

Company Number 4823842

Charity Number 1141289

**CHARITABLE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF
THE OFFICE OF THE INDEPENDENT ADJUDICATOR
FOR HIGHER EDUCATION**

(as adopted by special resolution dated 28 March 2008
and amended by special resolutions 27 March 2012, 28 March 2014, 28 March 2018
and 29 March 2019)

1. The company's name is "The Office of the Independent Adjudicator for Higher Education" (OIA) (and in this document it is called the "Charity").

INTERPRETATION

2. In the Articles:

"address" means a postal address or, for the purposes of electronic communication, an email address or a telephone number for receiving text messages in each case registered with the Charity;

"Alternate Directors" means the Directors nominated by the Charity Members under Article 30.2;

"the Articles" means the Charity's Articles of Association;

"the Board of Directors" means the Directors for the time being acting as the Board of the Charity;

"the Chair" means the person for the time being appointed as the Chair of the Board of Directors in accordance with Articles 23 and 24;

"the Charity" means the company intended to be regulated by the Articles;

"Charity Members" means the organisations that constitute the members of the Charity for the time being pursuant to Article 6;

"Chief Executive" means the person appointed by the Board of Directors in accordance with Article 42;

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

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

"the 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 Charity;

"connected person" means, in relation to a Director:

- (1) a child, parent, grandchild, grandparent, brother or sister of the Director;
- (2) the spouse or civil partner of the Director or of any person falling within (1) above;
- (3) a person carrying on business in partnership with the Director or with any person falling within (1) or (2) above;
- (4) an institution which is controlled
 - (a) by the Director or any connected person falling within (1), (2), or (3) above; or
 - (b) by two or more persons falling within 4(a), when taken together
- (5) a body corporate in which

- (a) the Director or any connected person falling within (1) to (3) has a substantial interest; or
- (b) two or more persons falling within (5)(a) who, when taken together, have a substantial interest;

and should be interpreted in accordance with sections 350–352 of the Charities Act 2011.

“the Deputy Chair” means the person for the time being appointed as the Deputy Chair of the Board of Directors in accordance with Articles 23 and 24;

“the Directors” means the directors of the Charity. 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;

“Independent Adjudicator” means the person appointed by the Board of Directors in accordance with Article 41. The Independent Adjudicator may also be the Chief Executive if the Board of Directors so determine under Article 42.4;

“Independent Directors” means the Directors appointed by the Board of Directors under Article 30.1.1;

“the Memorandum” means the Charity’s Memorandum of Association;

“Nominated Directors” means the Directors nominated by the Charity Members under Articles 30.1.2;

“Objects” means the purposes of the Charity as stated in Article 3;

“officers” includes the Directors and the Secretary (if any);

“Scheme” means the scheme for the review of student complaints operated by the Charity acting as the designated operator under the Higher Education Act 2004;

“Scheme Rules” means the Rules of the Scheme as approved by the Board of Directors from time to time;

“Secretary” means any person appointed to perform the duties of the secretary of the Charity;

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

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 Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

OBJECTS

3. The Charity's objects ("Objects") are specifically restricted to the following:

To advance education for public benefit through the independent review of student complaints in England and Wales and by using learning from complaints to help improve policies and practices.

APPLICATION OF INCOME AND PROPERTY

4. The income and property of the Charity shall be applied solely towards the promotion of the Objects.

POWERS

5. The Charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Charity has power:
 - 5.1. to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - 5.2. subject to any statutory restrictions, to make charges in respect of any of the activities of the Charity;
 - 5.3. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 5.4. to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
 - 5.5. to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
 - 5.6. to receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary or convenient for the work of the Charity;
 - 5.7. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

- 5.8. to:
- 5.8.1. deposit or invest funds;
 - 5.8.2. employ a professional fund-manager; and
 - 5.8.3. 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;
- 5.9. 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;
 - 5.10. to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
 - 5.11. to provide indemnity insurance for auditors in accordance with, and subject to the conditions in, sections 532 and 533 of the Companies Act 2006;
 - 5.12. to provide insurance for the benefit of any officer or employee against any liability which may attach to that officer or employee for loss or expenditure which that person may incur in relation to anything done or alleged to have been done or omitted to be done as an officer or employee;
 - 5.13. to enter into any contract of insurance in respect of any matter in which the Charity has an insurable interest;
 - 5.14. to apply for, register, purchase, or by other means acquire, and protect and retain any copyright, patents, patent rights, trade marks or similar protections;
 - 5.15. to establish, acquire, promote, co-operate with, enter into any partnership or joint venture arrangement with, become a member of, merge with, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of, any associations and institutions and other bodies incorporated or not incorporated, whose objects may seem capable of furthering any of the Objects of the Charity;
 - 5.16. to sub-contract and/or delegate the performance of any of its functions to a third party or parties;
 - 5.17. to employ or otherwise engage and remunerate such people as are necessary for carrying out the work of the Charity, save that the Charity may employ or remunerate a Director only to the extent permitted by Article 25 and provided it complies with the conditions in that Article;
 - 5.18. to provide or participate in a pension scheme for the benefit of the persons who are employed or otherwise engaged by the Charity and to provide or enable participation in other activities to promote the wellbeing of such persons.

CHARITY MEMBERS

6. Membership

- 6.1. The subscribers to the Memorandum were the first Charity Members.
- 6.2. Membership is open to other organisations that:
 - 6.2.1. are nominated either by any Charity Member after consultation with the Board of Directors or by a majority of the Board of Directors
 - 6.2.2. apply to the Charity in the form required by the Directors; and
 - 6.2.3. are approved by the Charity Members by ordinary resolution in general meeting.
- 6.3. If the Charity Members refuse an application under Article 6.2, they must:
 - 6.3.1. inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision;
 - 6.3.2. consider any written representations the applicant may make about the decision. The Charity Members' decision following any written representations must be notified to the applicant in writing but shall be final.
- 6.4. Membership is not transferable.
- 6.5. The Charity must keep a register of names and addresses of the Charity Members.

7. Liability of Charity Members

The liability of the Charity Members is limited to a sum not exceeding £10, being the amount that each Charity Member undertakes to contribute to the assets of the Charity in the event of its being wound up while it is a Charity Member or within one year after it ceases to be a Charity Member, for:

- 7.1. payment of the Charity's debts and liabilities incurred before it ceases to be a Charity Member;
- 7.2. payment of the costs, charges and expenses of winding up; and
- 7.3. adjustment of the rights of the contributories among themselves.

8. Interests of Charity Members

- 8.1. Unless approved by the Board of Directors no Charity Member shall take or hold any interest in any property held or used for the purpose of the Charity.
- 8.2. A Charity Member that has any financial interest in the supply of work or goods to or for the purposes of the Charity, any contract or proposed

contract concerning the Charity or any other matter relating to the Charity or that has any other interest in any matter relating to the Charity shall:

8.2.1. disclose the nature and extent of its interest; and

8.2.2. if it is present at a Charity Members' meeting at which such supply, contract or other matter is to be considered, not take part in the consideration or vote on any question with respect to it.

8.3. The Charity shall maintain a register of the disclosed interests of the Charity Members.

9. Benefits and payments to Charity Members

Subject to Article 8 none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Charity Member. This does not prevent a Charity Member receiving:

9.1. a benefit from the Charity in the capacity of a beneficiary of the Charity;

9.2. reasonable and proper remuneration for any goods or services supplied to the Charity.

10. Benefits of membership

10.1. The Charity Members after consultation with the Board of Directors may establish classes of membership with different rights and obligations.

10.2. The Charity shall record the rights and obligations of classes of membership (if any) in the register of Charity Members.

10.3. The rights or obligations attached to a class of membership may only be varied after consultation with the Board of Directors by a special resolution passed at a general meeting of the Charity Members agreeing to the variation.

11. Termination of membership

The membership of a Charity Member is terminated if:

11.1. the Charity Member becomes insolvent or ceases to exist;

11.2. the Charity Member resigns by written notice to the Charity unless, after the resignation, there would be less than two Charity Members;

11.3. the Charity Member is removed from membership by a resolution in general meeting of all the Charity Members (except the Charity Member in question) that it is in the best interests of the Charity that its membership is terminated. A resolution to remove a Charity Member from membership may only be passed if:

11.3.1. the Charity Member has been given at least twenty-one days' notice in writing of the meeting of the Charity Members at which the resolution will be proposed and the reasons why it is to be proposed;

11.3.2. the Charity Member or, at the option of the Charity Member, the Charity Member's representative, has been allowed to make representations to the meeting.

12. General meetings

12.1. An annual general meeting must be held in each year.

12.2. The Board of Directors may call a general meeting at any time.

13. Notice of general meetings

13.1. The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days.

13.2. A general meeting may be called by shorter notice if it is so agreed by a majority in number of Charity Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

13.3. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 20.

13.4. The notice must be given to all the Charity Members and to the Directors and auditors.

13.5. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

14. Proceedings at general meetings

14.1. Any Director may attend and speak at a general meeting but will not be counted towards the quorum and cannot vote unless appointed as a proxy by a Charity Member, except as provided for in Article 17(2).

14.2. A meeting may be held by suitable electronic means agreed by the Directors or by the Chair or Deputy Chair on their behalf in which each participant may communicate with all the other participants.

15. Quoracy

- 15.1. No business shall be transacted at any general meeting unless a quorum is present. "Present" includes being present by suitable electronic means agreed by the Directors or by the Chair or Deputy Chair on their behalf in which a participant or participants may communicate with all the other participants.
- 15.2. A quorum is:
 - 15.2.1. four Charity Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - 15.2.2. two thirds of the total membership at the time whichever is the greater.
- 15.3. A Charity Member shall not be counted in the quorum present at the meeting in relation to a resolution on which it is not entitled to vote.
- 15.4. If:
 - 15.4.1. a quorum is not present within half an hour from the time appointed for the meeting; or
 - 15.4.2. during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the chair of the meeting shall determine.
- 15.5. The Secretary must reconvene the meeting and must give at least seven clear days' notice unless otherwise agreed by the chair of the meeting stating the date, time and place of the reconvened meeting.

16. Chairing of meetings

- 16.1. General meetings shall be chaired by the Chair, and in the Chair's absence by the Deputy Chair.
- 16.2. If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting, a Charity Member or their proxy present at the meeting shall chair the meeting.
- 16.3. The person appointed to chair a meeting shall have no functions or powers except those conferred by the Articles.

17. Voting

- 17.1. Every Charity Member shall have one vote.
- 17.2. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote.

- 17.3. 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.
- 17.4. Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - 17.4.1. by the person chairing the meeting; or
 - 17.4.2. by at least two Charity Members present in person or by proxy and having the right to vote at the meeting; or
 - 17.4.3. by a Charity Member or Members present in person or by proxy representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
- 17.5. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 17.6. The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

18. Adjournment

- 18.1. The Charity Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 18.2. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 18.3. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 18.4. If a meeting is adjourned by a resolution of the Charity Members for more than seven days, at least seven clear days' notice shall be given unless otherwise agreed by the chair of the meeting stating the date, time and place of the adjourned meeting.

19. Written resolutions

- 19.1. A resolution in writing or in electronic form agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Charity Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - 19.1.1. a copy of the proposed resolution has been sent to every eligible Charity Member;

- 19.1.2. a simple majority (or in the case of a special resolution a majority of not less than 75%) of Charity Members has signified its agreement to the resolution; and
 - 19.1.3. it is contained in an authenticated document which has been received at the registered office of the Charity within the period of 28 days beginning with the circulation date.
- 19.2. A resolution in writing may comprise several copies to which one or more Charity Members have signified their agreement.

20. Proxies

- 20.1. Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
- 20.1.1. states the name and address of the Charity Member appointing the proxy;
 - 20.1.2. identifies the person appointed to be that Charity Member’s proxy and the general meeting in relation to which that person is appointed;
 - 20.1.3. is signed by or on behalf of the Charity Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 20.1.4. is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 20.2. The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 20.3. 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.
- 20.4. Unless a proxy notice indicates otherwise, it must be treated as:
- 20.4.1. 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
 - 20.4.2. 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.
- 20.5. 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 Charity by or on behalf of that person.

- 20.6. An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 20.7. 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.
- 20.8. 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 appointor's behalf.

DIRECTORS

21. Appointment of Directors

- 21.1. A Director must be a natural person aged 16 years or older.
- 21.2. No person who is a member of staff of or engaged as a consultant to the Charity shall be eligible for appointment or remain as a Director.
- 21.3. No one may be appointed a Director if they would be disqualified from acting under the provisions of Article 28.

22. Terms of office of Directors

- 22.1. Directors shall be appointed for a period not exceeding three years.
- 22.2. Directors reaching the end of their terms of office shall be eligible for reappointment. Unless otherwise resolved by the Board of Directors, Directors shall not serve for more than two consecutive terms of office.
- 22.3. No Director shall hold office for a period of more than nine consecutive years in any circumstances.

23. Appointment and duties of Chair and Deputy Chair

- 23.1. The Directors shall appoint a Chair, who shall be an Independent Director. The Directors shall also appoint a Deputy Chair from amongst the Independent Directors.
- 23.2. Subject to the provisions of these Articles, the Directors shall determine the duties of the Chair and Deputy Chair.

24. Terms of office of Chair and Deputy Chair

- 24.1. The terms of office of the Chair and Deputy Chair shall be a maximum of three years (with the term of office being specified on appointment) but shall be phased so that the Chair and Deputy Chair's term of office do not expire in the ordinary course in the same calendar year.

- 24.2. The Chair and Deputy Chair may at any time resign their respective offices by notice in writing to the Board of Directors.
- 24.3. On or shortly before the expiry of the term of office of the Chair or Deputy Chair, or following the resignation of the Chair or Deputy Chair, the Directors shall appoint a new Chair or Deputy Chair (as the case may be).
- 24.4. A Chair or Deputy Chair reaching the end of their term of office shall be eligible for reappointment. For the avoidance of doubt Article 22.3 shall apply to the Chair and Deputy Chair reappointed under this sub-clause 24.4.

25. Remuneration, benefits and payments to Directors and connected persons

- 25.1. No Director or connected person may:
- 25.1.1. buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
 - 25.1.2. sell goods, services, or any interest in land to the Charity;
 - 25.1.3. be employed by, or receive any remuneration from, the Charity;
 - 25.1.4. receive any other benefit, direct or indirect, from the Charity which is either money or has a monetary value;
- unless the payment or benefit is permitted by this Article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.
- 25.2. Independent Directors are eligible to be remunerated.
- 25.3. A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses they have properly incurred when acting on behalf of the Charity.
- 25.4. A Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 25.5. A Director or former Director may receive an indemnity from the Charity against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 25.6. Subject to this Article, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Director of the Charity. This does not prevent a Director receiving:
- 25.6.1. a benefit from the Charity in the capacity of a beneficiary of the Charity;

- 25.6.2. reasonable and proper remuneration for any goods or services supplied to the Charity.
- 25.7. A Director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way.
- 25.8. A Director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- 25.9. A Director or connected person may not receive payment for providing the Charity with goods that are not supplied in connection with services provided to the Charity by the Director or connected person.
- 25.10. In sub-clauses 25.7 to 25.9 “Charity” includes any company in which the Charity:
- 25.10.1. holds more than 50% of the shares; or
 - 25.10.2. controls more than 50% of the voting rights attached to the shares; or
 - 25.10.3. has the right to appoint one or more Directors to the Board of the company.

26. Declaration of Directors’ interests

- 26.1. A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 26.2. The Secretary shall maintain a register of interests of Directors.

27. Conflicts of interests and conflicts of loyalties

- 27.1. 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 the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
- 27.1.1. 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;

27.1.2. 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

27.1.3. the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

27.2. 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.

28. Disqualification and removal of Directors

A Director shall cease to hold office if:

28.1. they cease to be a Director by virtue of any provision in the Companies Acts or are prohibited by law from being a Director;

28.2. they are disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

28.3. in the written opinion, given to the Charity, of a registered medical practitioner treating that person, they have become physically or mentally incapable of acting as a Director and may remain so for more than three months;

28.4. in accordance with sections 168 and 169 of the Companies Act 2006, the Directors resolve by special resolution that it is not in the best interests of the Charity for the Director in question to continue in office;

28.5. they are absent without providing good reason from more than three consecutive meetings of the Directors and the Directors resolve that their office be vacated;

28.6. in the case of Nominated Directors and Alternate Directors, the body by which they were nominated ceases to be a Charity Member; or

28.7. they resign as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect).

THE BOARD OF DIRECTORS

29. Number of Directors

The Board of Directors shall comprise not less than thirteen and not more than sixteen Directors (not including Alternate Directors) appointed in accordance with

the provisions of these Articles or such maximum or minimum number as the Board of Directors may decide from time to time to reflect the number of Nominated Directors to ensure that there are more Independent Directors appointed than Nominated Directors.

30. Composition of the Board

30.1. The composition of the Board of Directors shall be as follows:

30.1.1. at least seven Independent Directors appointed by the Board of Directors from among persons with experience or skills relevant to the purposes of the Charity;

30.1.2. six Nominated Directors nominated by Charity Members. Each Charity Member shall nominate one Director.

30.2. Each Charity Member may also nominate an Alternate Director to attend meetings when their Nominated Director cannot attend. If exceptionally both the Nominated Director and the Alternate Director nominated by a Charity Member are present at a meeting, the Alternate Director shall be deemed to be an observer at that meeting and shall not be entitled to vote.

30.3. Each person appointed as a Nominated Director or Alternate Director can be removed and/or replaced by the Charity Member that nominated them.

30.4. An Alternate Director shall alone be responsible for their own acts and defaults and shall not be deemed to be the agent of the Nominated Director nominated by the same Charity Member.

30.5. No person shall hold office or act as a Nominated Director or Alternate Director unless that Nominated Director's or Alternate Director's nominating body is a Charity Member.

30.6. Except as provided for in sub-clause 30.2, no-one may act on behalf of a Director at meetings of the Directors.

31. Powers of the Board of Directors

31.1. The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.

31.2. No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

31.3. Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

32. Responsibilities of the Board of Directors

The responsibilities of the Board of Directors shall include but shall not be limited to:

- 32.1. observing the Objects of the Charity;
- 32.2. preserving the independence of the Scheme and of the role of Independent Adjudicator;
- 32.3. appointing, suspending and removing the Independent Adjudicator provided that no such appointment, suspension or removal infringes the independence of the Independent Adjudicator under the Scheme;
- 32.4. appointing, suspending and removing the Chief Executive;
- 32.5. determining the powers and remit of the Independent Adjudicator and the Chief Executive;
- 32.6. overseeing the performance and effectiveness of the Independent Adjudicator, the Chief Executive and the Scheme;
- 32.7. determining the pay and conditions of service of the Independent Adjudicator and the Chief Executive;
- 32.8. setting a framework for the pay and conditions of service of staff of the Charity other than the Independent Adjudicator and the Chief Executive;
- 32.9. appointing Independent Directors including the Chair and Deputy Chair and determining their remuneration;
- 32.10. ensuring the funding of the Charity's operations, determining the level of subscriptions payable each year by members of the Scheme and approving annual estimates of income and expenditure;
- 32.11. ensuring that the risks facing the Charity are properly managed;
- 32.12. approving the Scheme Rules from time to time;
- 32.13. undertaking any other activities in relation to the operation of the Scheme required by the Scheme Rules.

33. Proceedings of Directors

- 33.1. The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 33.2. Meetings of the Directors shall be held at such times as the Directors shall from time to time decide, provided that in each year at least two meetings are held.
- 33.3. Any Director may call a meeting of the Directors, after consultation with the Chair or Deputy Chair.

- 33.4. The Secretary (if any) must call a meeting of the Directors if requested to do so by a Director, after consultation with the Chair or Deputy Chair.
- 33.5. A meeting may be held by suitable electronic means agreed by the Directors or by the Chair or Deputy Chair on their behalf in which each participant may communicate with all the other participants.
- 33.6. The minimum period of notice required to hold a meeting of the Directors is five clear days.
- 33.7. A meeting may be called by shorter notice if it is so agreed by a majority of Directors having a right to attend and vote at the meeting.
- 33.8. Notice of meetings must be given to all Directors by the means permitted under Article 47.

34. Quoracy

- 34.1. No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is to be made. "Present" includes being present by suitable electronic means agreed by the Directors or by the Chair or Deputy Chair on their behalf in which a participant or participants may communicate with all the other participants.
- 34.2. The quorum shall be half of the voting members provided always that at least half of those present and voting are Independent Directors.
- 34.3. 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.
- 34.4. If:
 - 34.4.1. a quorum is not present within half an hour from the time appointed for the meeting; or
 - 34.4.2. during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Directors shall determine except that the Directors or Director present may act for the purpose of calling a general meeting.

35. Chairing of meetings

- 35.1. Meetings of the Directors shall be chaired by the Chair of the Board of Directors, and in the Chair's absence by the Deputy Chair.
- 35.2. If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting, a Director chosen from among the Independent Directors shall chair the meeting.

35.3. The person appointed to chair a meeting shall have no functions or powers except those conferred by the Articles or delegated to them by the Directors.

36. Voting

36.1. Every Director shall have one vote.

36.2. Questions arising at a meeting shall be decided by a majority of votes.

36.3. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote.

37. Adjournment

The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting, but no business shall be transacted at an adjourned meeting other than which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least five clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

38. Written resolutions

38.1. A resolution in writing or in electronic form agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

38.2. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

39. Delegation

39.1. The Directors may delegate any of their powers or functions to a committee or committees of two or more Directors and such other person(s) as they think fit or to any officer(s) or employee(s) of the Charity. The terms of any delegation must be recorded in the minutes.

39.2. The Directors may impose conditions when delegating, including the conditions that:

- 39.2.1. the relevant powers are to be exercised exclusively by the committee(s), officer(s) or employee(s) of the Charity to which they delegate;
- 39.2.2. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 39.3. The Directors may revoke or alter a delegation.
- 39.4. All acts and proceedings of any committees must be fully and promptly reported to the Directors.

40. Validity of Directors' decisions

- 40.1. Subject to Article 40.2, 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:
 - 40.1.1. who was disqualified from holding office;
 - 40.1.2. who had previously left office or who had been obliged under these Articles to vacate office;
 - 40.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;if without:
 - 40.1.4. the vote of that Director; and
 - 40.1.5. that Director being counted in the quorum;the decision has been made by a majority of the Directors at a quorate meeting.
- 40.2. Article 40.1 does not permit a Director or a connected person to keep any benefit that may be conferred upon them by a resolution of the Directors or of a committee of Directors if, but for Article 40.1, the resolution would have been void, or if the Director has not complied with Article 26.1.

THE INDEPENDENT ADJUDICATOR AND THE CHIEF EXECUTIVE

41. Appointment and functions of the Independent Adjudicator

- 41.1. The Board of Directors, at their absolute discretion, shall approve from time to time a job description and person specification for the Independent Adjudicator. The Board of Directors shall appoint an Independent Adjudicator and appropriate appointment procedures shall be followed.

- 41.2. The Independent Adjudicator shall have such powers as shall be necessary to carry out their remit as determined by the Board of Directors for the promotion of the Objects of the Charity.
- 41.3. The Independent Adjudicator shall be appointed for such term as the Board of Directors may determine from time to time.

42. Appointment and functions of the Chief Executive

- 42.1. The Board of Directors, at their absolute discretion, shall approve from time to time a job description and person specification for the Chief Executive. The Board of Directors shall appoint a Chief Executive and appropriate appointment procedures shall be followed.
- 42.2. The Chief Executive shall have such powers as shall be necessary to carry out their remit as determined by the Board of Directors for the promotion of the Objects of the Charity.
- 42.3. The Chief Executive shall be appointed for such term as the Board of Directors may determine from time to time.
- 42.4. For the avoidance of doubt there is no requirement for a separate Chief Executive to be appointed and the Independent Adjudicator may perform this role for such term as the Board of Directors determine.

SECRETARY OF THE CHARITY

43. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them; provided always that no Director may hold office as Secretary where such office is remunerated.

MINUTES

44. The Directors must keep minutes of all:
 - 44.1. appointments of Directors and officers made by the Directors;
 - 44.2. proceedings at meetings of the Charity;
 - 44.3. meetings of the Directors and committees of Directors including:
 - 44.3.1. the names of the Directors present at the meeting;
 - 44.3.2. the decisions made at the meetings; and
 - 44.3.3. where appropriate the reasons for the decisions.

ACCOUNTS

45. The Directors must:

- 45.1. prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 45.2. keep accounting records as required by the Companies Act.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

46. The Directors must:

- 46.1. comply with the requirements of the Charities Act 2011 with regard to the:
 - 46.1.1. transmission of a copy of the statements of account to the Commission;
 - 46.1.2. preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - 46.1.3. preparation of an Annual Return and its transmission to the Commission.
- 46.2. notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

COMMUNICATION

47. Means of communication to be used

- 47.1. Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 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 Charity.
- 47.2. 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.
- 47.3. Any notice to be given to or by any person pursuant to the Articles:
 - 47.3.1. must be in writing; or
 - 47.3.2. must be given in electronic form.

- 47.4. Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 47.5. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 47.5.1. 48 hours after the envelope containing it was posted; or
 - 47.5.2. in the case of an electronic form of communication, 48 hours after it was sent.
- 47.6. A Charity Member or Director present in person at any meeting of the Charity or the Board of Directors shall be deemed to have received notice of the meeting and of the purposes for which it was called.

DISPUTES

48. If a dispute arises between Charity Members about the validity or propriety of anything done by the Charity Members 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.

DISSOLUTION

49. Use of net assets

- 49.1. The Charity Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- 49.1.1. directly for the Objects; or
 - 49.1.2. by transfer to any charity or charities for purposes similar to the Objects; or
 - 49.1.3. to any charity or charities for use for particular purposes that fall within the Objects.
- 49.2. Subject to any such resolution of the Charity Members, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
- 49.2.1. directly for the Objects; or

49.2.2. by transfer to any charity or charities for purposes similar to the Objects; or

49.2.3. to any charity or charities for use for particular purposes that fall within the Objects.

49.3. In no circumstances shall the net assets of the Charity be paid to or distributed among the Charity Members and if no resolution in accordance with Article 49.1 or 49.2 is passed by the Charity Members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.