIRECTORS' GENERAL AUTHORITY

Subject to these Articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

11 MEMBERS' RESERVE POWER

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

11.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

12. TERMINATION OF DIRECTOR'S APPOINTMENT

12.1 A person ceases to be a director as soon as:

12.2 that person ceases to be a director by virtue of any provision of the Companies Acts or is prohibited from being a director by law;

12.2 a bankruptcy order is made against that person;

12.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

12.4 a registered medical practitioner who is treating that person 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;

12.5 notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;

12.6 they are removed by a written resolution of the members;

12.7 If a director fails to attend three consecutive meetings of the Board the members may at its discretion remove that director from the Board.

13. PROCEEDINGS OF THE BOARD

13.1 The directors may meet for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Each director shall have one vote. In the case of an equality of votes the Chair shall have a second or casting vote. A director may, and the Secretary on the requisition of a director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any director for the time being absent from the United Kingdom.

13.2 The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be three.

13.3 The Chair of the Company shall preside at every meeting of the Board but if s/he shall not be present within ten minutes after the time appointed for the holding of the same, the Vice Chair shall preside. If the Vice Chair is not present the directors present shall elect one of their number to preside.

13.4 The Board may delegate any of its powers by committees consisting of such directors as it thinks fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. All acts and proceedings of such committees should be reported back to the Board as soon as possible.

- 13.5 The Board may appoint a Chair of any Committee appointed by it. If no Chair is so appointed a Committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members of the Committee present may choose one of their number to be Chair of the meeting.
- 13.6 A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.
- 13.7 All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a director.
- 13.8 A resolution agreed in writing by a simple majority the directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- 13.9 Any director may validly participate in a meeting of the Board or a committee of the Board through the medium of conference telephone or any other form of communications equipment (whether in use when these Articles are adopted or developed subsequently), provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting.
- 13.10 A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the Chair of the meeting then is. For the avoidance of doubt, a resolution passed at any meeting held in accordance with this procedure shall be valid and effectual.
14. CONFLICTS OF INTEREST
- 14.1 A director who is the subject of a Permitted Conflicting Situation shall not (in accordance with the Companies Acts and the Charities Act) be in breach of his or her general duties to the Company merely as a consequence of such Permitted Conflicting Situation.
- 14.2 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. 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).
- 14.3 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 authorise such a conflict of interests where the following conditions apply:
- 14.3.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 14.3.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- 14.3.3 the unconflicted directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.

14.4 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

15. SECRETARY

15.1 The Secretary shall be appointed by the member(s) for such term, at such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by it.

15.2 A provision of the Companies Acts or these Articles requiring or authorising a thing to be done by or to a director and the Secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the Secretary.

16. THE SEAL

“The Seal” shall mean the Common Seal of the Company. The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the Board for the purpose.

17. ACCOUNTS

17.1 The Board shall cause accounting records to be kept in accordance with the Companies Acts.

17.2 The books of account shall be kept at the registered office of the Company or subject to the Companies Acts at such other place or places as the Board thinks fit and shall always be open to the inspection of any member of the Board or any member of the Company.

17.3 Auditors shall be appointed and their duties regulated in accordance with the Companies Acts.

18. NOTICES AND COMMUNICATIONS

18.1 Subject to these Articles, any notice or communication sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Acts provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

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

18.3 A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

18.4 Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

18.4.1 Every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them; and

18.4.2 The auditor for the time being of the Company.

18.4.3 No other person shall be entitled to receive notices of General Meetings.

19. INDEMNITY

19.1 Subject to these articles, a relevant officer of the Company may be indemnified by the Company in respect of:

19.1.1 any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company;

19.1.2 any liability incurred by that officer in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme (as defined in the Companies Acts);

19.1.3 any other liability incurred by that officer as an officer of the Company.

19.2 This article does not authorise any indemnity, which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

19.3 In this article a "relevant officer" means any director, former director or other officer of the Company (but not its auditor).

20. INSURANCE

The directors may arrange for the purchase, out of the funds of the Company, of insurance designed to indemnify the directors of the Company in accordance with the terms of, and subject to the conditions of the Charities Act.