

APPENDIX 15 - QMU ARTICLES OF ASSOCIATION

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
QUEEN MARGARET UNIVERSITY, EDINBURGH
(Incorporated on 22 November 1909)

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THE COMPANIES ACT 2006

ARTICLES OF ASSOCIATION

of

QUEEN MARGARET UNIVERSITY, EDINBURGH

(Company Number SC007335)

(As adopted by Special Resolution dated 3 February 2010 (and as previously amended by Special Resolution dated 7 February 2007 and by the Queen Margaret University, Edinburgh (Scotland) Order of Council 2007))

1 Preliminary

1 The University shall be governed by the Regulations contained in these Articles of Association, but may, by special resolution, alter, amend, add to or rescind any regulations herein contained.

These Articles shall be subject to the provisions of the Queen Margaret University, Edinburgh (Scotland) Order of Council 2007 (the "Order") in respect of the powers, functions, duties, composition, appointment and proceedings of the Court and of the Senate referred to in the Order.

2 In these Articles, unless the contrary appears from the context:-

The "University" means Queen Margaret University, Edinburgh.

The "Order" shall have the meaning given in Article 1.

The "Office" means the Registered Office from time to time of the University.

The "Members" means the members of the University for the time being.

The "Governing Body" means the members for the time being of the Court constituted by article 4 of the Order.

"The Act" means the Companies Act 2006.

"writing" includes printing, typewriting, telex, facsimile, lithography, and other substitutes for writing.

Words importing the singular number or masculine gender only, include the plural number and feminine gender, and vice versa.

The "Senate" means the body of persons appointed in accordance with article 14 of the Order or, prior to the first such appointment, in accordance with any corresponding provision of any order revoked by the Order.

- 3 For the purposes of registration the number of Members of the University is declared to be unlimited.
- 4 The liability of the Members is limited.
- 5 Every Member of the University undertakes to contribute to the assets of the University in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for the payment of the debts and liabilities of the University contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the University and for the adjustment of the rights of contributories amongst themselves, such amount as may be required not exceeding £0.50 pence.

Objects

- 6 The objects for which the University is established are to provide education and learning of all types, to provide facilities for and encourage and undertake study and research, to encourage the advancement, development and dissemination of knowledge and to encourage and provide facilities for design, development, consultancy and testing.
- 7 In furtherance of its objects, the University shall have power to:-
 - 7.1 admit students to, and manage all aspects of their education at and relationship with the University;
 - 7.2 confer on any person higher and other education awards including degrees, diplomas, certificates and other academic awards or distinctions and honorary degrees, and deprive the recipient of such an award of that award;
 - 7.3 create and maintain fellowships, scholarships, studentships and other prizes;
 - 7.4 create and maintain codes of conduct and regulations required for the maintenance of standards and good order within the University;
 - 7.5 enter into contracts and to form and maintain arrangements with any person;
 - 7.6 acquire, participate in, hold or dispose of any legal entity or business;
 - 7.7 charge fees for any service provided by the University;
 - 7.8 buy, hold, lease, construct and sell any heritable or moveable property (including stocks, shares, loans and intellectual property rights);

- 7.9 invest University monies and assets;
- 7.10 approve student bodies or entities or associations;
- 7.11 create and own intellectual property or any discovery or invention of any type and exploit these commercially;
- 7.12 establish and maintain an alumni association;
- 7.13 employ staff, make pension arrangements for such staff and provide benefits to such staff, their spouses, partners, dependants and others;
- 7.14 borrow or raise money by debenture or bonds and standard securities or mortgages or otherwise on the security of the property, effects and assets of the University as may from time to time be determined;
- 7.15 accept legacies, donations and endowments having for their objects or part thereof any object similar to any of those herein expressed, to manage such legacies, donations and endowments and to carry out and perform any trust or conditions attached thereto;
- 7.16 subscribe for or otherwise hold the whole or any part of the securities and interests of and in any companies and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon;
- 7.17 promote or form any other company or companies for the purpose of acquiring all or any part of the property, assets and liabilities of the University for the time being, or for any other purpose which may be directly or indirectly calculated to benefit the University, and to pay or contribute towards the preliminary expenses of any such company or companies, or provide the whole or part of the capital thereof, or take shares therein, or lend money thereto upon debentures or otherwise;
- 7.18 lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the University), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance or any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid); and
- 7.19 do all other acts, deeds and things which may be necessary or expedient for or conducive or incidental to the objects of the University.

- 8 The income and property of the University wheresoever derived shall be applied solely towards the promotion of the objects of the University, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, by way of profit to the Members of the University; Provided that nothing herein shall prevent the payment in good faith of remuneration to any Principal or Vice-Principal or to any other members of staff, notwithstanding that they may be members of the Governing Body of the University or of any Committee of the Governing Body or to any other officers or employees of the University, or to any Member of the University or other person, in return for any service actually rendered to the University; Provided further that no member (other than the Principal, any Vice-Principal, and any other members of staff, who are members of the Governing Body) of the Governing Body of the University shall be appointed to any salaried office of the University, or any office of the University paid by fees and that no remuneration shall be given by the University to any member (other than the Principal, any Vice-Principal, and any other members of staff, who are members of the Governing Body) of the Governing Body except repayment of out-of-pocket expenses or (in the case of any member of such Governing Body or of any Committee appointed thereby who holds office in a students' association or students' representative council or who is a student) except also payments by way of scholarship, bursary or other similar award out of the funds of the University.

Winding up

- 9 If, upon the winding up or dissolution of the University, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the University, but shall be given or transferred to such other institution or institutions having objects similar to the objects of the University or any of them, and in such proportions as shall be determined by the Members of the University at or before the time of dissolution or, if there is no such institution, then to some charitable object.

Members

- 10 The following persons shall be Members of the University:-
- 10.1 all persons who are members of the Governing Body, but so long only as they shall remain members of the Governing Body; and
- 10.2 all persons who are, as at 7 February 2007, entered as members for life in the register of Members.
- 11 Any Member, other than a Member specified in Article 10.1, may at any time resign his Membership and cease to be a Member by sending his resignation in writing to the Secretary of the University. Membership shall not be transferable and shall cease on death.

Affiliated Associations

- 12 The University shall be at liberty, subject to its regulations for the time being, to procure the affiliation of any then existing Society or Association having objects wholly or in part similar to

those of the University, to be affiliated with the University on such terms and conditions as may be arranged. Provided that such Society or Association shall prohibit the payment of dividend or profit to its Members, at least to the same extent as such payment is prohibited to Members of the University.

General Meetings

- 13 General Meetings shall be held once in each year at such time and place as may be prescribed by the Governing Body and, if no other time and place is prescribed, shall be held in the month of February in each year, and at such time and place as may be prescribed by the Governing Body.
- 14 The General Meetings mentioned in Article 13 shall be called "Annual General Meetings" and all other Meetings of the University shall be called "Extraordinary General Meetings."
- 15 The Governing Body may, whenever they think fit, and they shall upon a requisition in writing of Members representing not less than one-twentieth of the total voting rights of all the Members having a right to vote at General or Extraordinary General Meetings, convene an Extraordinary General Meeting.
- 16 Any such requisition shall specify the object of the Meeting requisitioned, and shall be signed by the Members making the same, and shall be deposited at the Office. The Meeting, whether convened by the Governing Body or the requisitionists, must be convened in accordance with the Act for the purposes specified in the requisition, and when convened by the requisitionists for those purposes only.
- 17 All Meetings shall be called by at least fourteen clear days' notice. Whenever any Meeting is adjourned for fourteen days or more, at least five days' notice of the place and hour of Meeting of such adjourned Meeting shall be given in like manner, but the non-receipt of such notice by any member shall not invalidate the proceedings at any Meeting.

Proceedings at Annual General Meetings

- 18 The business of an Annual General Meeting, shall be to receive and consider the Balance Sheet, Reports of the Governing Body and of the Auditors and to transact any other business which requires or ought to be transacted thereat.
- 19 Ten Members present in person or by proxy shall be a quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum be present at the time when the Meeting proceeds to business.
- 20 If within half an hour from the time appointed for the meeting, a quorum is not present, the Meeting, if convened by such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place and, if at such Adjourned Meeting a quorum is not present, any five Members who are present in person or by proxy shall form a quorum and may transact the business for which the Meeting was called.

- 21 The Chairman of the Governing Body or, in his absence, the Vice-Chairman of the Governing Body, shall be entitled to take the Chair at every General Meeting or, if at any Meeting the Chairman or Vice-Chairman shall not be present, or should decline to take the Chair, the Members present shall choose another member of the Governing Body to be Chairman.
- 22 Every question submitted to a Meeting shall be decided in the first instance by a show of hands and, in the case of an equality of votes, the Chairman of the Meeting shall be entitled to a second or casting vote.

Votes of Members

- 23 For the purposes of any resolution on which a Member is entitled to vote, every Member specified in Article 10.1 shall have ten votes, and every Member specified in Article 10.2 shall have one vote.

Governing Body

- 24 The Governing Body has the entire control and management of the University.

Meetings of Governing Body

- 25 The Governing Body shall meet at such times as they think necessary.
- 26 The Chairman, Vice-Chairman or any five members of the Governing Body may require the Secretary or other proper officer at any time to summon a special meeting by a notice delivered or sent by post to the members of the Governing Body, which notice shall specify the business to be brought before the meeting and, on such requisition, such meeting shall be summoned accordingly.
- 27 At all meetings of the Governing Body seven shall be a quorum. All questions shall be determined by a majority of those voting by a show of hands. The Chairman of the meeting shall, in case of equality, have a second or casting vote, in addition to his deliberate vote.
- 28 If, at the time appointed for a meeting, a quorum be not present, or if the business at any meeting be not completed, the members of the Governing Body present may adjourn the meeting to such day or time as they may fix.
- 29 The Secretary or other proper Officer shall keep or cause to be kept Minute of all proceedings of the Governing Body, including resolutions authorising writings or deeds to be executed on behalf of the University and also of all Committees appointed by the Governing Body.
- 30 No member of the Governing Body shall, except in case of wilful default, be liable for any losses which may arise from any investment of the funds of the University nor for any errors, neglect or omissions, nor for the intrusions of any officer or agent of the University and the members of the Governing Body shall be entitled to be indemnified out of the funds and property of the

University for and against all outlays and liabilities incurred by them on behalf of the University and the University shall keep them indemnified accordingly. This Article 30 is subject to the provisions of the Act.

Seal

- 31 The Governing Body shall provide a common Seal, and shall have full power to use the said Seal in the execution of all or any of the powers hereby vested in them or otherwise in relation to the business or affairs of the University as they in their discretion think fit; and any document bearing the Seal of the University and purporting to be attested by two members of the Governing Body and Secretary or other proper officer of the University appointed for the purpose shall, in the absence of proof to the contrary, be deemed to be duly sealed by the University.

Students' Association

- 32 The Governing Body shall have power to establish a Students' Association which shall be responsible for representing the interests of students of the University through a Students' Representative Committee in accordance with rules dealing with the composition, conduct, proceedings and powers of the Students' Association and of the Students' Representative Committee. Such rules may be varied or revoked subject to the approval of the Governing Body.

Accounts

- 33 The Governing Body shall cause full and true accounts to be kept of the funds, income and expenditure vested in, received, and expended by the University, in such form and manner as they shall from time to time prescribe. The particulars of such receipts and expenditure, and of the property, credits and liabilities of the University and the books of accounts, shall be kept at the Office. Such accounts shall be kept for each year from the 1st day of August to the following 31st day of July which shall be the University year, or from and to such other dates as the Governing Body may fix. Separate accounts shall be kept of special trust funds or funds devoted or appropriated for special purposes.
- 34 A Balance Sheet made up to the same date as the said accounts shall be made out in every year and laid before the University in General Meeting, and such Balance Sheet shall contain a summary of the assets and liabilities of the University arranged under convenient heads. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance may be exhibited; and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the nature and whole amount of such item shall be stated, with the term of years over which it is proposed to distribute the amount.
- 35 A copy of such Balance Sheet and of the foresaid accounts shall be supplied to every Member.
- 36 The accounts and books of the University shall be at all reasonable times open to the inspection of every member of the Governing Body.

Audit

- 37 Once at least in every year the accounts of the University shall be examined and the correctness of the Balance Sheet ascertained by an Auditor or Auditors.
- 38 The provisions of the Act , as to Audit and Auditors, shall apply and be observed by the University.
- 39 No person shall be eligible as an Auditor who is a member of the Governing Body or otherwise interested in any transaction of the University. Any Auditor shall be eligible for re-election on his retiring office.
- 40 If any casual vacancy occurs in the office of any Auditor appointed by the University, the Governing Body shall forthwith appoint in his place an Auditor who shall hold office till the next General Meeting of the University.

Notices

- 41 Notices by the University may be authenticated by the signature of the Secretary or other person appointed by the Governing Body to do so.
- 42 Subject to these Articles, anything sent or supplied by or to the University under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the University.

Where the document or information is sent by post to an address in the United Kingdom and the University is able to show that it was properly addressed, prepaid and posted, it is deemed to have been received by the intended recipient 48 hours after it was posted. Where the document or information is sent or supplied by electronic means and the University is able to show that it was properly addressed, it is deemed to have been received by the intended recipient 48 hours after it was sent.

- 43 Documents or information sent to a Member, if in hard copy form, shall be sent to the address specified in the University's register of Members provided that address is in the United Kingdom. As to any Member whose registered place of abode is not in the United Kingdom, the Office shall be deemed to be the address for service of hard copy documents or other information upon such Member, but any such Member may register some place in the United Kingdom at which he may desire such service to be made and the same shall be made accordingly.
- 44 Any notice required to be given and not expressly provided for by these presents shall be sufficiently given, if given by advertisement, published at least once in an Edinburgh daily newspaper.
- 45 Where a given number of days' notice, or notice extending over any other period, is required to be given, the day of the meeting and the day on which the notice is received (or deemed received) shall not be included in such number of days or other period.