

DESIGNATION OF A BODY FOR
ENGLISH HIGHER EDUCATION
INFORMATION

HESA (HIGHER EDUCATION STATISTICS
AGENCY LIMITED) RESPONSE TO THE
EXPRESSION OF INTEREST

HESA



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Higher Education Statistics Agency Limited (HESA) is a company limited by guarantee, registered in England at 95 Promenade, Cheltenham, GL50 1HZ. Registered No. 2766993. Registered Charity No. 1039709. Certified to ISO 27001. The members are Universities UK and GuildHE.

INTRODUCTION

INTRODUCTION

HESA is pleased to submit this expression of interest to become the designated data body for higher education (HE) information in England.

We believe HESA is ideally placed to deliver the requirements of the designated body, as this provides an opportunity to build on and develop its existing capability and relationships gained through 24 years' experience of collecting, processing and publishing information about the higher education sector. In this time, we have innovated, shaped and adapted the data landscape, and developed services and products to meet the requirements of Government and providers in an HE landscape undergoing significant change.

We have delivered this in the spirit of co-regulation, and welcome the opportunity presented to continue to evolve and extend our expertise and services to an increasingly diverse sector. We also welcome the opportunity to better represent the needs of students and graduate

employers and to enable the Office for Students (OfS) to deliver its duties.

We have set out in this document the evidence to demonstrate that we have the capabilities to perform the duties of the designated body. Whilst we recognise that the exact role and approach is subject to further agreement, we are confident that our strong relationships and track record will mean we can achieve this transition without disruption to services, and maintaining the rigour and quality of HE data.

HESA: BACKGROUND AND HISTORY

HESA was formed in 1993 as both a company limited by guarantee, and a charity. The members of the company are the sector representative bodies Universities UK (UUK) and GuildHE. Our Articles of Association have been recently revised to more accurately represent the new HE Landscape (see Annex A). HESA also operates a wholly owned commercial subsidiary, HESA Services Limited.

1. CAPABILITY

HESA has strong capabilities in technical capacity, data quality and standards, and data security to deliver the functions set out in the Act. Our analytical power, versatility, and user focus, combined with our rich store of high-quality, historic data, is unmatched anywhere else in the UK. We continue to shape the higher education data landscape in the information we compile and make available, as is evidenced with our current development programmes on Data Futures and Graduate Outcomes.

CURRENT OPERATIONS AND TECHNICAL CAPABILITY

HESA operates well-developed and efficient systems and processes to collect, store, process, and disseminate its data. We currently collect data from 261 higher education providers (HEPs) across the UK. Our 14 collection streams provide a significant set of information regarding all aspects of higher education, from the people involved – students, staff and graduates – to the core educational

offering, through to the essential business of running an HEP, such as estates management, business interactions, and financial reporting.

HESA works closely with HEPs, with relevant sector professional groups, and with our Statutory Customers to ensure the sector voice is integrated into the data collection and quality assurance processes from end-to-end. This, combined with HESA's statistical expertise and knowledge of the sector, ensures that the resulting datasets are of the very highest quality.

GUIDANCE FOR HEPs

HESA offers substantial guidance to providers throughout the collection process, aiding their processes, resulting in better quality data and sector data capability:

- Our Liaison team provide bespoke support to those submitting data (40,000 contacts with 3,500 stakeholders in 2016/17)
- Our Training & Consultancy team offers training solutions on all

aspects of the data journey with CPD-accredited courses and webinars attended by more than 3,000 delegates

- HESA has inducted over 100 alternative providers (APs), providing tailored support to assist them in preparing for HESA data collection, leading to excellent ongoing working relationships. This experience will enable us to devise an effective induction programme in anticipation of new providers due to become registered by 2019/20.

HESA operates data processing platforms built to best current practice standards and used by more than 3,500 HEP staff to quality assure, process, and store billions of data items each year. The Heidi Plus business intelligence platform provides dashboards, reports, and visualisations to HE sector staff at 147 providers, giving them access to detailed insights on the full range of HESA data going back to 2007/08.

DATA QUALITY AND STANDARDS

HESA data is widely recognised for its high quality, consistency, authority, and comparability. HESA has been publishing National Statistics products since 1996, and in 2008 HESA was designated as a producer of [Official Statistics](#). Three of the twelve outputs we currently produce have been designated as National Statistics by the UK Statistics Authority (UKSA). National statistics include Statistical First Releases and *Higher Education Statistics for the UK*.

Official Statistics products include published data relating to students, staff, finance, Destinations of Leavers, estate management, interaction with business, and the UK Performance Indicators (UKPIs) for higher education. Methodologies used in the production of the UKPIs have been adopted for use in the Teaching Excellence Framework (TEF) scheme developed by the Department for Education.

We publish clear guidance on arrangements for protecting confidential data, in line with principle 5 of the UKSA Code of Practice. We are committed to preserving the confidentiality of the data we collect, process, and disseminate, in compliance with the relevant legal and regulatory frameworks and guidance. This helps maintain the trust and co-operation of those individuals who supply data to HESA for onward use.

DATA SECURITY

HESA gives absolute priority to information security. In 24 years we have had no data breaches, and no complaints to the Information Commissioner's Office about the use or processing of our data.

We employ a Data Protection Officer and a Legal Counsel specialising in data protection who work closely with HESA's Head of Information Security to ensure best practice in data protection and legal compliance. All HESA staff are required to undertake regular data protection and information security training.

HESA has been certified to ISO 27001 Information Security standard for over 10 years, and is also currently gaining the new Cyber Essentials Plus certification. We deploy multiple layers of industry standard controls to protect our data and systems, including: data encryption; pseudonymisation; strong authentication; and strict access controls.

Data that is considered sensitive under the Data Protection Act 1998, or special category under the GDPR, is identified prior to collection, and additional controls are applied to limit access. Release of such data is closely monitored, and only happens where there are clear legal grounds.

2. REDUCING THE BURDEN OF DATA COLLECTION

HESA aims to ensure that the burden of data collection on providers is minimised, whilst ensuring that the data we collect and disseminate has maximum value for all our stakeholders. We are undertaking significant programmes to upgrade our services and technology platforms and to embed the benefits across all users. The three main areas of activity are: Data Futures; Graduate Outcomes; and the establishment of a new governance function.

DATA FUTURES

Data Futures is a transformational programme for the HE sector to provide in-year student data by 2019/20. Funded and supported by the funding councils of the UK HE sector, it embodies a co-design approach with a range of providers.

The data futures platform will deliver a more modernised and efficient approach to data collection for a larger, more complex, and more dynamic HE sector including:

- earlier sight of changes and developments in relation to the student population and provision for policy makers and providers;
- supporting a 'lead indicators' approach to regulation, facilitating early warning of any issues emerging with providers;
- Smoothing the resource load on providers
- facility for a hub for other data commissioners to collect their data via HESA, rather than directly from providers. This will directly reduce the burden on providers whilst enriching the data, adding to better insight and analysis for stakeholders.

GRADUATE OUTCOMES

The Graduate Outcomes survey will replace the existing Destination of Leavers of Higher Education (DLHE) survey, and the Longitudinal DLHE survey from 2017/18 and will collect data 15 months after graduation. It will be based on a new model of 'open centralisation', which will deliver significant savings across the

sector, while providing more robust data in which all parties can have confidence.

The new survey will continue to provide key information on graduates' activities and outcomes, but in addition will capture information on the 'graduate voice'. Supporting more informed student choice, it will provide policymakers, HEPs, and the wider public with richer insights into the value of higher education and the state of the graduate labour market.

DEVELOPING GOOD DATA GOVERNANCE

Higher Education Data Landscape Steering Group

HESA has led on the formation of the Higher Education Data Landscape Steering Group (HEDLSG), established to provide oversight and leadership of the data landscape and advice and guidance to HESA. It comprises membership drawn from across the HE sector, and adjacent sectors (for example, health education and research).

The HEDLSG seeks to accelerate the standardisation and rationalisation of data collections, and enhance the capability of data management, across the UK HE sector. HESA colleagues have supported HEDLSG in the development of a Code of Practice for data collectors for a more consistent approach to the governance of data collections and the assessment of burden. Intended to drive the adoption of standard data definitions, encourage the sharing and re-use of data, it will enable comparative metrics of the data collection burden to be considered as a routine part of data collections management.

Burden minimisation framework

HESA has recently introduced a burden minimisation framework, to understand what burden means and how it is assessed for HESA data collections.

The model has 3 functions:

1. Define the data requirement in a consistent and rigorous way.

2. Assess the burden through a rich set of criteria, with engagement with data customers and HEPs.
3. Minimise burden through carefully-planned releases, smoothing change so that it can best be absorbed by the sector.

Further activities regarding burden reduction are embedded in HESA's operating model. These include:

- regular reviews of operational information of current collections
- a roadmap, harmonising and rationalising data
- initiatives targeting known areas of burden where sector-wide collaboration can effect a quantifiable reduction.

3. OPEN DATA

HESA is delivering year two of our Open Data Strategy. Developed with the support of the Open Data Institute following a public consultation, the aim is to release as much of our data as possible as open data by 2021.

Open data at HESA will be freely accessible to anyone, and available in machine-readable format. The first datasets released as open data will be available this autumn, with further outputs to follow early in 2018. More information is available on our [open data webpage](#).

4. SECTOR-WIDE REPRESENTATION

HESA is a co-regulated sector agency. This means that sector representation, input and expertise are key features of its governance arrangements, balanced by independence, autonomy, and a close working relationship with Statutory Customers.

HESA has recently updated and modernised its Articles of Association. We have expanded the HESA Board membership to ensure it is sufficiently broad and representative. Board membership now includes:

- 4 places for UUK nominees
- 1 place for a GuildHE nominee
- 5 places for co-opted members (to include a graduate employer)
- 1 place for a student representative
- 1 place for a further education (FE) sector representative
- 1 place for an alternative provider representative.

In addition, observers from the OfS, UKRI, UUK, GuildHE, AoC, and Independent HE will be invited to attend Board meetings.

We have also introduced a new Statutory Advisory Council to provide strategic oversight for HESA's statutory activities, ensuring separation from non-statutory functions. This Council will report into the main Board with membership drawn from the HE sector, HESA's Statutory Customers, and additional independent expertise (for example, the ONS).

5. CONFIDENCE OF HIGHER EDUCATION PROVIDERS

HESA has a direct relationship with 261 HEPs in the UK sector, representing the full breadth and diversity of provision. We value these relationships greatly, and strive to remain open and accessible to all our subscribers.

For nearly 25 years HESA has operated as a co-regulated shared service working on behalf of HEPs, to collect and submit data to the four higher education funding councils, research councils, and relevant Government departments of the UK (our 'Statutory Customers'). This spirit of co-regulation remains fundamental to HESA's ethos and operations today.

We have in place have a range of formal and informal mechanisms through which we maintain the confidence of providers. These offer routes to raise issues or concerns:

- Formally through membership of HESA's main Committees, user groups, strategic steering groups, and operational working groups, working across data collection and dissemination processes and on specific projects.

- Informal channels include seminars, conferences, and training events, social media and direct phone and email contact.
- HESA engagement with HE sector representative and professional groups.

Through these relationships and the changes we have made to our governance arrangements (detailed in section 4), we believe we are well placed to command the confidence of higher education providers and their representatives in our capabilities and activities, and that we have the mechanisms to extend this confidence to those providers yet to be registered.

6. FEES AND FUNDING

CURRENT FINANCIAL MODEL

As a non-profit-making organisation, HESA's principal income source is an annual subscription charged to HEPs (see our [2015/16 Trustees' Report and Financial Statements](#)).

The subscription model is transparent, and reflects affordability for providers, consisting of a fixed (banded) element, and a variable per capita element based on student numbers. Alternative providers adhere to the same model, charged at 95% of the rate for publicly funded providers.

To actively minimise the subscription charged to providers, HESA also derives income through three routes:

1. Work with other statutory bodies, providing data, data collection and services on a chargeable basis.
2. A wholly owned commercial subsidiary (HESA Services Limited), which provides training, consultancy, bespoke data and analytical services, and access to our hosted business intelligence service.

3. Grant funding for specific purposes (for example, Data Futures).

HESA does not seek to make a profit, but instead re-invests any surplus generated each year in service improvement and optimisation.

FUTURE FINANCIAL PLANS

HESA is currently reengineering its financial model to align its approach with the requirements of a designated data body. This entails carrying out a thorough and detailed analysis of the costs of all our activities to allow us to better adapt to meet emerging requirements.

The financial model comprises three components:

1. A core subscription covering statutory services only. This will cover only the activity required by a provider to discharge its statutory responsibilities. The statutory subscription would be stepped according to the categorisation of each provider on the HE Register.

2. A premium optional subscription, covering additional services that providers may wish to access.
3. A range of commercial offerings, currently offered through HESA Services Limited.

We would seek to maintain a consistent funding model across the UK, to reduce costs and complexity.

EFFICIENCY AND VALUE FOR MONEY

HESA operates as a shared service that facilitates the discharging of providers' statutory responsibilities regarding data and information provision to Government in the most efficient and effective way.

A core aim of our strategy is to secure greater efficiency in our operational costs. To this end we are using the data from our activity costing to develop a significant efficiency programme from 2018. In addition, we aim to collaborate and share capabilities with other sector agencies where it makes sense to do so.

This year we have achieved better efficiency and value for money through a number of collaborations:

- With the M5 Group (comprising HESA, Jisc, and QAA): this has reduced the long run costs of back-office functions such as technology support and pooled expertise on business systems implementation (including our Customer Relationship Management solution which will enable us to better track our engagement with providers).
- With Jisc: in addition to our work together in product and service development, we have also utilised their capabilities in their support for the procurement of Graduate Outcomes
- With HECSU, Jisc, and UCAS: to develop a strategic data partnership to deliver new products and services relating to the student journey and opportunities for sharing resources including staffing, premises, and information security.

We combine industry-leading cloud and on-premises databases, business intelligence, and CRM applications, with bespoke data processing applications. Our ambition is for all of our platforms to be moved to the cloud to leverage the low-cost, high-capacity utility computing available.

7. GOVERNANCE AND ACCOUNTABILITY

TRANSPARENCY AND ACCOUNTABILITY

As both a charity and a private company, HESA files a report on its activities and its finances with the Charity Commission and with Companies House annually. These documents are publicly and freely available. In addition, HESA is regulated by the Charity Commission, as well as being accountable to its Statutory Customers, to the members of the Company (UUK and GuildHE), and to UK Statistics Authority for certain activities. We are therefore accustomed to dealing with a high degree of regulation and accountability, and always seek to discharge our public responsibilities in as open and transparent a manner as possible.

ASSURANCE AND RISK

HESA has an Audit Committee, reporting into its main Board, which meets twice a year. As part of its Terms of Reference, the Audit Committee keeps under review HESA's risk and assurance processes, including reviewing

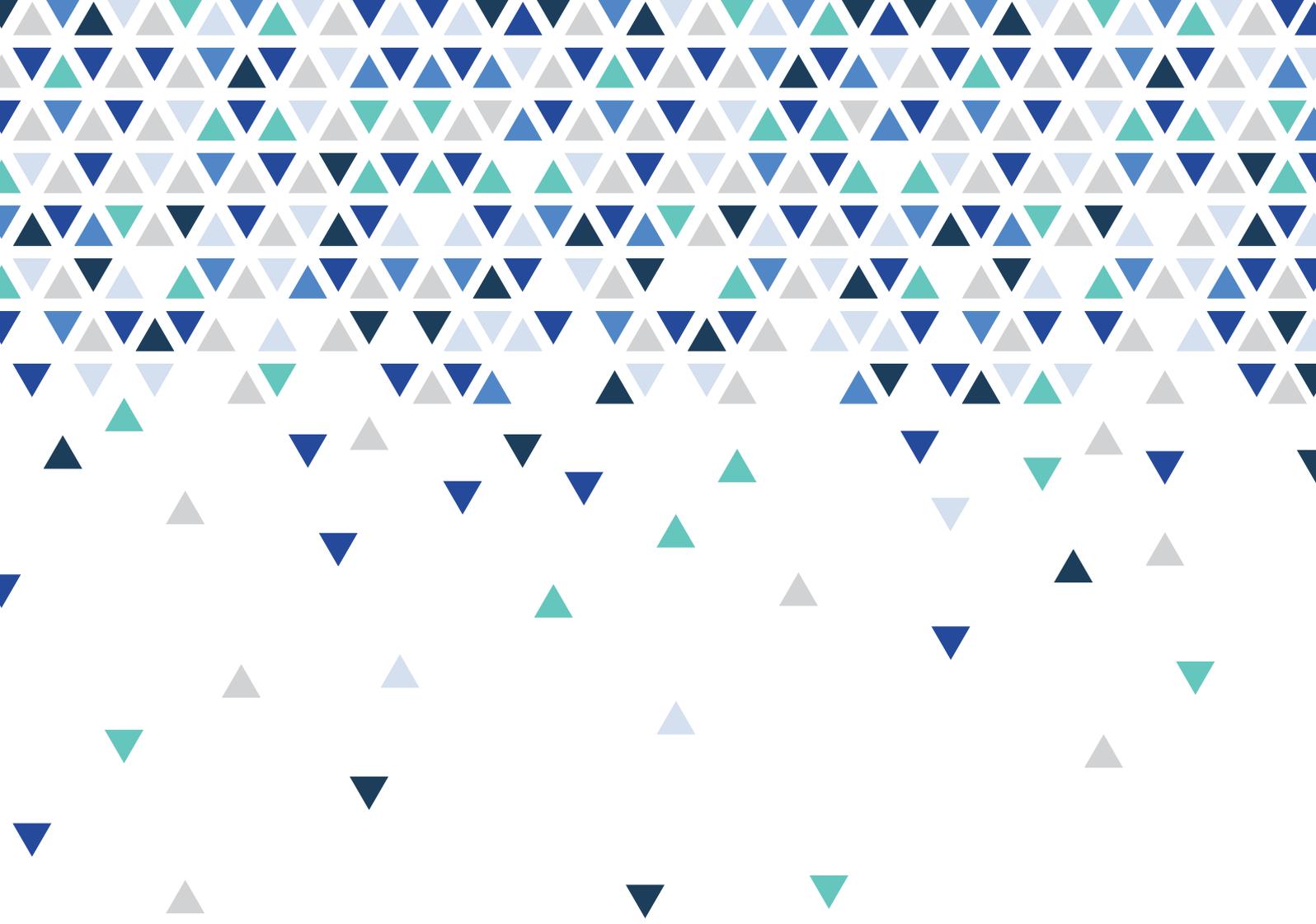
Internal Audit reports, and the ISO 27001 (information security) audit reports. HESA's next internal audit is scheduled for January 2018, and will focus on GDPR compliance and preparedness.

HESA's financial statements and Trustees' Report are reviewed annually by our External Auditors.

HESA publishes an annual impact report setting out our progress against our strategy and aims. The [Impact Report for 2016/17](#) has just been published which provides further demonstration of our credibility, capability and track record to become the designated data body.

FURTHER INFORMATION

Information on any aspect of this submission is available from Paul Clark, Chief Executive: paul.clark@hesa.ac.uk.



HESA
95 Promenade
Cheltenham
GL50 1HZ
+44 (0)1242 255577



ANNEX A

Company Number: 02766993

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
HIGHER EDUCATION STATISTICS AGENCY LIMITED

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COMPANY NUMBER: 02766993

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
HIGHER EDUCATION STATISTICS AGENCY LIMITED

Name

1. The company's name is Higher Education Statistics Agency Limited.

Exclusion of model articles

2. The model articles of association as prescribed in schedule 2 to the Companies (Model Articles) Regulations 2008 are excluded in respect of the Charity.

Interpretation

3. In these articles:

"the 2006 Act" means the Companies Act 2006;

"Accounts Board Meeting" means the meeting of the Board at which the statutory accounts for the Charity are approved being, as at the date of the adoption of these Articles, held in or about November of each year but which date may be subject to change including but without limitation in the event of any change to the financial year of the Charity;

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

"Alternative Provider" means a provider of higher education courses which does not directly receive annual grant funding from an HE Funding or Regulatory Body or, for higher education providers located in England following the higher education provider registration requirements of the Higher Education & Research Act 2017 ("HERA") coming into force in England, an entity which constitutes a Registered, Approved or an Approved (Fee Cap) provider as defined in HERA;

"these articles" means the Charity's articles of association;

"the Board" means the board of Directors of the Charity for the time being;



“Calendar Year”	means a period of twelve months commencing 1 January and ending on 31 December;
"the CEO"	means the Chief Executive Officer of the Charity for the time being;
"the Chair"	means the Chair of the Board for the time being;
“the Charity”	means Higher Education Statistics Agency Limited, the company regulated by these articles;
“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;
“the Companies Acts”	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;
“the Directors”	means the directors of the Charity, who are charity trustees as defined by section 177 of the Charities Act 2011 and "Directorship" has a cognate meaning;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
"electronic means"	includes a video conference, an internet video facility and telephone conferencing;
“Government Department”	means any government department or devolved government operating in England, Wales, Scotland or Northern Ireland;
"GuildHE"	means GuildHE Limited (company number 02600590) or its successors;
“GuildHE Director”	means any person appointed as a director following a nomination made by a GuildHE Director in accordance with article 68.2;
"HE"	means higher education in the United Kingdom;
"HE Funding or Regulatory Body"	means the Higher Education Funding Council for England, the Higher Education Funding Council for Wales, the Scottish Further and Higher Education Funding Council the Department for Economy Northern Ireland, Office for Students, UK Research and Innovation and their successors;
“HESA Services Limited”	means HESA Services Limited (company number 03109219);
“the memorandum”	means the Charity’s memorandum of association;
“officers”	includes the Directors and the Secretary;
"person"	includes natural persons, unincorporated associations, corporate bodies and organisations;
“Secretary”	means any person appointed to perform the duties of the secretary of



the Charity;

- "subsidiary" means the meaning given in section 1159 of the 2006 Act;
- "the United Kingdom" means England, Scotland, Wales and Northern Ireland;
- "UUK" means Universities UK (company number 2517018) or its successors; and
- "UUK Director" means any person appointed as a director following a nomination made by UUK in accordance with article 68.1.

4. In these Articles, the singular includes the plural and vice versa.
5. Unless the context otherwise requires, words or expressions contained in these articles have the same meaning as in the Companies Acts, but excluding any statutory modification not in force when these articles become binding on the Charity.
6. 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.

Liability of members

7. The liability of the members is limited.
8. Each member of the Charity undertakes, if the Charity is dissolved while it is a member or within twelve months after it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of it towards the payment of the debts and liabilities of the Charity incurred before it ceases to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Object

9. The object ("**Object**") for which the Charity is established is to advance education for the public benefit.
10. Nothing in these articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with Charities Act 2011.

Powers

11. The Charity has power to do anything which is calculated to further its Object or is conducive or incidental to doing so. In particular, the Charity has power:
- 11.1 to collect and provide data, information and related services with a view to increasing knowledge and promoting understanding of further and higher education provision and its outcomes, including the characteristics of further and higher education providers, students, and staff;

- 11.2 to provide data, information, statistics, analysis, training, consultancy, data and digital services and related support services as the Charity may think fit to:-
- 11.2.1 actual and prospective students and their advisers including international students;
 - 11.2.2 higher and further education providers in the United Kingdom;
 - 11.2.3 the HE Funding or Regulatory Bodies and Government Departments in the United Kingdom;
 - 11.2.4 professional, statutory and/or regulatory bodies and other bodies/entities with a public or statutory purpose which may require information about higher education, including, without limitation, information about courses available from higher education providers, their students and graduates;
 - 11.2.5 bodies/entities with a duty or interest in monitoring, maintaining and promoting the interests of students and equality of opportunity;
 - 11.2.6 employers of graduates and their representative bodies
 - 11.2.7 members of the public; and
 - 11.2.8 such other persons as the Charity may think fit.
- 11.3 to carry out activities to facilitate and improve the efficiency and effectiveness of arrangements for the collection, sharing and dissemination of data and information about further and higher education, thereby reducing the burden for further and higher education providers.
- 11.4 to raise funds, but not by means of taxable trading;
- 11.5 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 11.6 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, but in exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- 11.7 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, and to enter into derivative contracts in connection with any such borrowings, but the Charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011, if it wishes to mortgage land;

- 11.8 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice and to share services with them;
- 11.9 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Object;
- 11.10 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 11.11 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 11.12 to employ and remunerate such staff as may be required for carrying out the work of the Charity and its subsidiaries or joint ventures, but the Charity may employ or remunerate a Director only to the extent it is permitted to do so by article 17 and provided it complies with the conditions in that article;
- 11.13 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;
- 11.14 to provide indemnity insurance for the Directors and other officers in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 11.15 to accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- 11.16 to co-operate and enter into arrangements with any authorities, whether foreign, national, local or otherwise;
- 11.17 to make grants, awards or other payments upon such terms and conditions as may be thought fit;
- 11.18 to promote companies whose activities may further its Object, or may generate income to support the activities of the Charity, acquire and hold shares in such companies and carry out, in relation to HESA Services Limited and to any other company which may become a subsidiary of the Charity, all such functions as may be associated with a holding company;
- 11.19 to print, make and to publish or to assist in or promote the printing or making of any newspapers, periodicals, books, monographs, articles, leaflets or other literary or audio-visual undertakings that the Charity may think desirable for the promotion of its Object and to distribute such as it may think fit;

- 11.20 to own, exploit and acquire copyrights, rights of publication or reproduction and other rights in respect of any literary, audio-visual or other works or undertakings;
- 11.21 to undertake research within the higher education system and to publish the results of such research;
- 11.22 to produce, present, promote, organise, manage and conduct any meetings, lectures, classes, debates, conferences, libraries, demonstrations or exhibitions for the promotion of its Object as the Charity may think fit; and
- 11.23 to do all such other things as may be necessary or desirable for the attainment of the Object.

Application of income and property

- 12. The income and property of the Charity shall be applied solely towards the promotion of the Object.
- 13. 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 member of the Charity, and save for the appointment of the CEO no Director shall be appointed to any office of the Charity paid any salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity but this does not prevent a member who is not also a Director receiving:
 - 13.1 a benefit from the Charity in the capacity of a beneficiary of the Charity; and/or
 - 13.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

Directors' benefits

- 14. A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- 15. 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.
- 16. A Director may receive an indemnity from the Charity in the circumstances specified in article 124.
- 17. No Director or connected person may:

- 17.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- 17.2 sell goods, services, or any interest in land to the Charity;
- 17.3 be employed by the Charity with the exception of the CEO who may receive reasonable and proper remuneration provided that he shall not attend any discussion or vote on any resolution concerning his conditions of employment or remuneration;
- 17.4 receive any remuneration or any other financial benefit from the Charity; unless
 - 17.4.1 the payment is permitted by article 19; or
 - 17.4.2 the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
18. 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.
19. 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.
20. A Director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be no greater than 2% per annum below the base rate of a clearing bank to be selected by the Directors, or 1%, whichever is the higher.
21. A Director or connected person may receive rent for premises let by the Director or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Director concerned withdraws from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
22. The Directors may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011.
23. A Director or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.



24. For the purposes of articles 14 to 23 inclusive:

24.1 "Charity" shall include any company in which the Charity:

24.1.1 holds more than 50% of the shares; or

24.1.2 controls more than 50% of the voting rights attached to the shares; or

24.1.3 has the right to appoint one or more directors to the board of the company;

24.2 "connected person" means:

24.2.1 a child, parent, grandchild, grandparent, brother or sister of the Director

24.2.2 the spouse or civil partner of the Director or of any person falling within Article 24.2.1 above;

24.2.3 a person carrying on business in partnership with the Director or with any person falling within Articles 24.2.1 and 24.2.2 above;

24.2.4 an institution which is controlled

a) by the Director or any connected person falling within Articles 24.2.1, 24.2.2 or 24.2.3 above; or

b) by two or more persons falling within Article 24.2.4(a) , when taken together;

24.2.5 a body corporate in which –

a) the Director or any connected person falling within Articles 24.2.1, 24.2.2 and 24.2.3 above has a substantial interest; or

b) two or more persons falling within Article 24.2.5(a) who, when taken together, have a substantial interest.

24.2.6 Sections 350 to 352 the Charities Act 2011 apply for the purposes of interpreting the terms used in this article 24.2.

Membership

25. The members of the Charity are:

25.1 UUK; and

25.2 GuildHE.

26. Members may also include such other persons who may be admitted as members of the Charity. Such members must be approved by the Board.
27. Everybody who wishes to become a member shall deliver to the Charity an application for membership in such form as the Board require to be executed by it.
28. Nominations for membership of the Charity either may be made by any member of the Charity after consultation with the Board or may be made by a majority of the Board.
29. Membership shall not be transferrable.

Termination of membership

30. Membership is terminated if:
 - 30.1 the member ceases to exist;
 - 30.2 the member resigns by giving not less than three months' written notice to the Charity unless, after the resignation, there would be less than one member;
 - 30.3 the member is removed from membership by a resolution of the Board that it is in the best interests of the Charity that its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - 30.3.1 the member has been given at least twenty-one clear days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it is to be proposed; and
 - 30.3.2 the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting;

PROVIDED ALWAYS that the members named in article 25 may not be removed from membership by a resolution of the Board.

General meetings

31. The Board may call a general meeting at any time.

Notice of general meetings

32. A general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. The minimum period of notice required to hold any other general meeting of the Charity is fourteen clear days.

33. A general meeting may be called by shorter notice if it is so agreed by a majority in number of 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.
34. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Acts 2006 and article 52.
35. The notice must be given to all the members and to the Directors and auditors.
36. 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.

Proceedings at general meetings

37. No business shall be transacted at any general meeting unless a quorum is present.
38. A general meeting shall be quorate if at least two members are present either by an authorised representative or by proxy and at least one of those members is UUK and at least one of those members is GuildHE.
39. If:
 - 39.1 a quorum is not present within half an hour from the time appointed for the meeting; or
 - 39.2 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. The Board must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
40. General meetings shall be chaired by the Chair or, if the Chair is absent, another director appointed in advance by the Board to act as the chair of the meeting.
41. If the Chair or any other Director appointed to act as the chair of the meeting under article 40 is not present within fifteen minutes of the time appointed for the meeting, a Director nominated by the Board shall chair the meeting.
42. If there is only one Director present and willing to act, he or she shall chair the meeting.

43. If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present shall appoint one of their number to chair the meeting.
44. The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting be adjourned.
45. 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.
46. 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.
47. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice must be given of the reconvened meeting stating the date, time and place of the meeting.
48. 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:
 - 48.1 by the person chairing the meeting; or
 - 48.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - 48.3 by a 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.
49. In relation to any vote at a meeting:
 - 49.1 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - 49.2 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.
50. In relation to any demand for a poll that is withdrawn:
 - 50.1 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - 50.2 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.



51. In relation to any poll that is demanded:
- 51.1 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - 51.2 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 - 51.3 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - 51.4 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs, subject to 51.5 and 51.6.
 - 51.5 The poll must be taken within thirty days after it has been demanded.
 - 51.6 If the poll is not taken immediately at least seven clear days' notice must be given specifying the time and place at which the poll is to be taken.
 - 51.7 If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

52. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- 52.1 states the name and address of the member appointing the proxy;
 - 52.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 52.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board may determine; and
 - 52.4 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.
53. The Charity may require proxy notices to be delivered in a particular form and within a particular timescale, and may specify different forms for different purposes.
54. 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.

55. Unless a proxy notice indicates otherwise, it must be treated as –
- 55.1 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
 - 55.2 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.

Delivery of proxy notices

56. 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.
57. 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.
58. 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.
59. 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.

Written resolutions

60. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 60.1 a copy of the proposed resolution has been sent to every member;
 - 60.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - 60.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
61. A resolution in writing may comprise several copies to which one or more members have signified their agreement.
62. In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

63. Every member shall have one vote.
64. 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.
65. Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
66. The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.
67. Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

The Board

68. The Board shall be constituted as follows, unless otherwise determined in general meeting:
 - 68.1 up to four persons nominated by UUK by a notice in writing delivered to the Board;
 - 68.2 up to one person nominated by GuildHE by a notice in writing delivered to the Board;
 - 68.3 the CEO, by virtue of his/her employment by the Charity in that capacity;
 - 68.4 one person appointed by the Board who is considered by the Board to be engaged wholly or mainly in the governance or management of an Alternative Provider, and who will (in the opinion of the Board having consulted with Independent HE, GuildHE and/or such other Alternative Provider representative groups as it considers appropriate) have a comprehensive knowledge and understanding of such Alternative Providers;
 - 68.5 up to one person appointed by the Board who is engaged wholly or mainly in the governance or management of a further education college which provides higher education and who will (in the opinion of the Board having consulted with the Association of Colleges, and the UK Council of Colleges or their

successor bodies) have a comprehensive knowledge and understanding of such colleges.

68.6 up to five persons appointed by the Board (to be referred to as “co-opted directors”); and

68.7 up to one person appointed by the Board being a student or a representative of bodies representing the interests of students.

provided always that it is intended that the Board shall comprise Directors who together have an appropriate balance of commercial, financial and relevant higher education experience and skills relevant to the Charity’s work (including but without limitation, education and digital and data services) ensuring that there is a broad range of representation from higher education providers across the United Kingdom.

69. There shall always be one member of the Board who is not an employee or director of any trading subsidiary owned by the Charity.

70. Regard shall be had to the desirability of the Board promoting diversity among the Board from time to time in terms of age, gender, ethnicity and disability.

71. Notwithstanding the requirements of article 70, no appointment to the Board may be challenged on grounds of imbalance.

72. There shall be no limit as to the age at which a person may become or be a member of the Board or until which, having become a member of the Board, he/she may continue so to act.

73. Any member of the Board nominated in accordance with articles 68.1 to 68.2 may be removed from office by his/her nominator by notice in writing to the Charity, notwithstanding anything in these articles or in any agreement between the Charity and such member of the Board and the nominator shall be entitled to nominate any person in his/her stead.

74. Any member of the Board referred to in articles 68.4 to 68.7 may be removed from office by the Board notwithstanding anything in these articles or in any agreement between the Charity and such member of the Board and the Board shall be entitled to appoint any person in his/her stead.

Term of office

75. A Director shall be appointed for terms of office of three years unless terminated earlier in accordance with the provisions of these Articles, provided that:

75.1 Directors appointed by the Board on or after 1 May and before 31 October in any year shall hold office until the Accounts Board Meeting held in the fourth year after his appointment;

75.2 Directors appointed to the Board between 1 November and 30 April shall hold office until the Accounts Board Meeting held in the third year after his appointment;

75.3 the CEO shall act as a Director for so long as he is in post

provided always that the dates detailed at Articles 75.1 and 75.2 may be changed by the Board where the Board considers that this is desirable to reflect any changes to the timing of the Accounts Board Meeting.

76. Directors may be appointed to serve up to two consecutive terms of office of three years, provided that, in exceptional circumstances, Directors may serve further terms of office if determined by the Board.

77. Directors in office on the date immediately before the date on which these articles take effect ("**Effective Date**") shall, with effect from the Effective Date, be deemed to have been newly appointed in accordance with these articles. Such Directors shall agree between themselves (and in the absence of agreement by drawing lots) to determine who shall retire from office on the first, second and third anniversaries of the Effective Date to ensure that the retirements of Directors are staggered.

78. At the Accounts Board Meeting, the Board shall consider and resolve, in the case of those Directors who have reached the end of their current term of office, to:

78.1 retire the Director from office; or

78.2 reappoint the Director pursuant to article 76.

Powers of Directors

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

80. No alteration of these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

81. 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.

Delegation of Directors' Powers

82. The Directors may delegate authority to the Chair to take any action or decision on behalf of the Board where such action or decision is required or likely to be required in the interests of the Charity prior to the next Board meeting and it is not considered appropriate or practicable to deal with the matter through a written resolution of the

Board members. Any exercise of delegated authority under this article shall be reported to the Board at the next Board meeting or in accordance with the requirements of the Board.

83. The Directors may delegate to the CEO as provided for in article 108.
84. The Board may delegate any of their functions to committees as provided for in article 104.

Disqualification and removal of Directors

85. A Director shall cease to hold office if he or she:
- 85.1 dies;
 - 85.2 is removed from office pursuant to articles 73 or 74;
 - 85.3 is retired from office pursuant to article 78;
 - 85.4 by notice in writing to the Charity he/she resigns his/her office;
 - 85.5 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - 85.6 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011;
 - 85.7 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 85.8 resigns 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);
 - 85.9 is absent from more than three consecutive Board meetings without the agreement of the Directors and the Directors resolve that his or her office be vacated;
 - 85.10 in the case of the CEO, he/she ceases to be employed by the Charity in that capacity;
 - 85.11 in the case of a Director appointed to be representative of a particular group he ceases, in the opinion of the Board, to be representative of such group; or
 - 85.12 is removed by ordinary resolution of the members pursuant to sections 168 and 169 of the 2006 Act.

Remuneration of Directors

86. The Directors must not be paid any remuneration unless it is authorised by article 17.

Proceedings of Directors

87. The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
88. The Directors shall meet not less than three times in a year.
89. Any director may call a meeting of the Directors. The Secretary must call a meeting of the Directors if requested to do so by any Director.
90. Any questions arising at any meeting of the Board shall be decided by a majority of votes, each director present having one vote. In case of an equality of votes the chair of the meeting shall have a second or casting vote.
91. No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. The quorum shall be one half (or, where the total number of Directors is an odd number, shall be rounded up to one half) of the Board in office from time to time. 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.
92. The Chair shall be entitled to preside at all meetings of the Board at which he/she shall be present. If at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be chair of the meeting.
93. The Board shall meet in private but at its discretion may allow the Charity's members or their representatives to attend Board meetings as observers and may at its discretion permit other observers to attend. Observers may participate in discussions only at the discretion of the Chair and shall not have the right to vote on decisions. The Board shall have the right to exclude observers from the whole or any part or parts of meetings of the Board if, in the opinion of the Board, their presence may undermine the confidentiality of their discussions (in the case of observers) or may give rise to a conflict of interest (in the case of members of senior management).
94. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Board generally. All acts bona fide done by any meeting of the Board or by any person acting as a member of the Board, shall, notwithstanding it is afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid

as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

95. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Charity and of the Board and of any committee established pursuant to article 104 of these Articles, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
96. A resolution in writing sent to all the members for the time being of the Board who are entitled to receive notice of a meeting of the Board and signed by 75% of them shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted. Any such resolution may consist of several documents in the like form (including in electronic form) and signed by one or more of the Board for the time being entitled to receive notice of a meeting of the Board.
97. A member of the Board shall be treated as present at a meeting of the Board notwithstanding that he/she is not physically present if he/she is in communication with the meeting by telephone, video or other telecommunication link and, for the purpose of these Articles, meetings of the Board shall include meetings held by telephone, video or any other form of telecommunication link provided that:
- 97.1 all members of the Board have received notice of the meeting and the means of communication to be employed therefore; and
- 97.2 the telephone, video or telecommunication link is so arranged that it is possible for each member of the Board to hear and be heard by each other person participating in the meeting and the terms "meeting" and "meet" shall be construed accordingly.

Declaration of Directors' interests and managing conflicts of interest

98. 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 Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.
99. A Director must absent himself or herself from any discussions of the Directors in relation to, and must not vote upon, any matter in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest of the Director (including but not limited to any personal financial interest).
100. 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:

100.1 the conflicted Director does not vote or participate in discussion on any such matter, is not to be counted when considering whether a quorum of Directors is present at the meeting and, if the Board considers it appropriate, is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person; and

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

101. Where a Director is employed by an organisation other than the Charity, in relation to any matter before the Board concerning an arrangement or contract between the Charity and either the employer organisation or an organisation connected to the employer organisation the Director shall not be regarded as having a conflict between his duty of loyalty to the employer and his duties to the Charity under article 99 unless article 102 applies.

102. If in the opinion of either that Director or the other Directors there are particular circumstances over and above the normal employment relationship which will affect the Director's ability to take a view based on the interests of HESA or it is otherwise inappropriate for the Director to be involved in that decision, this shall be treated as a conflict of interest to which article 99 applies.

103. 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.

Committees

104. The Board may delegate any of their functions to committees, other than those functions referred to in article 105. Such committees shall consist of such persons as the Board think fit, so long as one or more of such persons is a Board member. Any committee so formed shall, in exercise of the powers so delegated, conform to all regulations imposed upon it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. The acts and proceedings of such committees shall be reported fully to the Board.

105. The Directors must not delegate any of the following matters to a committee or an executive:

105.1 the approval of the annual estimates of income and expenditure;

- 105.2 the approval of the annual operating plan and the key objectives of the Charity;
- 105.3 the approval of the annual accounts and reports of the Charity;
- 105.4 ensuring the solvency of the Charity and the safeguarding of its assets; and
- 105.5 ensuring the continued charitable status of the Charity.

Executives

- 106. The CEO and any such additional executives as the Board shall from time to time think fit shall be appointed by the Board for such term, at such remuneration (if authorised, in the case of the CEO, by article 17) and upon such conditions as they shall think fit and any CEO or other executive so appointed may be removed by the Board provided always that, while other executives employed by the Charity may be given the title of "Director", such executives shall not be Directors of the Charity unless expressly appointed as a Director pursuant to the provisions of these Articles.
- 107. Subject to article 106, the CEO (if not appointed as a Director under his contract of employment as referred to in article 68.3) and any additional executives appointed by the Board pursuant to article 106 shall be entitled to receive notice of all meetings of the Board and to attend and speak at such meetings, but not to vote.
- 108. Provided always that the Board does not delegate the tasks listed at article 105, the Board may delegate to any director holding executive office such of their powers as they consider desirable to be exercised by him/her. Without prejudice to the generality of this article, the Board shall delegate the day to day business of the Charity to the CEO.

Secretary

- 109. Subject to the provisions of the Companies Acts, the Directors may appoint a Secretary 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. The Directors may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary and any person so appointed shall while so acting be deemed for all purposes to be the Secretary.

Chair

- 109A. The Directors may appoint one of their number to be the Chair and may at any time remove him from that office.

Minutes

110. The Directors must keep minutes of all:
- 110.1 appointments of officers made by the Directors;
 - 110.2 proceedings at meetings of the Charity;
 - 110.3 meetings of the Directors and committees of Directors including:
 - 110.3.1 the names of the Directors present at the meeting;
 - 110.3.2 the decision made at the meetings; and
 - 110.3.3 where appropriate the reasons for the decisions.

Accounts

111. The Directors must 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 Council or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
112. The Directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

113. The Directors must comply with the requirements of the Charities Act 2011 with regard to the:
- 113.1 transmission of the statements of account to the Charity;
 - 113.2 preparation of an Annual Report and its transmission to the Commission; and
 - 113.3 preparation of an Annual Return and its transmission to the Commission.
114. The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Audit

115. The Charity's accounts for each financial year shall be independently examined or audited in accordance with the Companies Acts.

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

Notices

117. Means of communication to be used:

117.1 Subject to these articles, anything sent or supplied by or to the Charity under these articles may be sent or supplied in any way in which the Companies Act provides for documents or information which are authorised or required by any provision of those Acts to be sent or supplied by or to the Charity.

117.2 Subject to these 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.

118. Any notice to be given to or by any person pursuant to these articles:

118.1 must be in writing; or

118.2 must be given in electronic form.

119. The Charity may give any notice to a member either:

119.1 personally; or

119.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or

119.3 by leaving it at the address of the member; or

119.4 by giving it in electronic form to the member's address.

119.5 A member who does not register an address with the Charity shall not be entitled to receive any notice from the Charity.

120. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

121. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

122. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the 2006 Act.

123. In accordance with section 1147 of the 2006 Act notice shall be deemed to be given:

123.1 48 hours after the envelope containing it was posted; or

123.2 in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

124. The Charity shall indemnify any Director or other officer or former Director or other officer against any liability incurred by him or her in the capacity of Director or other officer, to the extent permitted by sections 232 to 234 of the 2006 Companies Act 2006.

Dissolution

125. The 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:

125.1 directly for the Object; or

125.2 by transfer to any charity or charities for purposes similar to the Object; or

125.3 to any charity or charities for use for particular purposes that fall within the Object.

126. Subject to any such resolution of the members, the Directors 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 the dissolution of the Charity be applied or transferred in any of the following ways:

126.1 directly for the Object; or

126.2 by transfer to any charity or charities for purposes similar to the Object; or

126.3 to any charity or charities for use for particular purposes that fall within the Object.

In no circumstances shall the net assets of the Charity be paid to or distributed among the members (except to a member that is itself a charity) and if no resolution in accordance with this article 126 is passed by the members or Directors, the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

Rules

127. The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
128. The rules or bye laws may regulate any such matters as are commonly the subject matter of company rules.
129. The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
130. The directors must bring the rules and bye laws to the notice of members of the Charity.
131. The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.