

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

ARTICLES OF ASSOCIATION

of

YORKSHIRE UNIVERSITIES

Company Number: 3467035

1. The company's name is Yorkshire Universities (hereafter 'YU' or 'the company').
2. YU's registered office is to be situated in England and Wales.

3. Terms and definitions

"the Articles"	the articles of association of the company whether as originally adopted or as from time to time altered by special resolution
"associate member"	the head of an institution with primary responsibility for the academic and executive affairs of an institution in the Yorkshire region; see clause 8
"the company"	means Yorkshire Universities (YU)
"eligible institution"	means an institution providing higher education that fulfils certain criteria (as set out in clause 7.2)
"the trustees"	the trustees of Yorkshire Universities (drawn from its members) see clause 13.1
"general meeting"	the annual general meeting of the company and any meeting convened as an extraordinary general meeting
"the member"	the head of an institution accepted into full membership of Yorkshire Universities; see clause 7
"the secretary"	see clause 16

4. Limitations of liability

- 4.1. The liability of members is limited.

- 4.2. Every member of YU undertakes to contribute a sum not exceeding £1 to YU's assets if it should be wound up while that person is a member or within one year after a member ceases to be a member, for payment of YU's debts and liabilities and of the costs, charges and expenses of winding up.
- 4.3. Every trustee, the secretary and any other YU officer shall be indemnified out of the funds and assets of the company against any liability incurred by them acting in such capacity in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under Section 727 of the Companies Act in which relief is granted to them by the court.

5. Objects

- 5.1. The charity's objects are specifically restricted to promoting, encouraging and developing the higher education sector in Yorkshire, thereby advancing higher education for the public benefit within the region and beyond.
- 5.2. If YU is wound up or dissolved, after all its debts and liabilities have been satisfied, any remaining assets will be transferred to another charitable institution or institutions with similar educational objectives.

6. Powers

- 6.1. The charity has power to do anything calculated to further its objects. This includes promoting discussion and consultation; formulating policies; representing and marketing the higher education sector in Yorkshire; liaising and negotiating with government and other relevant institutions and agencies; and providing information on the work of higher education institutions in Yorkshire. The charity has power:
 - 6.1.1. to produce publications and to own the copyright of such works;
 - 6.1.2. to raise and receive funding and to make grants of funds to further YU's objects;
 - 6.1.3. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 6.1.4. to sell, lease or otherwise dispose of all or any part of the property belonging to the charity, complying as appropriate with sections 117 and 122 of the Charities Act 2011;
 - 6.1.5. 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;

- 6.1.6. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 6.1.7. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- 6.1.8. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 6.1.9. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 6.1.10. to employ and remunerate such staff as are necessary for carrying out the work of the charity;
- 6.1.11. to deposit or invest funds; employ a professional fund-manager; and 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;
- 6.1.12. to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and
- 6.1.13. 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.

7. Membership

- 7.1. A person is eligible for membership if they are head of an eligible institution in Yorkshire (or with a presence in) Yorkshire.
- 7.2. An eligible institution means an institution providing higher education that fulfils all the following criteria to the satisfaction of the YU board of trustees:
 - 7.2.1. its primary purpose is teaching, scholarship and research as evidenced by a minimum five-year track record of delivering these activities in Yorkshire; evidence of an institution-wide culture of scholarship-informed teaching and the advancement of a subject (or subjects) by research and scholarship; support for the principle of academic freedom for all staff and students as enshrined in current legislation; normally a minimum of 80% of full-time equivalent students across the whole institution enrolled on higher education provision;
 - 7.2.2. it is financially accountable and independent as evidenced by the publication of full accounts on an annual basis; an independent governing body exists, with authority over the strategic direction, educational ethos

and financial management of the institution; it adheres to the Nolan seven principles of public life, namely selflessness, integrity, objectivity, accountability, openness, honesty and leadership; and

- 7.2.3. it is accountable to students and the wider public as evidenced by adherence to all the regulatory frameworks and accountability requirements for public finance applicable for higher education institutions at any given time; it adheres to relevant quality assurance systems, including national systems and professional bodies; it engages with national systems within the UK that support and protect the interests of students, such as the National Student Survey; it adheres (by law or voluntarily) to the publication and scrutiny of data and information such as through the Higher Education Statistics Agency and the Freedom of Information Acts.
- 7.3. Unless otherwise provided by the members in a particular case, a member shall cease automatically to be a member upon leaving their post as head of institution. Their successor will become a member unless they notify the secretary in writing that they do not wish to take up membership. Incoming members will receive a copy of these Articles as part of their induction.
- 7.4. A head of institution who wishes to cease their membership should do this in writing to the secretary.
- 7.5. Any other head of an institution who has primary responsibility for the academic and executive affairs of another educational institution in (or with a presence in) Yorkshire, and who can demonstrate to the satisfaction of the members of YU an interest in the company's objects, may be admitted to membership provided that the application for membership is approved by all the members.
- 7.6. Membership is not transferable to anyone else.
- 7.7. The board of trustees may resolve that a member shall cease to be a member in the event that the annual contribution due under clause 9 is not paid within such period of time as may reasonably be allowed or if the institution represented by the member ceases to satisfy any of the eligibility criteria set out in 7.2.
- 7.8. Members of YU at the time of the adoption of these articles are the heads of the following institutions: the University of Bradford, the University of Huddersfield, the University of Hull, the University of Leeds, Leeds Beckett University, Leeds Trinity University, Leeds Arts University, the University of Sheffield, Sheffield Hallam University, the University of York, York St John University, and Leeds College of Music.

8. Associate membership

- 8.1. A head of an institution who has primary responsibility for the academic and executive affairs of another institution providing higher education in Yorkshire, and who can demonstrate to the satisfaction of the members of the company an interest in the YU's objects, may be accepted as an associate member provided that the application for membership is approved by all the members.
 - 8.2. Associate members have all the rights and privileges and obligations of membership of the company except they cannot attend or vote at general meetings (including the annual general meeting).
 - 8.3. The precise terms and conditions of associate membership will be determined and approved by all the members.
 - 8.4. Associate membership is not transferable to anyone else.
 - 8.5. Unless otherwise provided by the members in a particular case, an associate member will cease automatically to be an associate member upon their ceasing to be the person with primary responsibility for the academic and executive affairs of an associated institution in Yorkshire; their successor will become an associate member unless they notify the secretary in writing that they do not wish to take up membership. They will receive a copy of these articles as part of their induction.
 - 8.6. The board of trustees may resolve that an associate member will cease to be an associate member in the event that the annual contribution due under Article 9 is not paid within such period of time as may reasonably be allowed or that, in the opinion of the trustees, the institution represented by that member no longer supports the objects of YU.
9. In each year the company will fix the contribution payable by each member and associate member.
10. All members and associate members will be deemed to have agreed to be bound by these Articles of the company.

11. General meetings

- 11.1. YU will in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and will specify the meeting as such in the notices calling it. Not more than 15 months will elapse between the date of one annual general meeting and that of the next.
- 11.2. At least fourteen days' notice of every annual general meeting and general meeting will be given to each member, the trustees and to anyone else entitled to receive such notices. For a meeting called to pass a special resolution 21 days' notice will be given.

- 11.3. The secretary will attend general meetings; their responsibilities will include taking minutes.
- 11.4. The accidental omission to give notice of a meeting to, or the non-receipt of such notice of meeting by, any person entitled to receive notice will not invalidate any resolution passed at, or the proceedings of, any meeting.

12. Proceedings at general meetings

- 12.1. No business will be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. One quarter of the membership (or three members whichever is the larger) entitled to vote on the business to be transacted shall constitute a quorum.
- 12.2. Members unable to attend the meeting may authorise a substitute to participate in the meeting on their behalf. The person so nominated will be entitled to exercise the same powers as the member is entitled to exercise, including the right to vote. The names of substitutes will be sent to the secretary in advance of the meeting.
- 12.3. Members (and their substitutes) may take part in a meeting by telephone or electronic link.
- 12.4. Members (and their substitutes) may meet virtually, i.e. using technology that enables all participants to communicate simultaneously with all other participants.
- 12.5. The chair of the trustees will preside as chair at every general meeting. In the absence of the chair the trustees present shall elect one of their number to be chair of that meeting. If there is no trustee present or willing to act as chair, the members present will elect one of their number to chair the meeting.
- 12.6. At any general meeting, a resolution put to the vote of the meeting will be decided on a show of hands (or the telephone/electronic equivalent).
 - 12.6.1. The result of the vote, as declared by the chair, will be recorded in the minutes.
 - 12.6.2. If the votes are equal the chair of the meeting will be entitled to a casting vote in addition to any other vote they may have.
 - 12.6.3. The chair of the trustees may invite other persons to attend a general meeting, including (but not limited to) representatives of members, associate members and representatives of associate members, but a person so invited will not have a vote.

12.7. A resolution in writing signed for or on behalf of a member who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present will be as valid and effectual as if it had been passed at a general meeting.

13. Trustees

13.1. The trustees will be appointed from the members of YU. All members will be invited to become trustees.

13.2. The board oversees the company's activities to ensure the furtherance of its objects relating to higher education for the public interest in Yorkshire.

13.3. The chair (normally appointed for a two-year period) is responsible for:

- developing agendas and chairing meetings of the board;
- the effective operation of the board;
- monitoring the performance of the board; and
- enabling the board to fulfil its duties and responsibilities for the proper governance of the organisation,

13.4. The number of trustees shall not be fewer than three but shall not be subject to any maximum.

13.5. The trustees at the date of adoption of these Articles will be the existing trustees.

13.6. The trustees are not liable to retire by rotation.

13.7. A trustee will cease to hold office if:

13.7.1. they are disqualified from acting as a trustee by virtue of any Charities Act or related regulation or

13.7.2. they become bankrupt or make any arrangement or composition with their creditors generally; or

13.7.3. they resign their office by notice in writing but only if after resignation at least two trustees will remain in office when the notice of resignation is to take effect; or

13.7.4. the trustees resolve that that trustee's office be vacated.

13.7.5. In the event of 13.7.1 or 13.7.2 they will also immediately cease to be a member of YU.

- 13.8. A trustee will act in the interests of YU. The trustees shall each consider themselves to be under an obligation to report any conflicts of interest to the board.
- 13.9. No trustee will be entitled to any remuneration for services as a trustee, but a trustee may be paid all reasonable travelling and other expenses properly incurred in connection with the discharge of their duties, with the agreement of the chair of the board.
- 13.10. The trustees may appoint one or more of their number to any unremunerated executive office of the company. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if they cease to be a trustee. There shall be no dividend or distribution of surplus to any member.

14. Proceedings of trustees' meetings

- 14.1. Proceedings of trustees will follow those set out in Articles 11 and 12 for general meetings. For a quorum see 12.1; for the appointment of substitutes see 12.2; for telephone or electronic participation in meetings see 12.3; for virtual meetings see 12.4; for the appointment of a chair see 12.5; for voting arrangements and observers see 12.6; for a resolution in writing see 12.7; for secretarial arrangements see 11.3; for accidental omission to give notice see 11.4.
 - 14.2. Notice of every meeting of the trustees shall be given to each trustee.
 - 14.3. The trustees will hold a minimum of two board meetings in every year. As far as is practicable, these meetings will be held regularly and spread evenly throughout each year.
 - 14.4. The trustees may appoint sub-committees consisting of two or more trustees to supervise or perform any function or duty which in the opinion of the trustees would be more conveniently carried out by a sub-committee. The terms of reference of such sub-committee will be recorded in the minutes; all acts and proceedings of any such sub-committee will be fully and promptly reported to the trustees; the trustees may impose conditions when delegating, and the trustees may revoke or alter a delegation.
 - 14.5. The trustees may establish standing or other committees, task or advisory groups and working parties (comprised of trustees and/or other persons as the trustees see fit) to fulfil advisory, administrative or management roles. Any such groups shall conform to any remit or conditions set out by the trustees.
15. The members may appoint and remove any individual(s) as patron(s) of the company on such terms as they think fit.

16. The secretary shall be the chief executive of YU (whatever the job title of this post may be at any given time) or any other person appointed by the directors to this role. The secretary's responsibilities shall include ensuring minutes of meetings are taken.
17. Proper minutes will be made of all proceedings of YU including meetings of members and directors and of any committees; minutes shall include the names of those present, the decisions made and, when appropriate, the reasons for the decisions.
18. Notices served calling meetings of members or directors and of any sub-groups may be either by written or electronic means.
19. The company in general meeting has the power by special resolution to change these Articles, provided that such changes are supported by at least two-thirds of the members present and entitled to vote. Such a meeting will require 21 days' notice as set out in 11.2.