

Company No. 99168

COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION OF
THE ROYAL AGRICULTURAL UNIVERSITY**

Incorporated the 11th day of August 1908

(As amended by Special Resolutions passed on
13 December 1984, 7 June 1985, 10 February 1995, 13 October 1995,
14 March 1997, 9 March 2001, 8 March 2002, 7 March 2003
4 March 2005, 2 March 2007, 19 October 2010, 12 December 2012, 13 December
2013, 30th January 2019 and 28th July 2021)

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London

EC2V 7WS

THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
THE ROYAL AGRICULTURAL UNIVERSITY

PRELIMINARY

1. The regulations constituting model articles set out in Schedule 1 to the Companies (Model Articles) Regulations 2008 ("Table A") shall apply to the Company except insofar as they are excluded or varied by these Articles. Regulations 4, 8, 17, 22, 26, 30 to 36 (inclusive) of Table A shall not apply to the University.
2. In these Articles the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column, if not inconsistent with the subject or context.

WORDS

The Act

Clerk of the University

Connected Person

Deputy Vice-Chancellor

Director of Finance and Administration

Month

Office

President

Pro Vice Chancellor

Seal

MEANINGS

The Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force

Company Secretary

Shall in the case of individuals have the meaning set out in section 252 of the Act with the word "director" substituted with "shareholder" and in the case of companies shall mean that company or any member of its group and "group" shall be defined as in section 53(1) of Companies Act 1989

May also be known as the Deputy Vice Principal or Deputy Chief Executive

May also be known as The Head of Administration, the Finance Director, the Chief Operating Officer or the Registrar

Calendar month

The registered office of the University

May also be known as the Chancellor

A senior post holder who may also be a Vice Principal

The common seal of the University

Student Union	Royal Agricultural University Student Union, a company limited by guarantee (company number 08540244) and a charity registered with the Charity Commission (charity number 1154402)
Vice Chancellor	May also be known as the Principal or Chief Executive
Vice President	May also be known as the Pro-Chancellor

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations. Subject to the above, any words defined in the Act or in Regulation 1 of Table A shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

These Articles are the Instrument and Articles of Government as required by section 129B of the Education Reform Act 1988 (as amended).

3. The name of the Company is "THE ROYAL AGRICULTURAL UNIVERSITY" ("the University").
4. The registered office of the University shall be at such place in England as the Governors shall from time to time appoint.
5. In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to the university.
6. The objects of the University are the advancement of education and learning, including:
 - 6.1 instruction and vocational training in, and research into, agriculture, land management and other subjects; and
 - 6.2 unless it interferes with the objects in Article 6.1, the advancement of education by the provision of such educational courses as the Governors from time to time determine.

In furtherance or support of these objects, but not further or otherwise, the University shall have the following powers:-

- (A) To grant certificates, diplomas or degrees or other awards (including without limitation joint or dual degrees, certificates, diplomas or other awards) to students at the University who have shown proficiency in their studies;
- (B) To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trade marks and formulae, and any licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use any inventions, and any secret or other information as to any invention; and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired;
- (C) To carry on agricultural, farming and other businesses;
- (D) To accept, hold (as trustee or otherwise), and deal with funds, grants, donations, legacies and endowments;

- (E) To co-operate with Universities and Colleges, Central or Local Authorities, Companies, research establishments and associations, charitable trusts and any other persons or bodies with a view to furthering the scientific study of agriculture, land management and other subjects, businesses or professions connected with land, food or other rural resources, and to receive grants, donations, subscriptions or legacies for that purpose;
- (F) Subject to such approvals and limitations as may from time to time be imposed upon the University by law, or by any licence held by the University, to purchase or otherwise acquire, hold, sell, demise, mortgage, charge or otherwise deal with or dispose of real and personal property of every description;
- (G) To establish and support, or aid in the establishment and support of institutions, funds or trusts calculated to benefit professors, lecturers or ex-lecturers, teachers or ex-teachers, students or ex-students, employees or ex-employees of the University or dependants or connections of such persons, and to grant pensions and allowances to and make payments towards insurances or pensions for any such persons;
- (H) To invest the moneys of the University not immediately required in such stocks, shares, funds, securities, obligations, bonds or other investments (including land and bank deposit accounts) in any part of the world and whether involving liability or not, as the Governors from time to time shall in their absolute discretion think fit so that the Governors shall have the same unrestricted powers of investing, varying and managing investments as if the Governors were absolutely and beneficially entitled to them;
- (I) To obtain any Provisional Order or Act of Parliament for enabling the University to carry into effect any of its objects, or to effect any modification in its constitution;
- (J) Subject to any necessary consents required by law to raise or borrow or secure the payment of money in such manner, and on such terms as may seem expedient, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and charged or not charged upon the whole or any part of the property of the University both present and future, including its uncalled capital;
- (K) To subscribe or make donations to, become a member of, or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain, Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the University and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the University under or by virtue of Article 7, and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the University of any such charitable organisation, institution, society or body;
- (L) To establish and support, or aid the establishment and support of any charitable trusts, associations or institutions, and to subscribe or guarantee money for charitable purposes;
- (M) To provide, upon such terms as the University shall think fit, such teaching spaces, work space, libraries, reading rooms, museums, laboratories and workshops, galleries, club rooms, farms, premises for theatre, music, sports, playing fields, refectories and residential accommodation and such furniture, fixtures, apparatus, equipment, books, publications and other things as are suitable or convenient for any purposes of the University;
- (N) On the grounds of examination or study or research or other evidence of achievement or as a recognition of service to the University or as a mark of distinction and respect to grant to persons approved by the University such

licences, certificates, credits, academic distinctions or awards as the University may think fit and to withhold or withdraw the same if the University shall consider that there are good grounds for such withholding or withdrawal;

- (O) To participate as the University may think fit in arrangements made with any university or institute of higher or further education or with any other body having the appropriate powers whereby students of the University may become qualified to receive any academic qualifications of such body;
- (P) To establish such relationships with other educational institutions or any other body as may be thought desirable or expedient, including the recognition of courses or parts of courses of such other universities and educational institutions or other bodies including the awarding of joint and/or dual degrees;
- (Q) To make provision for research and consultancy services, and with these objects to enter into such arrangements with other institutions, bodies or persons as may be thought desirable by the University from time to time;
- (R) To promote extra-curriculum activities amongst the students of the University, under the auspices of the University or otherwise, and to further the physical, mental, moral, spiritual and social well-being of such students;
- (S) To provide or cause to be provided accommodation and related facilities for staff and students;
- (T) To establish subsidiary undertakings, companies and trusts, and to accept appointment as trustee, and to enter into joint ventures and partnerships, to subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities in subsidiary undertakings of the University, joint ventures or partnerships or other companies for any purpose which may directly or indirectly further all or any of the objects of the University;
- (U) To give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or lien, or by all such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) undertaken on behalf of the University by any of the University's subsidiary undertakings, joint ventures, partnerships and other companies, organisations and associations whether incorporated or not for any purpose which may directly or indirectly further all or any of the objects of the University;
- (V) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to all or any of the objects of the University and to obtain from any such government or authority any rights, privileges, licences, contracts and concessions; and to carry out, exercise and comply with any such arrangements, rights, privileges, licences, contracts and concessions;
- (W) To grant, lend or advance money or give credit to such persons or companies, organisations or associations whether incorporated or not, on such terms as may be thought fit, with or without security, and otherwise to assist any person or company, organisations or associations for any purpose which may seem directly or indirectly to further all or any of the objects of the University;
- (X) To solicit, receive and accept grants, financial assistance, donations, endowments, gifts (both inter vivos and testamentary) and loans of money, rents, hereditaments and other property whatsoever, real or personal, subject or not to any specific trusts or conditions;
- (Y) To undertake, execute and perform any trust or conditions affecting any property of any description of the University whether acquired by gift or otherwise;

- (Z) To employ and engage the services of such persons as are considered necessary for furthering the objects of the University to provide education services;
- (AA) To institute Professorships, Readerships and Lectureships and any other offices of any kind whether academic or not as may be required by the University; to appoint persons to and remove them from such offices and to prescribe their conditions of service;
- (BB) To grant, continue and pay such salaries and pensions in respect of services as may from time to time be thought proper and to establish, maintain or contribute to contributory or non-contributory pension, life assurance or superannuation funds or arrangements for the benefit of, or provide donations, gratuities, pensions and allowances to persons employed or formerly employed by the University or any subsidiary undertaking of the University or their dependants and to make payment towards insurance of such persons, and to do any of these things either alone or in conjunction with or through any other company, trust or fund;
- (CC) To found or maintain fellowships, exhibitions, scholarships, bursaries, studentships and prizes and similar encouragements to academic work;
- (DD) To promote, arrange, organise and conduct seminars, conferences, lectures, classes and courses of study, instruction and training for persons whether or not being students of the University and to provide opportunities and facilities for persons to undertake study and research;
- (EE) To provide advisory services and centres for information for the use of the students or staff of the University or, upon such terms as the University shall think fit, for the use of the public or any classes or members of the public;
- (FF) To prepare, edit, print, publish, issue, acquire, circulate and distribute scripts, books, papers, periodicals and other literary material, pictures, prints, photography, films, recordings, electronic documents and mechanical and other models and equipment and to establish, form, promote, conduct and maintain collections, displays and exhibitions of literature, statistics, information and other material of an educational nature;
- (GG) To prescribe in its Regulations or Rules the requirements for Matriculation and the conditions under which persons shall be admitted to the University, be admitted to any particular course of study therein, or be registered as students of the University;
- (HH) To provide for the discipline of staff, students and other persons using any of the facilities of the University and to regulate such use in such manner as the University may think fit;
- (II) To make and publish any regulations and procedures for the government and conduct of the University and its students, and to alter, amend, vary, add to or rescind any such regulations and procedures as from time to time may be deemed expedient;
- (JJ) To prescribe, alter, vary or waive, fees, subscriptions and charges of all descriptions to be levied or made by the University;
- (KK) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (LL) To take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions in any form to the funds or property of the University; or to any funds or property of the University or property of which the University shall be the Manager or Trustee;
- (MM) To accept payment in discharge or satisfaction of any debt, obligation or liability to the University in cash or in shares, with or without deferred or preferred rights

in respect of dividend or repayment of capital or otherwise or in any other securities, or in any combination of the above and generally on such terms as may be considered expedient;

- (NN) To pay for any property, assets or rights acquired by the University and to discharge or satisfy any debt, obligation or liability of the University, either in case of any other securities which the University has power to issue or the provision of services or in any combination of the above and generally on such terms as may be considered expedient;
- (OO) To raise funds (but not by means of taxable trading where taxable trading means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the objects of the University and the profits of which are liable to tax);
- (PP) To give directly or indirectly any kind of financial assistance (as defined in section 677 of the Companies Act 2006);
- (QQ) To provide indemnity insurance to cover the liability of the Governors:
 - (a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the University; or
 - (b) against the costs of a successful defence to a criminal prosecution; or
 - (c) to make contributions to the assets of the University in accordance with the provisions of section 214 of the Insolvency Act 1986.

PROVIDED THAT any such insurance shall not extend to:

- (i) in the case of (a) any liability resulting from conduct which the Governors knew, or must be assumed to have known, was not in the best interests of the University, or which the Governors did not care whether it was in the best interests of the University or not;
 - (ii) in the case of (a) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Governors;
 - (iii) in the case of (a) any liability to pay a fine;
 - (iv) in the case of (b) any liability to make such a contribution where the basis of the Governor's liability is his or her knowledge prior to the insolvent liquidation of the University (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the University would avoid going into insolvent liquidation;
- (RR) To do all such other lawful things as the University may deem incidental or conducive to the attainment of any of the above objects and the exercise of any of the above powers PROVIDED THAT:
- (i) In case the University shall take or hold any property which may be subject to any trusts, the University shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (ii) In case the University shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the University shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.
7. The income and property of the University shall be applied solely towards the promotion of its objects as set out in these Articles and no portion shall

be paid or transferred by way of profit to Shareholders of the University, and no Governor shall without the approval of the Charity Commission or other regulator of the University be appointed to any office of the University paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the University but so that the Vice Chancellor and Staff Governor may be employed by the University and receive remuneration.

Provided that nothing in these Articles shall prevent any payment in good faith by the University:

- (A) Of reasonable and proper remuneration to any Shareholder, officer or servant of the University (not being a Governor) for any services rendered to the University;
- (B) Of interest on money lent by any Governor or Shareholder of the University at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Governors;
- (C) Of reasonable and proper rent for premises demised or let by any Governor or Shareholder of the University;
- (D) Of fees, remuneration or other benefit in money or money's worth to any company of which a Governor may also be a shareholder holding not more than 1/100th part of the capital of that company or any other legal person or partnership or entity in which a Governor owns 1% or less of such legal person unless a Governor is an employee, director or consultant of such company or person;
- (E) To any Governor of reasonable out-of-pocket expenses;
- (F) Of any premium in respect of any indemnity insurance to cover the liability of the Governors in their capacity as Governors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the University: PROVIDED THAT any such insurance shall not extend to any claim arising from liability resulting from conduct which the Governors knew, or must be assumed to have known, was not in the best interests of the University, or which the Governors did not care whether it was in the best interests of the University or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Governors;
- (G) Of any indemnity, loan or arrangement provided to a Governor in his or her capacity as a Governor in accordance with Articles 84 to 87 of the University's Articles of Association provided that such indemnity is permitted under the Acts (having the meaning set out in the University's Articles of Association); and
- (H) To any Shareholder or his or her personal representatives of the purchase price of shares in accordance with the Articles of Association of the University.

SHARE HOLDERS

- 8. The authorised share capital of the University at the date of adoption of these Articles shall not be limited.
- 9. The liability of the shareholders is limited.

10. Subject to Article 11 the shares shall be under the control of the Governors, who may allot or otherwise dispose of them on such terms and conditions and at such times as the Governors think fit.
11. Pursuant to section 551 Companies Act 2006 the Governors are generally and unconditionally authorised to exercise all of the powers of the University to allot shares in the University or to grant rights to subscribe for or to convert any security into shares in the University PROVIDED THAT the maximum amount of such securities which may be so allotted shall be £120 per annum and that this authority shall, unless duly revoked or varied or renewed expire on the fifth anniversary of the date of adoption of these Articles.
12. No shares shall be issued if the effect of such issue will be to leave a Shareholder with more than 5% of the issued share capital of the University. No shareholder shall be entitled to charge or encumber any share held by him or her or to separate the legal interest in the share from the beneficial interest.
13. No Shareholder him or herself or itself (except the University by holding shares in treasury) and with or without any Connected Person shall at any time hold more than five per cent (in number or value) of the issued shares in the capital of the University or more than five per cent (in number or value) of the issued shares of any one class of shares in the capital of the University.
14. Any issue or transfer of shares in breach of Articles 12 or 13 shall be null and void and of no effect.
15. No transfer of shares shall take place unless approved by the Governors. The Governors shall not approve any transfer in breach of Article 13.
16. The University shall have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the University, whether he or she shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys payable by him/her or his/her estate to the University, whether or not in respect of the shares in question and whether or not such monies are presently payable.
17. Every registered Shareholder shall be entitled without payment to a certificate for his or her shares specifying the shares to which it relates and the amount paid up. In case of joint holders the University shall not be bound to issue more than one certificate in respect of any share to all the joint holders and delivery of such certificate to any one of them shall be sufficient delivery to all.
18. If a share certificate shall be worn out, lost or destroyed, it may be renewed on such evidence being produced as the Governors shall require, and in case of loss or destruction on execution of such indemnity (if any) and in either case on payment of such of the expenses incurred by the University in investigating evidence as the Governors may from time to time determine. Regulation 25 of Table A shall be amended accordingly.
19. The Governors may, subject to these Articles, from time to time make such calls upon the Shareholders in respect of all moneys unpaid on their shares as they think fit, provided that one month's notice at least is given of each call, and each Shareholder shall be liable to pay the amount of every call (and all expenses that may have been incurred by the Company by reason of such non-payment) so made upon him/her to the person and at the time and place appointed by the Governors (either by the resolution authorising the call or otherwise), or, in case no person shall be appointed, to the Secretary and, in case no place be so appointed, at the registered office.
20. The joint holders of a share shall be jointly and severally liable to the payment of all calls or other moneys in respect of that share.
21. If before or on the day appointed for payment a call payable in respect of a share is not paid the holder for the time being of the share shall pay interest on the amount of the call from the day appointed for payment to the time of actual payment at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at 4% above

the Bank of England base rate but the Governors may waive payment of the interest wholly or in part.

22. Subject to any agreement between the company and the shareholders, Articles 12, 13, 14, 15 and 25 a Shareholder may transfer all or any of his or her shares by transfer only in writing in the usual common form to any person aged 18 or over or to any legal person approved by the Governors. Every transfer must be left at the office of the University accompanied by the certificate of the shares to be transferred and such other evidence (if any) as the Governors may require to prove the title of the intending transferor.
23. The instrument of transfer of a share shall be executed by the transferor and, unless the share is fully paid, by or on behalf of the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of Shareholders in respect of that share.
24. The University shall provide a book to be called the register of transfers, which shall be kept by the Secretary under the control of the Governors, and in which shall be entered the particulars of every transfer or transmission of every share.
25. The Governors may in their absolute discretion, refuse to register the transfer of any share which transfer does not comply with the provisions of these Articles or a transfer to any person whom they shall not approve as transferee if in their reasonable opinion such transfer would prejudice the objects of the University (as they are for the time being defined by the Memorandum of Association of the University).
- 26(A). In the case of the death or bankruptcy or incapacity of a shareholder the survivor or survivors where the deceased, was a joint holder and the executors or administrators or other legal representative(s) of the deceased, bankrupt or incapable shareholder where he or she was a sole holder shall be the only persons recognised by the University as having any title to his or her shares which shares shall, subject to the approval and direction of the Governors, be acquired by the University in accordance with the provisions of the Act or held in treasury in accordance with the provisions of the Act in either case for a sum not exceeding £1 or otherwise, with the consent of the Governors, be transferred to person(s) approved by the Governors. If such transfer or transmission is not to the University then the shares so affected shall in accordance with these Articles be under the control of the Governors who shall determine to whom such shares shall be transferred on terms approved by the Governors. Nothing in these Articles shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him or her. The Governors shall have an irrevocable power of attorney from any person interested in such shares permitting the Governors to give full effect to the aforesaid right of the Governors.
- 26(B). In the event that any transmittee (meaning a person entitled to a share by reason of death, bankruptcy or incapacity of a shareholder or otherwise by operation of law) would acquire any interest in a share then that transmittee shall be required to transfer the share as the Governors direct or to permit the University to purchase that share or hold that share in treasury in accordance with the provisions of the Act for a sum not exceeding £1 and if not such share(s) shall be transferred as directed by the Governors.
27. Any person (not being the University) becoming entitled to a share in consequence of the death or bankruptcy or incapacity of any shareholder under Article 26 may only either be registered himself or herself as holder of a share or elect to have some person nominated by him/her registered as a transferee of that share upon producing evidence of title as the Governors shall require and subject as provided below.
28. If the person so becoming entitled under Article 26 on the death or bankruptcy or incapacity of a shareholder shall elect to be registered him or herself, he or she shall deliver or send to the University a notice in writing signed by him/her stating that he/she so elects. For all purposes of these Articles relating to the right to transfer and the registration of transfers of shares, such notice shall be deemed to be a transfer, and the same restrictions, limitations and provisions shall be applicable as if the death or bankruptcy or incapacity of the Shareholder had not occurred, and the notice were a transfer executed by such Shareholder.

29. If the person so becoming entitled shall elect to have his or her nominee registered, he/she shall testify his/her election by executing to his/her nominee a transfer of such share. The same restrictions, limitations, and provisions shall be applicable to such transfer, as if the death or bankruptcy or incapacity of the Shareholder had not occurred, and the transfer were a transfer executed by such Shareholder.
30. A person entitled to be registered as the holder of a share in consequence of the death or bankruptcy or incapacity of a Shareholder shall not be entitled to receive notices of, or to attend or vote at, meetings of the University, or to any of the rights or privileges of the Shareholders unless and until he or she shall have become a shareholder in respect of the share.
31. For the purpose of ensuring that a transfer of shares is permitted pursuant to the provisions of these Articles or that no circumstances have arisen whereby a transfer notice may be required to be given, the Governors may from time to time require any Shareholder or the legal personal representatives of any deceased, bankrupt or incapable Shareholder or any person named as transferee in any transfer lodged for registration to furnish to the Company such information and evidence as the Governors may think fit regarding any matter which they may deem relevant to such purpose. Failing such information or evidence being furnished to the satisfaction of the Governors within a reasonable time after request, the Governors shall be entitled to refuse to register the transfer in question.
32. Subject to the provisions of the Acts, the University may purchase its own shares and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the University or the proceeds of a fresh issue of shares provided however that the consideration for any such purchase shall not exceed the nominal value of the share purchased. The University may also hold shares in treasury in accordance with the provisions of the Act.

GENERAL MEETINGS

33. The University may in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Any Annual General Meeting shall be held at such time and place as the Governors shall appoint. All General Meetings other than Annual General Meetings shall be called General Meetings.
34. The Governors may, whenever they think fit, convene a General Meeting, and General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 303 of the Act.
35. Any Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in the manner mentioned below or in such other manner, if any, as may be prescribed by the University in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the University:

Provided that a meeting of the University shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (A) in the case of a meeting called as the Annual General Meeting, by all the Shareholders entitled to attend and vote at the meeting; and
- (B) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together representing not less than ninety per cent of the total voting rights at that meeting of all the shareholders.

Every notice convening a general meeting shall:

- (A) comply with the provisions of section 325(1) of the Act as to giving information to members relating to their right to appoint proxies;
- (B) be given in accordance with section 308 of the Act that is, in hard copy form, electronic form or by means of a website.

The University may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Act.

Notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Governors, to the auditors for the time being of the University and to all persons entitled to share in consequence of the death or bankruptcy of a member, provided that the University has been notified of their entitlement.

- 36. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
 - 37. All business shall be deemed special that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Governors and auditors and the election of Governors in the place of those retiring.
 - 38. No business shall be transacted at any General Meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business; save as otherwise provided in these Articles, five shareholders present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of shareholders, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Governors may determine.
 - 39. The Chair, if any, of the Governors shall preside as Chair at every General Meeting of the University, or if there is no such Chair, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Governors present shall elect one of their number to be Chair of the meeting.
 - 40. If at any meeting no Governor is willing to act as Chair, or if no Governor is present within fifteen minutes after the time appointed for holding the meeting, the shareholders present shall choose one of their number a person to be Chair of the meeting.
 - 41. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Apart from this, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
 - 42. At any Annual General Meeting or General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (A) by the Chair; or
 - (B) by at least two Shareholders present in person or by proxy; or
 - (C) by any Shareholder or Shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
 - (D) by any Governor being a Shareholder
- and Regulation 44 of Table A shall be amended accordingly.

Unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the University shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

43. Except as provided in Article 45, if a poll is duly demanded it shall be taken in such manner as the Chair directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
44. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
45. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
46. Subject to the Act, a resolution in writing either signed by all the shareholders for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) or under the procedure set out in Chapter 2 of Part 13 of the Act shall be as valid and effective as if the same had been passed at a general meeting of the University duly convened and held. Any such resolution in writing may consist of two or more documents in similar form, each signed by one or more of such Shareholders.
47. Subject to Articles 80, 81 and 82, each share shall carry one vote.
48. A Shareholder who is bankrupt or of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in mental capacity, may not vote, whether on a show of hands or on a poll, by his or her committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
49. No Shareholder shall be entitled to vote at any General Meeting unless all moneys presently payable by him or her to the University have been paid.
50. On a poll votes may be given either personally or by proxy.
51. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Shareholder of the University.
52. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the University or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
53. An instrument appointing a proxy shall be in the following form or a form as near as circumstances admit:

THE ROYAL AGRICULTURAL UNIVERSITY

"I/We of
being a Shareholder/Shareholders of the Royal Agricultural University and entitled to vote
appoint _____ of

as my/our proxy to vote for me/us on my/our behalf at the (Annual) General Meeting of the University to be held on the day of 20 , and at any adjournment.

Signed
This day of 20 .”

54. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
55. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death, bankruptcy or mental incapacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, bankruptcy, mental incapacity or revocation shall have been received by the University at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
56. Any corporation which is a member of the University may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the University, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the University.

GOVERNORS

57. The Governors shall consist of:
 - (A) Not less than six nor more than twelve persons appointed by the Governors of the University in accordance with these Articles (“Independent Governors”);
 - (B) Not more than two people, who may be co-opted by the Governors from time to time (Co-opted Governors);
 - (C) The Vice Chancellor for the time being of the University;
 - (D) One student of the University appointed by the students using a process approved by the Governors from time to time (“Student Governor”); and
 - (E) One member of the staff of the University appointed by the whole staff body using a process approved by the Governors from time to time (“Staff Governor”).
58. No Governor shall be entitled to appoint any alternate.
59. Independent Governors shall be elected for a term of three years. A retiring Independent Governor shall be eligible for re-election for up to two further terms each of three years.
60. Co-opted Governors shall serve for a term of no more than five years. The appointment of a Co-opted Governor must be approved by the majority of the other Governors of the University. Such an appointment must be for a specific reason that requires the particular skills of the individual concerned and should be for a term agreed in advance but in any case subject to a formal review by the rest of the Governing Body after three years.
61. Co-opted Governors shall be eligible for election to become Independent Governors (and if elected as an Independent Governor shall cease to be a Co-opted Governor). Independent Governors shall be eligible for appointment to become Co-opted Governors (and if appointed as a Co-Opted Governor shall cease to be an Independent Governor).
62. The Student Governor shall remain a Governor for the shorter of one academic year (1st August to the following 31st July) or upon him or her ceasing to be a student of the University. A Student Governor shall be eligible for re-election for a maximum of two further terms.

63. The Staff Governor shall serve for a term of three years and shall not be eligible for re-election. The Staff Governor's term shall expire on the date of appointment of his or her successor or if the Staff Governor ceases to be a member of staff of the University.
64. The University shall at the meeting at which any Independent Governor retires use its reasonable endeavours to fill up the vacated office by electing a person to it.
65. If at any meeting at which an election of Independent Governors ought to take place, the place of any retiring Independent Governor is not filled up, and this would result in their number falling below the minimum number of eight, the meeting shall stand for a period not exceeding thirty days with the date and time for the adjourned meeting being agreed before the adjournment, and if at such adjourned meeting, the place of any retiring Independent Governor is not filled up, the retiring Independent Governor may exceptionally serve for up to six months to allow a new Independent Governor to be appointed.
66. Independent Governors shall be appointed following a selection process run by the nomination committee of the Governors taking account of the need for the board of Governors to have a balanced skillset appropriate for the University and taking account of equality and diversity principles (including as to appropriate gender and ethnicity balance).
67. No person holding any office of profit under the University shall be eligible to be a Governor.
68. The office of Governor shall be vacated:
 - (A) if the Governor becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - (B) if he or she ceases to be a Governor by virtue of any provision of the Act or he or she becomes prohibited by law from being a Governor or a charity trustee; or
 - (C) he or she is, or may be, suffering from mental disorder and either:
 - (i) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
 - (D) if the Governor resigns his or her office by notice in writing to the University; or
 - (E) if the Governor is directly or indirectly interested in any contract with the University and fails to declare the nature of his or her interest in manner required by section 182 of the Act 6; or
 - (F) if the Governor accepts any office of profit under the University;
 - (G) if he or she shall for more than six consecutive months have been absent without permission of the Governors from meeting of the Governors held during that period and the Governors resolve that his or her office be vacated; or
 - (H) if that Governor shall breach any code of conduct for Governors approved by the Governors from time to time and the Governors resolve that his or her office be vacated; or
 - (I) that Governor brings him or herself or the University into disrepute or the Governors consider in their discretion that he or she may do so and the Governors resolve that his or her office be vacated.
69. A Governor must make full declaration of pecuniary, family or other interests in any matter under discussion, and should withdraw from that part of a meeting where any such interest

is discussed or at the behest of the Chair. A Governor shall not vote in respect of any matter in which he or she is interested, and if he or she does so his or her vote shall not be counted. The Governors by majority vote or Chair shall be entitled to exclude any Governor from any part of a Governors meeting if they consider it in the interest of the University so to do.

70. The quorum necessary for the transaction of the business of the Governors shall be one-third of the Governors, or if division by three does not produce a whole number, the next highest whole number of Governors and the majority of those present must be Independent Governors.
71. The Governors may invite persons to attend Governors meetings and contribute to the discussions but have no vote. There must always be a majority of Independent and Co-opted Governors present.
72. The Governors may elect a Chair and one or more Vice-Chairs from amongst the Independent Governors to serve as either the Chair or as a Vice-Chair for a period of up to three years. These posts shall normally be held by an Independent Governor. A Chair or Vice-Chair is normally only eligible for re-election once for a further period of up to three years but, in exceptional circumstances a third three year term may be offered at the discretion of Governors.
73. The Chair, and failing him or her a Vice-Chair, shall preside at every meeting of the Governors, but if at any meeting the Chair or any Vice-Chair is not present within fifteen minutes after the time appointed for holding the meeting the Governors present may choose another Governor to be Chair of the meeting.
74. Governors may be:
 - (A) repaid by the University travelling, hotel and other expenses properly incurred by the attending and returning from meetings of the Governors or any committee of the Governors or any General Meeting or in rendering any other service in their capacity as Governors; and
 - (B) to the extent permitted by law and approved by the Charity Commission or other charities regulator of the University, reasonable remuneration for their services as Governors but so that less than half of the Governors from time to time shall be entitled to be remunerated.

FUNCTIONS OF THE GOVERNORS

75. The business of the University shall be the responsibility of the Governors, who may exercise all such powers of the University, and do on behalf of the University all such acts as may be exercised and done by the University, and as are not by the Act or by these Articles required to be exercised or done by the University in General Meeting, subject nevertheless to these Articles, to the provisions of the Acts and to such regulations (including as to conflicts of interest and/or conflicts of loyalty) not being inconsistent with these Articles or with such provisions as may be prescribed by the University in General Meeting, but no regulation made by the University in General Meeting shall invalidate any prior act of the Governors which would have been valid if such regulation had not been made.
76. The Governors of the University shall, in addition to all other powers vested in them, have the following powers and functions:
 - (A) to determine the educational character and mission of the University and to oversee its activities;
 - (B) to approve annual budgets for expenditure and estimates of income;
 - (C) to approve the annual financial accounts of the University, as certified by the Auditors and to approve the annual report of the activities of the University;
 - (D) to appoint or dismiss an Auditor or Auditors;
 - (E) to ensure the solvency of the University and the safeguarding of its assets;

(F) to approve long-term plans for the development and success of the University and the courses of study it offers;

(G) to appoint or dismiss the Vice-Presidents;

(H) to appoint, suspend or dismiss the Vice Chancellor and determine the Vice Chancellor's pay and conditions of service;

(I) to appoint, suspend or dismiss the President;

(J) to ensure that academic staff have freedom within the law to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy or losing their posts or any privileges they may have at the University;

(K) On the recommendation of the Vice Chancellor to agree the structure of the Vice Chancellor's senior leadership team:

(L) to borrow money, and to mortgage or charge the whole or any part or parts of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the University or of any third party;

(M) to publish an annual report on the activities of the University;

(N) following recommendations of the Academic Board or Vice Chancellor, to approve the conferring of Honorary Degrees or other honorary distinctions; and

(O) to establish such committees of the Governors of the University as it sees fit from time to time.

77. The Governors may delegate all or any of their functions as they see fit, other than the functions set out in Article 76 (A) to (N). In particular the Governors shall ensure that standing committees of the Governors covering audit and risk, remuneration and nominations are established and maintained with a composition and terms of reference approved by the Governors from time to time.
78. The seal of the University shall not be affixed to any instrument except by the authority of a Resolution of the Governors or of a Committee of the Governors duly authorised and shall be so affixed in the presence of at least two Governors or one Governor and either the Secretary or the Vice Chancellor.

THE ACADEMIC BOARD

79. Subject to the provisions of these Articles to the overall responsibility of the Governors, the Academic Board shall be the primary committee responsible for the management of the academic activities of the University. Subject to the powers reserved to the Governors of the University, the Academic Board shall make regulations, appoint and remove its sub-committees and take such other measures and act in such a manner as shall appear to be best calculated to promote the academic work of the University both in teaching and research and for the regulation and superintendence of the education and academic discipline of the students of the University. The membership and powers of the Academic Board, and of its sub-committees, shall be as specified in the Teaching Quality Handbook, as maintained by the Academic Registrar of the University. The Vice Chancellor shall be the Chair of the Academic Board.

STUDENT UNION

80. The governance of the Student Union is independent from the University. The Governors have the right to review the Student Union's articles of association every five years or such other period as may be prescribed by law from time to time. No amendment to or rescission of the Student Union's articles of association is valid unless and until approved by the

Governors. The Governors have the right to appoint two directors to the board of the Student Union.

AMENDMENTS TO THESE ARTICLES

81. Amendments may only be made to these Articles or the adoption of new Articles in substitution for these Articles with the consent of the Privy Council by special resolution of the University's shareholders in accordance with the Acts but so that for the purposes of any such special resolution the Governors holding Shares shall be deemed to hold 75% of the votes capable of being cast at any general meeting (apportioned amongst such Governors) considering an amendment to the Articles.

REMOVAL OF GOVERNORS

82. A Governor may be removed as a Governor by ordinary resolution of the University's Shareholders in accordance with section 168 of the Act 2006 but so that for the purposes of any such ordinary resolution the Governors holding Shares shall be deemed to hold 51% of the votes capable of being cast at any general meeting (apportioned pro rata amongst such Governors) considering a resolution to remove a Governor.

LIMIT ON AUTHORITY AND POWERS OF GOVERNORS

83. The authority and/or powers of the Governors can be amended with the approval of the Privy Council by special resolution of the University's shareholders in accordance with the Acts but so that for the purposes of any such special resolution the Governors holding Shares shall be deemed to hold 75% of the votes capable of being cast at any general meeting (apportioned pro rata amongst such Governors) considering an amendment to the authority and/or powers of the Governors.

ACCOUNTS AND AUDITORS

84. True accounts shall be kept of the sums of money received and expended by the University, and of the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the University, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the University for the time being, shall be open to the inspection of the Governors. Separate accounts shall be kept of special trust funds devoted or appropriated to special purposes. Once at least in every year the accounts of the University shall be examined and the correctness of the balance sheet be ascertained by one or more properly qualified auditor or auditors.
85. The Governors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the University or any of them shall be open to the inspection of Shareholders not being Governors, and no shareholder (not being a Governor) shall have any right of inspecting any account or book or document of the University except as conferred by statute or authorised by the Governors or by the University in General Meeting.
86. (A) Auditors must be appointed for each financial year of the University. The appointment must be made in the period for appointing auditors as defined in section 485 of the Act.
- (B) The University's auditors cease to hold office at the end of next period for appointing auditors unless and until they are re-appointed by the Governors (or in default the members) in accordance with section 485(4) of the Act.

NOTICES

87. A notice may be given by the University to any Shareholder or Governor as prescribed under the Act or Table A.
88. Notice of every general meeting shall be given in any manner authorised in the preceding Article to:

- (A) every Shareholder except those Shareholders who (having no registered address within the United Kingdom) have not supplied to the University an address within the United Kingdom for the giving of notices to them;
- (B) every person being a legal personal representative or a trustee in bankruptcy of a Shareholder where the Shareholder but for his or her death or bankruptcy would be entitled to receive notice of the meeting;
- (C) the Auditors for the time being of the University; and
- (D) each Governor.

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

89. Where a notice is sent by making it available on a website, the notice shall be deemed to have been given either when it was first made available on the website or when the Governor or shareholder received or was deemed to have received notice of the fact that the notice was available on the website.

If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the University is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the University shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

WINDING UP

90. If upon the winding-up or dissolution of the University there remains, after satisfaction of all its debts and liabilities, any property at all, the same shall not be paid to or distributed among the shareholders of the University (unless they be charities having similar objects to the University), but shall be given or transferred to some other institution or institutions having objects similar to the objects of the University, to be determined by the Governors of the University at or before the time of dissolution, and in default by the Secretary of State for Education (or any successor body thereto).

INDEMNITY

91. Without prejudice to any indemnity to which he or she may otherwise be entitled, every Governor shall be indemnified and kept indemnified out of the University's assets against all liability incurred by him or her in the execution and discharge of his or her duties as a Governor or any associated company in connection with:
- (A) defending any proceedings, whether civil or criminal, in respect of alleged negligence, default, breach of duty, breach of trust or otherwise in relation to the University or any associated company or its or their affairs, in which judgement is given in his or her favour or in which he or she is acquitted or in defending or settling any such proceedings which are otherwise disposed of on terms previously agreed with the Governors without any finding or admission of negligence, default, breach of duty or breach of trust on his or her part; or
 - (B) any application under Section 1157 of the Act in which relief is granted to him or her by the Court provided that this article shall not grant, or entitle any such person to, indemnification to the extent that it would cause this Article, or any part of it, to be void under the Act.
93. Without prejudice to any indemnity to which he or she may otherwise be entitled (including, for the avoidance of doubt, any indemnity under or pursuant to these Articles) and to the extent permitted by the Acts, the Governors shall, at their sole discretion, have power in the name and on behalf of the University to:

- (A) grant on such terms as it sees fit to any person who is a Governor an indemnity or indemnities out of the assets of the University in respect of any liability incurred by him or her as a Governor of the University (subject always to such indemnity or indemnities being a Qualifying Third Party Indemnity Provision under the Act) and (subject as aforesaid) to amend, vary or extend the terms of any such indemnity so granted, again on such terms as the Governors see fit; and /or
- (B) enter into and amend, vary or extend such arrangements as it sees fit:
 - (i) to provide any person who is a Governor with funds to meet expenditure incurred or to be incurred by him or her in defending any criminal or civil proceeding brought against him or her as such or in connection with any application for relief under Section 1157 of the Act; or
 - (ii) to enable any such person to avoid incurring any such expenditure.

94. Any loan or other arrangement entered into under Article 93(B)(i) in respect of:

- (A) any criminal proceedings brought against; or
- (B) any application for relief under section 1157 of the Act by; or
- (C) any civil proceedings brought by the University (or, at the discretion of the Governors, by any third party) against,

such Governor to whom such loan or arrangement is granted, shall be conditional upon such Governor undertaking to the University in such terms as Governors shall require immediately to repay the University and otherwise immediately indemnify discharge and hold the University harmless from and against all payments made and liabilities incurred by the University in respect of such loan or other arrangement in the event that such proceedings should result in a conviction, judgement or refusal of relief which in any such case is final as determined in accordance with section 205(3) and (4) of the Act.

95. For the purposes of Articles 92 to 94:

- (A) "Relevant Officer" is any officer of the University or an associated company (other than in either case any person (whether or not an officer of the University or an associated company) engaged by the University or an associated company as auditor);
- (B) "associated company" has the meaning given to that term in Section 256 of the Act; d
- (C) "Qualifying Third Party Indemnity Provision" has the meaning given to that term in Section 234 of the Act 2006; and
- (D) a Governor shall be entitled to vote and to be counted in the quorum at any meeting of the Governors or a committee of the Governors at which any indemnity, arrangement or proposal falling within any of the provisions of Articles 92 or 93 is to be considered and, any interest which any Governor may have in such indemnity, arrangement or proposal shall not be a material interest unless the terms of such indemnity, arrangement or proposal confer upon such Governor a privilege or benefit not generally available to, or awarded to, any other Governor. The decision of the Chair as to whether the indemnity, arrangement or proposal to be considered at the meeting falls within the provisions of Articles 92 or 93 or as to the materiality of any Governor's interest therein for the purposes of this Article shall be final and conclusive.

96. Subject to the provisions of the Act, the University may purchase and maintain for any Relevant Officer of the University insurance against any liability which by virtue of any rule of law would otherwise attach to him or her in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the University, including to the extent permitted by the Act, but not limited to, liability for costs, charges and expenses incurred by him or her in relation to any such matters PROVIDED THAT any such insurance shall not extend to any claim arising from liability resulting from conduct which the Relevant Officer knew, or must be assumed to have known, was not in the best

interests of the University, or which the Relevant Officer did not care whether it was in the best interests of the University or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud or dishonesty or wilful or reckless misconduct of the Relevant Officer.

DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE

97. Where the Act permit the University to send documents or notices to its Shareholders in electronic form or by means of a website, the documents will be validly sent provided the University complies with the requirements of the Act.

Subject to any requirements of the Act only such documents and notices as are specified by the University may be sent in electronic form to the address specified by the University for that purpose and such documents or notices are sufficiently authenticated if the identity of the sender is confirmed in the way the University has specified.