

**THE COMPANIES ACTS 1985 AND 2006**

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

**ARTICLES OF ASSOCIATION**

*Of*

**North Western Universities Purchasing Consortium Limited**

*As updated  
At the Nineteenth Annual General and Council  
Meeting 1<sup>st</sup> February 2019*

**COMPANY NUMBER: 4045190**

**INTERPRETATION**

1.1 In these articles:-

“the Company”	means the company intended to be regulated by these articles;
“the Act”	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
“the Articles”	means the Articles of Association of the Company from time to time in force;
“clear days”	in relation to the period of a notice means the 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;
“executed”	includes any mode of execution;
“the Memorandum”	means the memorandum of association of the Company from time to time in force;
“Office”	means the registered office of the Company;
“the Seal”	means the common seal of the Company if it has one;
“Secretary”	means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
“the United Kingdom”	means Great Britain and Northern Ireland.

- 1.2 Unless the context otherwise requires, words importing:-  
The singular only shall include the plural number and vice versa;  
Persons shall include corporations;
- 1.3 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

## **MEMBERS**

- 2.1 The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the Articles shall be members of the Company.
- 2.2 Every person or organisation which fulfils the criteria for membership may be Members of the Company, but where such organisation is unincorporated or is for any other reason unable to be itself registered as a Member, it may nominate a representative to be registered as a Member, and it may remove or replace any such representative.

## **GENERAL MEETINGS**

- 3.1 The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next, provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Directors shall appoint. All other meetings shall be general meetings.
- 3.2 The Directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act comply with their obligations under the Act to forthwith proceed to convene a general meeting for a date which is in any case not later than seven weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Directors or any member of the Company may call a general meeting.

## **NOTICE OF GENERAL MEETINGS**

- 4.1 An annual general meeting and a general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least 14 clear days' notice. All other general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-

- ◆ In the case of an annual general meeting, by all the members entitled to attend and vote;

And

- ◆ In the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 per cent of the total voting rights at the meeting of all the members.
- 4.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 4.3 The notice shall be given to all the members and to the Directors and auditors.
- 4.4 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 the meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 5.1 No business shall be transacted at any meeting unless a quorum is present. Five Members must be present in person or by proxy or (being a corporation) by a duly authorized representative for a meeting to be quorate.
- 5.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
- 5.3 The chair if any, of the Directors or in his or her absence the Deputy Chair (if any) shall preside as chair of the meeting, but if neither of them is present and willing to act within 15 minutes after the time appointed for holding the meeting the Directors present shall elect one of their number to be chair and, if there is only one Director present and willing to act, she/he shall be chair.
- 5.4 If no Director is willing to act as chair, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair.
- 5.5 A Director shall, notwithstanding that she/he is not a member, be entitled to attend and speak at any general meeting.
- 5.6 The chair may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting

and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

5.7 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-

- ◆ by the chair; or
- ◆ by at least two persons having the right to vote at the meeting; or
- ◆ by a person or persons representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

A demand by a person as proxy for a member shall be the same as a demand by the member.

5.8 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

5.9 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

5.10 A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

5.11 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall have a casting vote.

5.12 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 either immediately or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

5.13 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

## VOTES OF MEMBERS

- 6.1 Every member shall have one vote. Votes may be cast personally or by proxy.
- 6.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
- 6.3 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:-
- ◆ be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to 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 taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - ◆ where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the secretary or to any director;
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 6.4 A vote given or poll demanded by a proxy or by the duly authorized representative of a member organization shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 6.5 Any organization which is a member of the Company may by resolution of its governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the organization which she/he represents as the organization could exercise if it were an individual member of the Company.

## **DIRECTORS**

1. The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future Directors shall be appointed as provided subsequently in the articles.

## **POWERS OF DIRECTORS**

- 8.1 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
- 8.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Directors shall have the following powers, namely:-
  - ◆ to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company;
  - ◆ to enter into contracts on behalf of the Company.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 9.1 The Company shall have nine Directors, eight of whom shall be elected by the Members (the "Member Directors"), the ninth being the employed Managing Director of the Company.
- 9.2 The Members shall make and may vary bye-laws governing the nomination and election of persons to the Board. These bye-laws shall be framed so as to ensure, in so far as is practical:-
  - ◆ that persons shall be appointed as Directors for a period of three years and, if serving for the full period, shall retire with effect from the conclusion of the Annual General Meeting next following the third anniversary of their appointment.
  - ◆ Directors retiring under the above clause shall be eligible for re-election
  - ◆ that the Chairman of the Directors shall be elected from amongst the Member Directors.
- 9.3 The Directors may appoint a person who is willing to act as a Director, either to fill a casual vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed the maximum number. A Director so appointed (other than the employed Managing Director)

shall hold office only until the next following Annual General Meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.

### **CONFLICTS OF INTEREST**

10.1 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

10.2 But if paragraph 10.3 applies, a Director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

10.3 This paragraph applies when:-

- ◆ the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
- ◆ the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- ◆ the directors' conflict of interest arises from a permitted cause.

For the purposes of this article, the following are permitted causes:-

- ◆ a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
- ◆ subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- ◆ arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

10.4 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

10.5 Subject to paragraph 10.6, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

10.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

11.1 A Director shall cease to hold office if she/he:-

- ◆ ceases to be a Director by virtue of any provision in the Act or is otherwise prohibited by law from being a Director;
- ◆ becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- ◆ becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; This was amended by the Mental Health (Discrimination) Act 2013 – it can be replaced with ‘by reason of that person’s mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have’;
- ◆ resigns his or her office by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- ◆ is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his or her office be vacated.
- ◆ if, at a duly convened meeting, 75% of Members vote to remove any Director from office

## **PROCEEDINGS OF DIRECTORS**

- 12.1 Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. When a matter is put to a vote all directors who have the right to vote shall have one vote each. In the case of an equality of votes, the Chairman of the Directors shall have a second or casting vote.
- 12.2 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be four.
- 12.3 The Directors may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 12.4 The Directors may appoint one or more sub-committees consisting of two or more Directors for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Directors.



- 12.5 All acts done by a meeting of Directors, or of a committee of Directors, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Directors or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Directors and had been entitled to vote.
- 12.6 A resolution in writing, signed by all the Directors entitled to receive notice of and vote at a meeting of Directors or of a committee of Directors, shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.
- 12.7 Any bank account in which any part of the assets of the Company is deposited shall be operated in accordance with the instructions of the Directors and shall indicate the name of the Company.

#### **SECRETARY**

13. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration (if not a Director) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

#### **MINUTES**

14. The Directors shall keep minutes in books kept for the purpose:-
- ◆ of all appointments of officers made by the Directors; and
  - ◆ of all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

#### **THE SEAL**

15. The Seal shall only be used by the authority of the Directors or of a committee of Directors authorized by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Chairman or by the Secretary or by a second Director.

#### **ACCOUNTS**

16. Accounts shall be prepared in accordance with the provisions of the Companies Acts.

#### **NOTICES**

- 17.1 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing and can be via electronic

communications

- 17.2 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to them shall be entitled to have notices given to them at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
- 17.3 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 17.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
- 17.5 The Company may use electronic communications, both emails and via websites, to give its members and officers notice of the meetings and other affairs and activities of the Company.

#### **INDEMNITY**

- 18.1 Subject to the provisions of the Acts every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which he is acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- 18.2 The Directors shall have power to resolve to effect Indemnity Insurance notwithstanding their interest in any such policy.

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**NAME AND ADDRESS OF SUBSCRIBER**

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Dated : .....

Witness to the above signature:-

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Name of witness:

Address: